

ATTACHMENT E:

Modification to Development Agreement Exhibit C

EXHIBIT C
PHASING SCHEDULE

Project Phasing

OHP has proposed that the project be constructed in four phases over a period of approximately 14 years: 2008 to 2022, which are likely to occur sequentially, however, they may move forward concurrently or out of sequence as conditions require.

Phase I: Parcels A, B, C, F, G

This phase will involve at a minimum a) demolition and remediation, b) onsite improvements, c) offsite improvements, and d) completion timeframes and conditions.

a) Demolition and Remediation

- i. Demolition of approximately 88,000 square feet of manufacturing, storage, 78,400 square foot warehouse building, approximately 160,000 square feet of the Ninth Avenue Terminal Shed Building, and approximately 120,000 square feet of timber supported pier structure.
- ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).

b) Onsite Improvements

- i. Construction of a portion of Shoreline Park to the south of parcels A, B, C, and D, including all landscaping, pier renovation, tree removal and installation, bike paths, pedestrian walkways, bay trail connections, and shoreline improvements.
- ii. Renovation of a minimum of 20,000 square of the existing 9th Avenue Terminal Shed Building as a mixed use commercial/cultural resource building.
- iii. Site improvements, including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees, and landscaping.
- iv. Installation of a temporary eight foot wide asphalt bay trail for Phase II and Phase III.

c) Offsite Improvements

- i. Removal of existing street section, sidewalks, and landscaping of the Embarcadero from the southbound on ramp to I-880 at 10th Avenue to 5th Avenue.
- ii. Widening of the Embarcadero from the southbound on ramp to I-880 at 10th Avenue to 5th Avenue, including construction of street section, medians, traffic signals, sidewalks, bike trails, street trees, and landscaping.
- iii. Installation of wet and dry underground utilities fronting the project on the project side of Embarcadero.
- iv. All offsite mitigation measures and conditions as required for the development of this phase. The reconstruction of Embarcadero includes demolition of the existing street section and undergrounding utilities.

d) Completion Time Frames

- i. Completion of Phase I park improvements prior to the issuance of a certificate of occupancy for the 550th residential unit for the project or five (5) years from the issuance of the first building permit for Phase I.

Phase Ia: Demolition of Cash and Carry Building and Remediation of Estuary Park Peninsula

This phase involves demolition of the Cash and Carry Warehouse and remediation of Estuary Park Peninsula, comprising the entirety of the area depicted as Phase Ia on the Phasing Plan attached as Exhibit C-1.

- a) Demolition and Remediation
 - i. Demolition of an approximately 78,400 square foot warehouse building.
 - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Completion Timeframes
 - i. Completion of Phase I park improvements prior to the issuance of a certificate of occupancy for the 550th residential unit for the project or five (5) years from the issuance of the first building permit for Phase I construction of Estuary Park redevelopment project by the City of Oakland or expiration of the Development Agreement, whichever occurs first.

Phase II: Parcels D, E, H, and J

This phase will involve at a minimum a) remediation, b) onsite improvements, c) offsite improvements, and d) completion timeframes and conditions.

- a) Remediation
 - i. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements
 - i. Construction of the remainder of Shoreline Park and Clinton Basin Quay, including all landscaping, tree removal and installation, bike paths, pedestrian walkways, bay trail connections, and shoreline improvements.
 - ii. Site improvements, including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees, and landscaping.
- c) Offsite Improvements
 - i. Removal of existing street section, sidewalks, and landscaping.
 - ii. Widening of the Embarcadero from 5th Avenue to the existing Embarcadero Bridge, including construction of street section, medians, traffic signals, sidewalks, bike trails, street trees, and landscaping.
 - iii. Installation of wet and dry underground utilities fronting the project on the project side of Embarcadero.
 - iv. All offsite mitigation measures and conditions as required for the development of this phase.
- d) Completion Timeframes
 - i. Completion of Phase II park improvements prior to the issuance of a certificate of occupancy for the 1,650th residential unit for the project or eight (8) years from the issuance of the first building permit for Phase I.

Phase III: Parcels K and L

This phase will involve at a minimum a) demolition and remediation, b) onsite improvements, c) offsite improvements, and d) completion timeframes and conditions.

- a) Demolition and Remediation
 - i. Demolition of approximately 46,000 square feet of marine, storage, service, manufacturing, and industrial uses.
 - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements
 - i. Construction of the South Park including all landscaping, tree removal and installation, bike paths, pedestrian walkways, bay trail connections, and shoreline improvements.

- ii. Site improvements, including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees, and landscaping.
- c) Offsite Improvements
 - i. All offsite mitigation measures and conditions as required for the development of this phase.
- d) Completion Timeframes
 - i. Completion of Phase III park improvements prior to the issuance of a certificate of occupancy for the 2,340th residential unit for the project or eleven (11) years from the issuance of the first building permit for Phase I.

Phase IV: Parcel M

This phase will involve at a minimum a) demolition and remediation, b) onsite improvements, c) offsite improvements, and d) completion timeframes and conditions

- a) Demolition and Remediation
 - i. Demolition of onsite structures
 - ii. Implementation of the site remediation plan under the regulatory oversight of the California State Department of Substance Control (DTSC).
- b) Onsite Improvements
 - i. Construction of Channel Park, including all landscaping, tree removal and installation, bike paths, pedestrian walkways, bay trail connections, and shoreline improvements.
 - ii. Site improvements, including grading, underground wet and dry utility installation, construction of streets, bike paths, pedestrian trails, bay trail connections, sidewalks, street trees, and landscaping.
 - iii. Installation of a temporary bay trail upon termination/expiration of the Berkeley Ready Mix lease, but no earlier than June 1, 2016.
- c) Offsite Improvements
 - i. All offsite mitigation measures and conditions as required for the development of this phase.
- d) Completion Timeframes
 - i. Completion of Phase IV park improvements prior to the issuance of a certificate of occupancy for the 2,800th residential unit for the project or fourteen (14) years from the issuance of the first building permit for Phase I.