

**SUMMARY OF PROPOSED SCHEDULE
FOR LOCAL APPROVALS AND KEY TRANSACTION MILESTONES
FOR HOSTING 34TH AMERICA'S CUP RACE IN SAN FRANCISCO BAY**

This schedule summarizes the anticipated major approval and transaction schedule under which the City and County of San Francisco (the "City") would host the 34th America's Cup (the "Event").

In general, the items in this schedule delineate four phases over time: (1) approval by the Board of Supervisors and Port Commission of the Host City and Venue Agreement with the America's Cup Event Authority (the "Event Authority") and the San Francisco America's Cup Organizing Committee (the "ACOC"); (2) if the City is selected to host the Event, approvals by the Board of Supervisors and Port Commission of the basic real estate transaction agreements needed for Event, including Venue Leases and DDAs for Legacy Leases and Transfer Agreement, following certification of the EIR for the Event; (3) following approval of the transaction agreements, key milestones for the Event; and (4) after completion of the Event, critical real estate transaction benchmarks for the Legacy Leases and Transfer Agreement.

This schedule focuses on City approvals, but a number of approvals of other local, state and federal agencies are likely required for the Event, as contemplated under the Host City and Venue Agreement. (Where used below "TBD" indicates dates to be determined.)

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| Oct. 2010 | Board of Supervisors' endorsement of a non-binding Term Sheet, setting forth the basic terms and conditions for the City, ACOC and Event Authority to negotiate binding agreements for the City to host the Event. |
| Nov. 2010 | Board of Supervisors and Port Commission to consider approving a binding Host City and Venue Agreement. Promptly following such approval, execution and delivery by the parties of the agreement. The Host City and Venue Agreement will be consistent with the Term Sheet and set forth: (i) commitments of the parties to achieve mandatory project milestones necessary for the City to host the Event should the Team select the City; and (ii) the framework for the real estate transaction documents, including sole source negotiations with the Event Authority for the Venue Leases and Legacy Leases, subject to further discretionary approvals of the final binding transaction documents by the City following CEQA review for the Event. Also, Board of Supervisors to consider making a finding of fiscal feasibility as required to begin the EIR process for the Event. |
| Dec. 31, 2010 | Deadline for BMW Oracle Racing, sailing for the Golden Gate Yacht Club (the "Team") to select the venue for the Event. |
| Jan.2010–TBD | Best efforts by the City, ACOC and Event Authority to meet mandatory project milestones for the Event as set forth in the Host City and Venue Agreement, including, for instance: refinement and finalization of the Event Plan; CEQA review of the Event by the City; formation by the City of an Intergovernmental Task Force and negotiation of memoranda of |

understanding (MOUs) with other Governmental Authorities; procurement by the Event Authority of financing for the Event; and procurement by the ACOC of the required bond.

- TBD, 2011 Planning Commission to consider certifying the EIR for the Event. Planning Commission also to consider adopting CEQA findings, including mitigation measures and a mitigation monitoring program as appropriate, and making findings of consistency of the proposed transaction documents with the City's General Plan and Eight Priority Policies of the City Planning Code.
- TBD, 2011 Port Commission and then Board of Supervisors to consider approving a CEQA resolution, including findings and adoption of a mitigation monitoring program, as appropriate and then, Port Commission and Board of Supervisors as required to consider approving Venue Leases, and Port Commission and Board of Supervisors to consider approving DDAs, Legacy Leases and Transfer Agreement. Also, following certification of the EIR for the Event by the Planning Commission, approvals of permits, agreements or legislative or regulatory authorizations for various components of the Event may be required by (i) other City agencies, such as, without limitation, the Municipal Transportation Agency and Department of Public Works and (ii) other local, state and federal agencies, such as, without limitation, the Bay Conservation and Development Commission (BCDC), the United States Park Service and the Army Corps of Engineers. Any required federal approvals may be subject to environmental review under the National Environmental Policy Act (NEPA) required for any federal approvals, which would be done in conjunction with the EIR for the Event.
- TBD, 2011 Promptly following required approvals, execution and delivery by the City, ACOC and Event Authority of the Venue Leases and the DDAs.
- 2011-2012 Obligations of the parties to achieve pre-Event milestones, including construction of infrastructure by the City and Event Authority and approvals required to remove the public trust from Seawall Lot 330.
- TBD, 2011 Possible America's Cup Series Pre-Regatta, whether or not City is selected to host the Event.
- TBD, 2012 Completion of infrastructure work by the City.
- TBD, 2012 Completion of infrastructure work by the Event Authority.
- TBD, 2012 America's Cup Series Pre-Regattas.
- TBD, 2012 America's Cup Challenger Series.

- TBD, 2012 Possible America's Cup Defender's Series.
- TBD, 2013 America's Cup Match.
- TBD, 2014 or later Expiration of the Venue Leases (six months after the Match), subject to possible extension if the Team wins the Cup and the Event Authority, ACOC and the City successfully negotiate a new Host City and Venue Agreement, which in turn may require further possible discretionary approvals by the City for that new agreement.
- TBD, 2014 or later Immediately upon expiration of Venue Leases, commencement of Event Authority's interim use rights on long-term development sites under the DDAs.
- TBD, 2014 or later Closing of conveyance by City, through its Port, to Event Authority, or its designee, of Seawall Lot 330 under the Transfer Agreement.
- TBD, 2014 or later Proposal by Event Authority or its designee of long-term development plans under the DDAs, and CEQA review as required for such plans.
- TBD, 2014 or later Subject to discretionary approvals of the proposed development plans by the Board of Supervisors, Port Commission and other required City or other governmental agencies, and satisfaction by the Event Authority of other conditions under the DDAs, closing of the Legacy Leases. Also, approval by the Port Commission and Board of Supervisors of the establishment of infrastructure financing districts covering the development sites.