* BRISBANE BAYLANDS
PROJECT DESCRIPTION EXECUTIVE SUMMARY

I. PROJECT BACKGROUND

1. General Plan Requirement

Universal Paragon Corporation ("Project Sponsor") is proposing new land uses for the Brisbane Baylands Project Site ("Project Site"), as a part of the Brisbane Baylands Project ("Proposed Project"). The City of Brisbane's General Plan and Zoning Code require the approval of a Specific Plan prior to development.

2. Proposed Specific Plan Submittal

Redevelopment of the Project Site is proposed to be accomplished in accordance with the proposed Brisbane Baylands Specific Plan ("Specific Plan") and amendments to the applicable Redevelopment Plans, subject to approval by the Planning Commission and City Council. The Specific Plan will apply to a 684-acre area ("Plan Area") that is entirely within the City of Brisbane. Associated public and private projects and activities within the Plan Area would also be implemented pursuant to the Specific Plan and Redevelopment Plans.

In February 2006, the Project Sponsor submitted the Brisbane Baylands Phase I Specific Plan, which applied to the 446-acre portion of the Plan Area primarily east of the Caltrain/Union Pacific railroad ("UPRR") railroad tracks; the 2006 Phase I Specific Plan also outlined a planning framework for development of the entire Project Site.

As a result of subsequent technical studies, community input, and City Council direction on Brisbane's proposed community-based land use alternative to the Brisbane Baylands Phase I Specific Plan, the Specific Plan has been revised to encompass the entire 684-acre Plan Area, of which 605 acreas are under UPC ownership. The Project Sponsor intends that the revised Specific Plan, subject to adoption by the City Council, will govern the development of the Plan Area.

II. PROJECT SITE

1. Project Location

The Plan Area, located within the boundaries of the City of Brisbane, is situated in the northeast corner of San Mateo County (as shown in Exhibit 1), is identified in the City's General Plan as the Baylands and the Lagoon. The Plan Area is bounded by Recology property and the border of San Francisco to the north, U.S. Highway 101 ("US 101") to the east, Bayshore Boulevard to the west, and Brisbane Lagoon in the southwest, as shown in Exhibit 2.

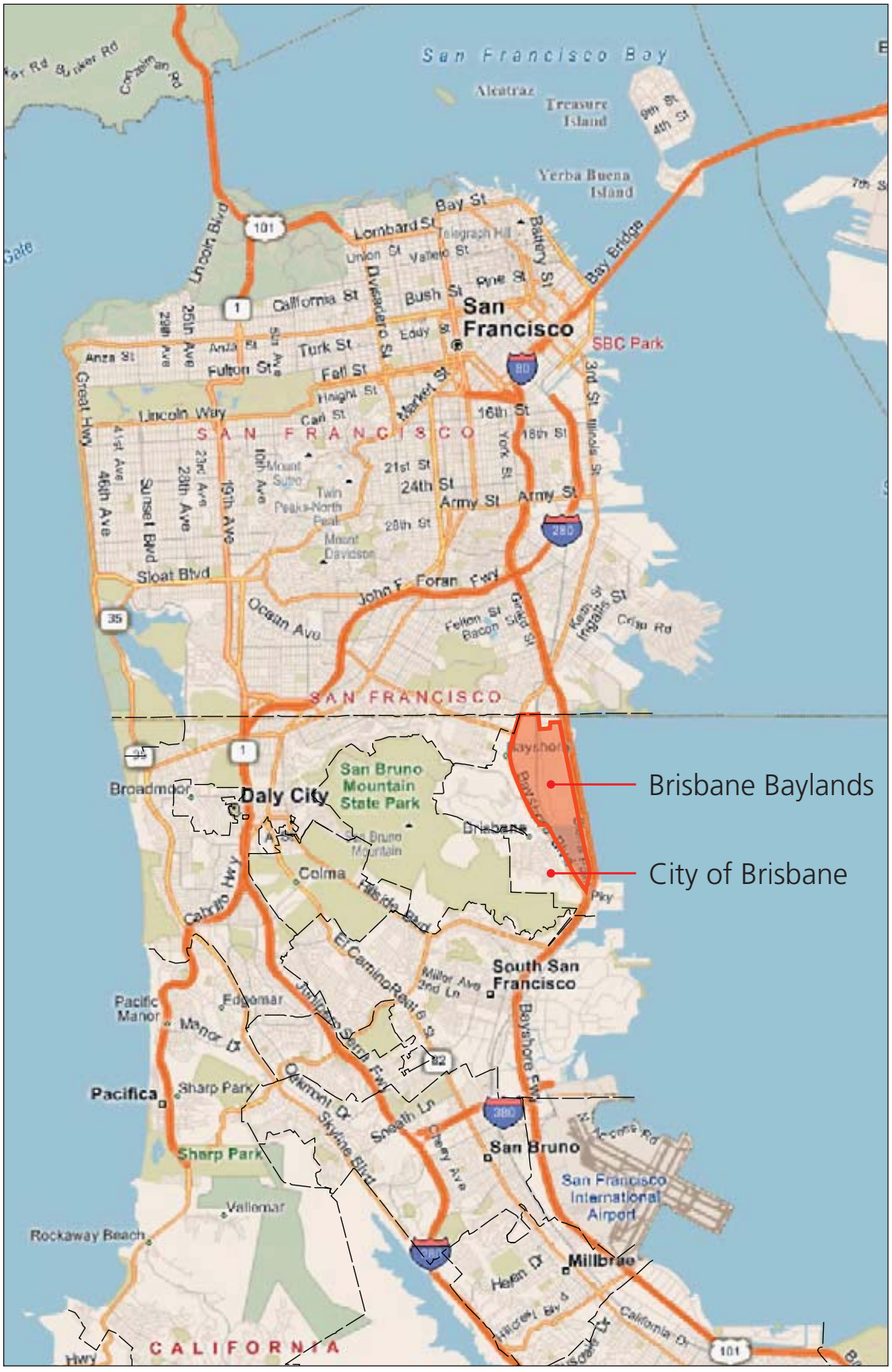


EXHIBIT 1 Location Map



Not a part

EXHIBIT 2

Specific Plan Boundary

2. Existing Conditions

The total area of the Plan Area consists of approximately 573 upland acres and 111 acres of Lagoon (i.e., water area), totaling 684 acres. Although not all of the Lagoon and its perimeter property are owned by the Project Sponsor, they are included within the Plan Area in order to provide comprehensive planning for and ensure protection of the Lagoon and public access to the entire Lagoon edge. The Plan Area includes two other distinct areas: the Former Landfill and the Former Railyard, as shown in Exhibit 3.

A. Former Landfill

The portion of the Baylands previously utilized as a Landfill is bounded by the Caltrain railroad tracks to the west, US 101 to the east, Beatty Avenue and Recology property to the north and Brisbane Lagoon to the south; it consists of approximately 330 acres. The Landfill operated from the early 1930s through the late 1960s as depository for municipal solid waste. Soon after the Landfill was closed, the Landfill has been used for soil and construction material recycling. The San Francisco Bay Regional Water Quality Control Board ("SFBRWQCB"), Bay Area Air Quality Management District ("BAAQMD"), and San Mateo County Health Services Agency are the oversight agencies for the Landfill Closure Plan and Closure Permit.

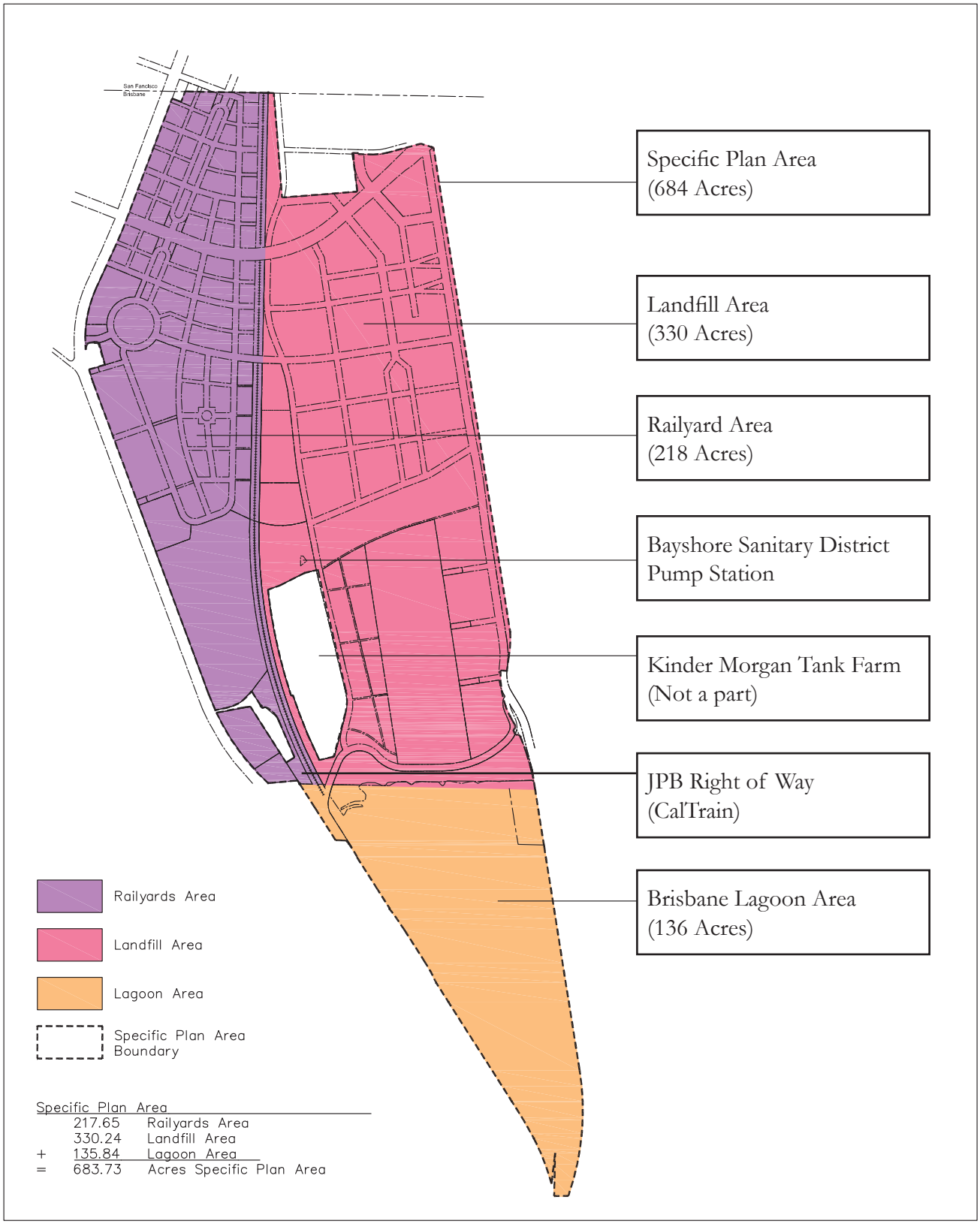
B. Former Railyard

The area known as the Railyard is bounded by Bayshore Boulevard to the West, Tunnel Avenue to the South, the Former Landfill to the East, and the City of San Francisco to the North. This portion of the Plan Area, consisting of approximately 218 acres, was the main railroad yard for freight train activity into and out of San Francisco between 1914 and 1960. The Railyard contains soil and groundwater contamination related to its prior railroad operations.

The areas of contamination are required to be remediated to acceptable clean-up levels for the intended use of the property prior to the start of construction. For remediation purposes, the Railyard is divided into two separate management areas: Operational Unit 1 ("OU-1"), which is overseen by the California Department of Toxic Substances Control ("DTSC"), and Operational Unit 2 ("OU-2"), which is overseen by the SFBRWQCB. Boundaries of OU-1 and OU-2 are shown in Exhibit 4. A Remedial Action Plan ("RAP") will need to be approved prior to the initiation of site clean-up activities.

C. Current Use

The Project Site is largely undeveloped. Soon after the the landfill's closure in 1967, the Project Site has been used as a repository for clean fill materials from construction sites in the region and for recycling of sand, dirt, gravel, and other construction material; additionally the site is used for parking of construction equipment. The Plan Area also includes two existing lumberyards and an industrial park. Both the Sierra Point Lumber & Plywood Company and the Van Arsdale-Harris Lumber Co are proposed to be relocated within the Plan Area. The Brisbane Bayshore Industrial Park is a light-industrial and research & development office area with 231,400 square feet of warehouses. Existing businesses range from automotive repairs, engineers, landscapers, to product distributors. Current uses are shown in Exhibit 5.



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Scale: 1" = 1400' @ 8.5" x 11"
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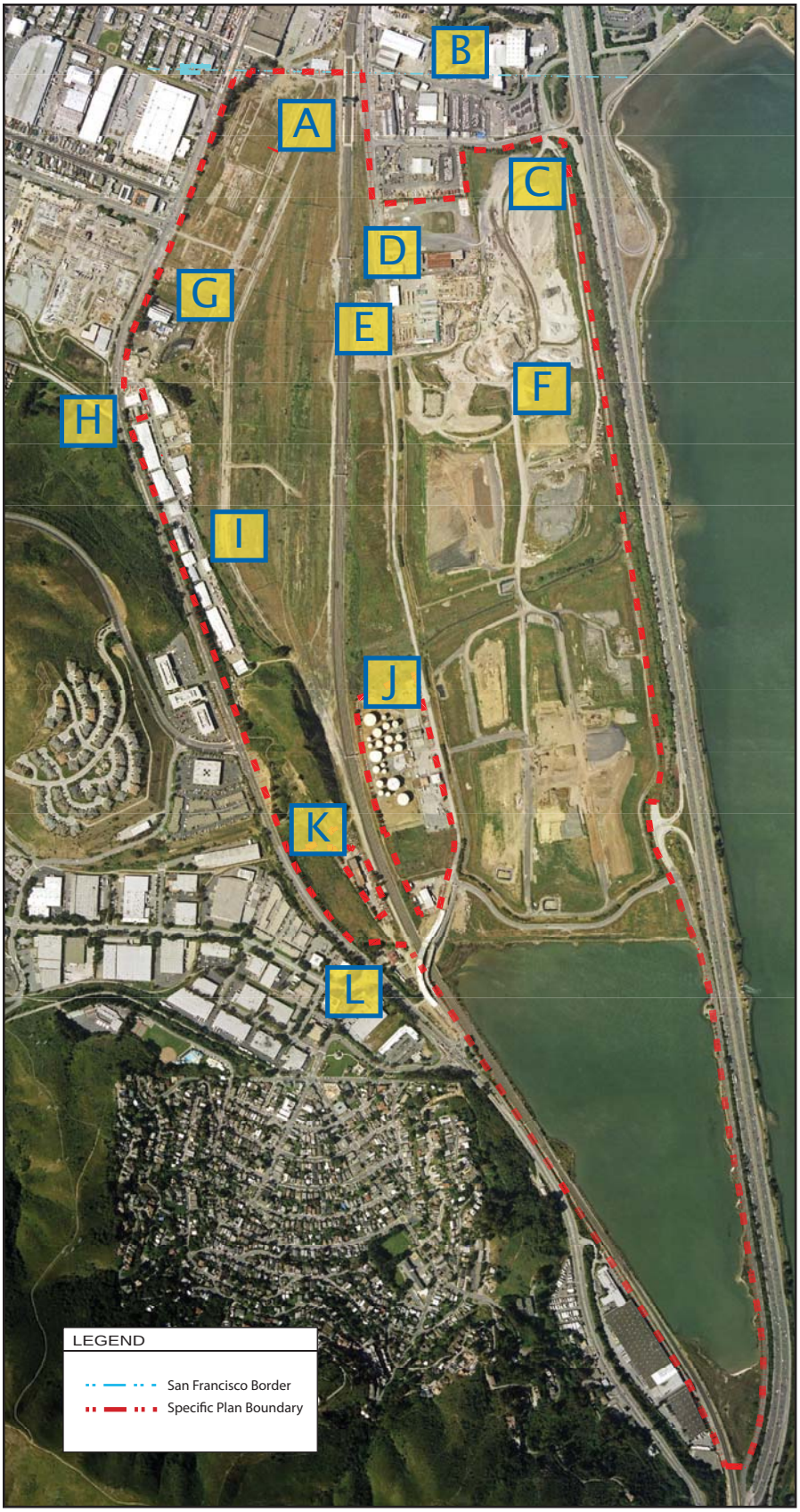
EXHIBIT 3 Specific Plan Area



EXHIBIT 4 Remediation Areas



KEY	
A.	CalTrain Bayshore Station
B.	Recology San Francisco
C.	Brisbane Recycling Company Inc.
D.	Van Arsdale-Harris Lumber Co.
E.	Sierra Point Lumber & Plywood Co.
F.	Baylands Soil Processing, LLC
G.	Lazzari Fuel Company
H.	Bayshore Sanitary Dst Pump House
I.	Brisbane Bayshore Industrial Park
J.	Kinder Morgan Energy Prtnrs
K.	Machinery & Equipment Inc.
L.	Brisbane Fire Department

EXHIBIT 5

Existing Uses

III. PROPOSED DEVELOPMENT

1. Land Use Plans to be Analyzed as Proposed Project

A. Proposed Land Uses

The Specific Plan includes two land use plan variants. The Base Variant would allow for the development of 12,096,300 square feet of new land uses, not including roadways and parking facilities, recreational uses, and utility improvements such as a solar farm and a wastewater treatment plant. The existing Roundhouse and Lazarri Charcoal Building would be renovated. Another 142,500 square feet of existing lumberyard would be relocated to planned light industrial land within the Plan Area. The existing Brisbane Bayshore Industrial Park would be demolished. The proposed land uses are shown in Table 1 and Exhibit 6, attached hereto.

Table 1: Specific Plan Land Uses (Base Variant)

	Square Feet	*Units*	*DUs/Acre*	*FAR*	*Max Ht.*
Proposed New Land Uses					
Hotel & Conference	261,100	369 rms		2.00 – 4.00	40′ – 160′
Residential Condos/Apartments	4,351,800	3,950 DUs	56	2.00 – 3.00	45′ – 90′
Residential Townhomes	798,600	484 DUs	17	0.80 – 2.00	35′
Retail	566,300			0.40 – 1.25	35′ – 40′
Office	2,651,200			2.25 – 2.75	45′ – 90′
Research & Development	3,328,300			0.60 – 2.00	45′ – 90′
Rnd House & Lazzari Charcoal	28,200			0.20 – 0.50	45′
Institutional	110,800			0.30 – 1.00	25′
Total New Land Uses	**12,096,300**				
Existing Land Uses to Remain					
Relocated Lumberyard	142,500			0.25 – 0.30	25′
Existing Land Uses to be Removed					
Brisbane Bayshore Industrl Park	231,400			NA	
Total Net New Land Uses	**11,864,900**				

The Entertainment variant would be similar in development intensity and land use pattern to the Base Variant, with the major exception being the inclusion of a sports arena, a theater concert, and a multi-screen cinema, an increase in hotel rooms, and a corresponding reduction in retail, office, and research & development uses, as shown in Table 2 and Exhibit 7.

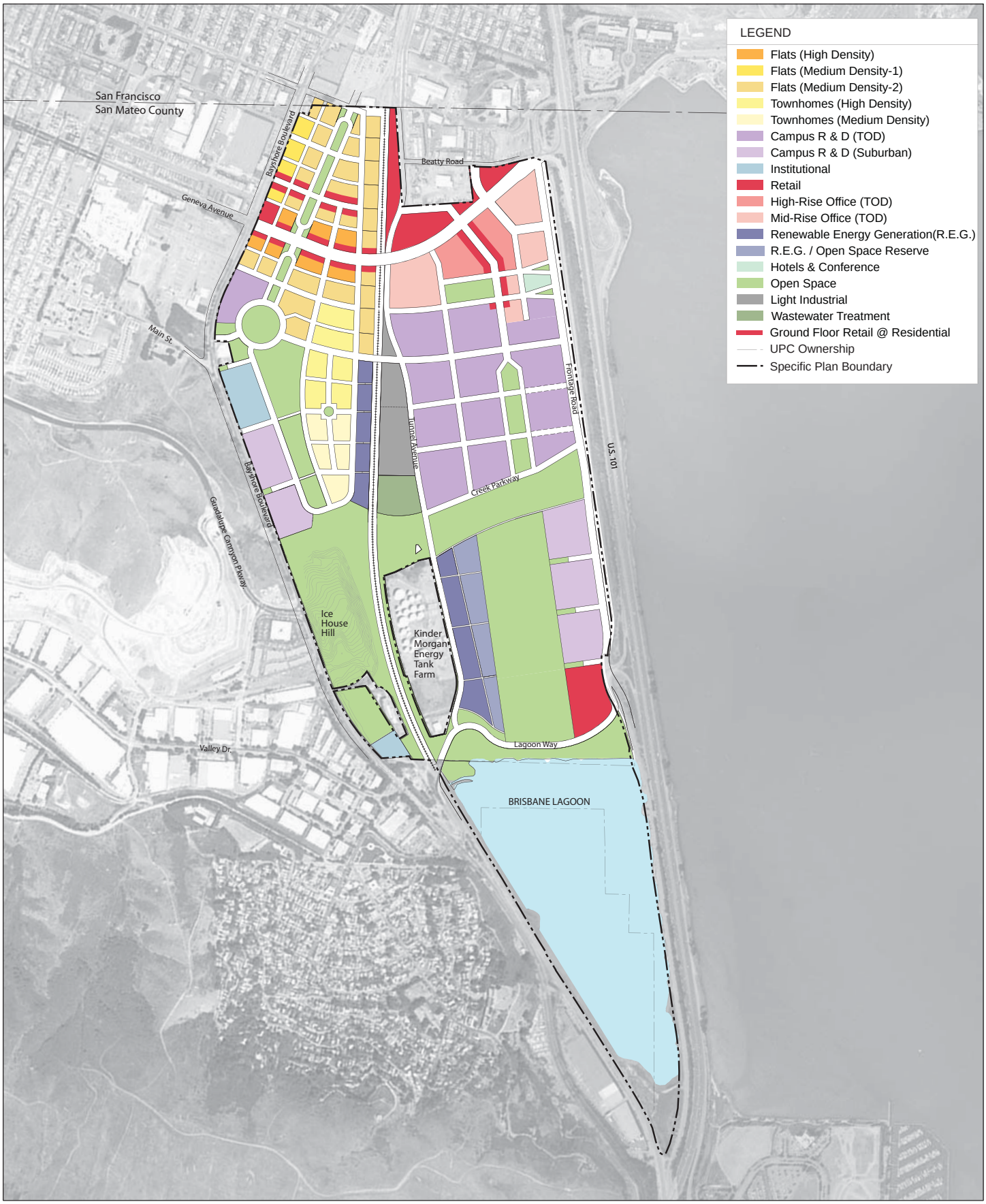


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EXHIBIT 6

Land Use - Base Variant

November 2010

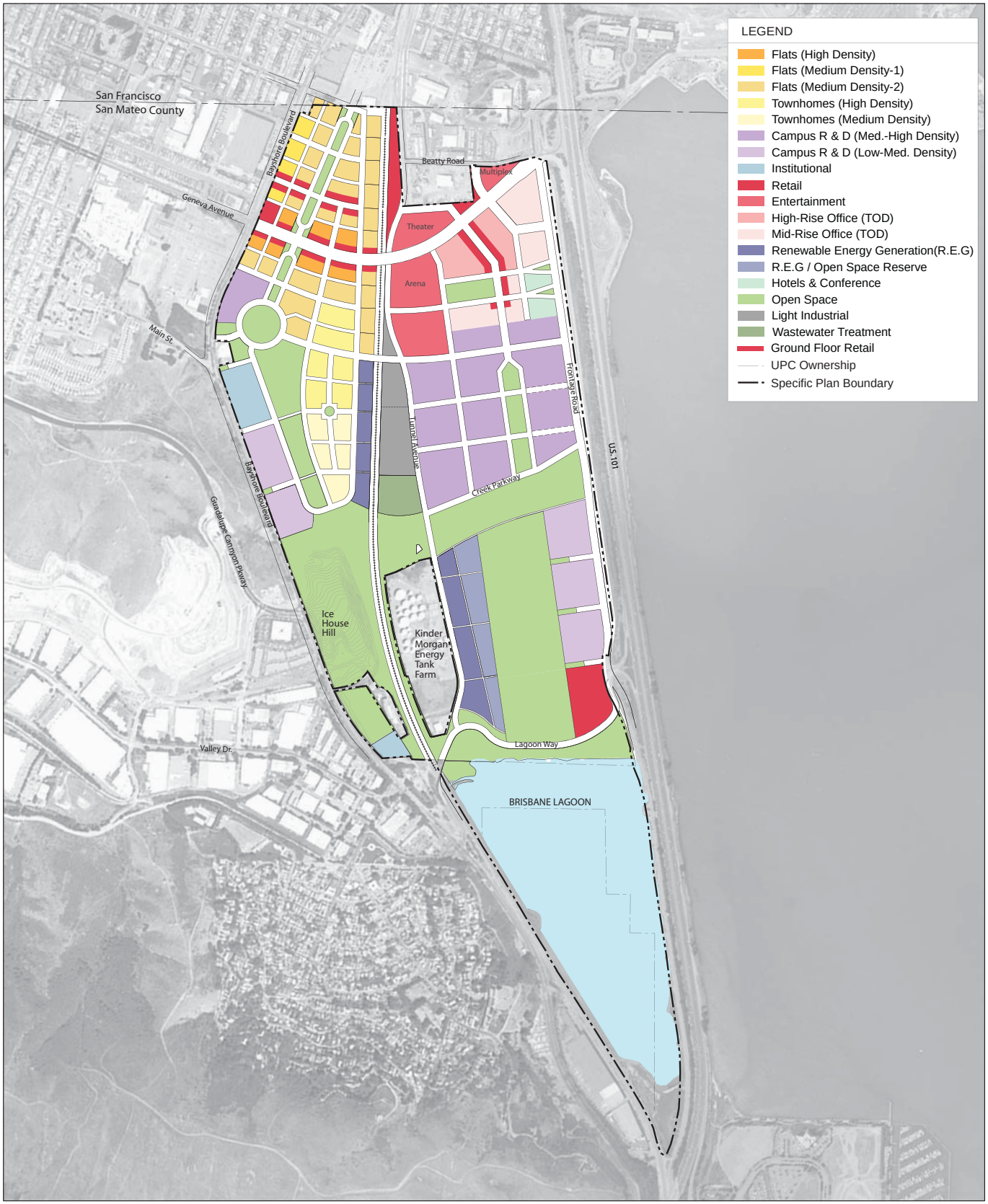

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EXHIBIT 7

Land Use - Entertainment Variant

Table 2. Specific Plan Land Uses (Entertainment Variant)

	Square Feet	*Units*	*DUs/Acre*	*FAR*	*Max Ht.*
Proposed New Land Uses					
Arena	630,100			1.25 – 2.00	90′
Theater	337,200			1.25 – 2.00	60′
Multiplex Cinema	71,000			1.25 – 2.00	60′
Hotel & Conference	586,800	719 rms		2.00 – 4.00	40′ – 160′
Residential Condos/Apts	4,351,800	3,950 DUs	56	2.00 – 3.00	45′ – 90′
Residential Townhomes	798,600	484 DUs	17	0.80 – 2.00	35′
Retail	283,400			0.40 – 1.25	35′ – 40′
Office	2,252,300			2.25 – 2.75	45′ – 90′
Research & Development	2,599,200			0.60 – 2.00	45′ – 90′
Rnd House & Lazzari Charcoal	28,200			0.20 – 0.50	45′
Institutional	110,800			0.30 – 1.00	25′
Total New Land Uses	**12,049,400**				
Existing Land Uses to Remain					
Relocated Lumberyard	142,500			0.25 – 0.30	25′
Existing Land Uses to be Removed					
Brisbane Bayshore Industrial Pk	231,400			NA	
Total Net New Land Uses	**11,818,000**				

Under both development variants, more than 30 percent of the upland portion of the Plan Area would be reserved for wildlife habitat, public parks, and other active and passive recreational open space uses, which may include but not be limited to golf facilities and private sports uses. The existing Brisbane Lagoon occupies another 16 percent of the Plan Area.

Table 3 Open Space and Open Areas

	Land Area (Acres)	*% of Total Open Space*
Open Space		
Visitacion Creek Park (East)	26.0	12.6%
Visitacion Creek Park (West)	24.6	12.0%
Lagoon Park	12.6	6.1%
Lagoon Perimeter	18.0	8.7%
Promenade	4.1	2.0%
Roundhouse Green	3.4	1.7%
Ice House Hill	31.7	15.4%
School Park	5.3	2.6%
South Visitacion Park	46.7	22.7%
Office Park	2.7	1.3%
Triangle Park	0.3	0.2%
Open Areas		
Landscaped Areas	9.7	4.7%
Open Area within Development Sites	15.9	7.7%
Total Open Space & Open Area	205.8	100.0%
Total Upland Area	547.9	
Open Space/Area as % of Upland Area		34.0%

IV. TRANSPORTATION IMPROVEMENTS

Circulation into and within the Plan Area will involve multiples modes of transportation. The availability of existing and planned transit services in the Plan Area, in conjunction with the Specific Plan's intended transit-oriented land use zoning and a Traffic Demand Management ("TDM") program which is designed to reduce personal vehicle use while promoting travel by public transportation, will likely result in a substantial proportion of the trips utilizing public transportation, biking, and walking. Nonetheless, a series of new roadways within the Plan Area will be constructed to accommodate the overall increase in the number of personal vehicle trips.

1. Transit Services and Improvements

The Plan Area is adjacent to existing transit, bus, and shuttle services operated by local and regional agencies, as shown in Exhibit 8. A series of transit improvement projects are being planned, as described below.

A. Caltrain Bayshore Station

The Plan Area includes the existing Caltrain Bayshore Station, which is being studied by San Francisco County Transportation Authority ("SFCTA") and Brisbane for relocation to connect with San Francisco Municipal Transportation Agency's proposed light rail and bus rapid transit near the intersection of Tunnel Road and Geneva Avenue. The Specific Plan allocates higher-density development within the quarter-mile radius of the intersection of Tunnel Road and Geneva Avenue.

B. Muni

i) Extended Muni T-Third

San Francisco Municipal Transportation Agency's ("Muni's") T-Third light rail line currently terminates near the northwest corner of the Plan Area. Muni has planned for an extension of the T-Third into the Plan Area with a new terminus adjacent to the current Caltrain Bayshore Station.

ii) New Bus Rapid Transit

Muni is planning for the development of a new Bus Rapid Transit (BRT) line that will connect the Plan Area eastward to Candlestick Stadium and beyond and westward to the Bay Area Rapid Transit (BART) Balboa Station. The alignment of the BRT is under review.

iii) Express and Local Buses

Muni currently operates several local and express bus lines, such as 8X, 8AX, 8BX, 9, 9L, 56, primarily along Bayshore Boulevard to the north of the Plan Area. The Specific Plan anticipates that some of these bus lines would be rerouted in the future to connect with the future Bayshore Intermodal Station; however, no rerouting is currently proposed.

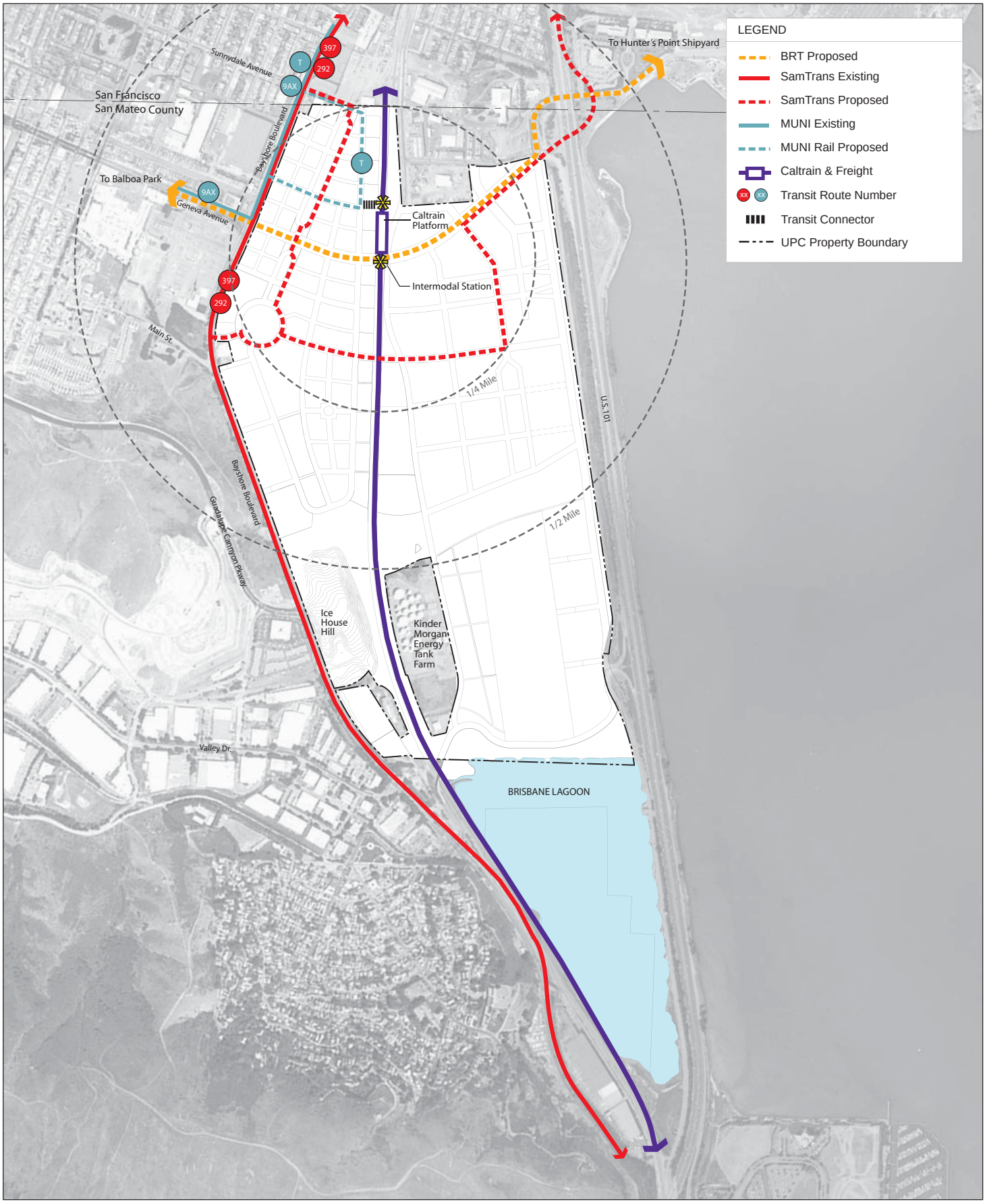

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EXHIBIT 8

Transit Circulation

C. SamTrans

San Mateo County Transit District ("SamTrans") operates two bus lines (292 and 397) and that run on Bayshore Boulevard adjacent to the Plan Area. In addition, SamTrans operates three shuttles that travel between Caltrain's Bayshore Station, BART's Balboa Station, downtown Brisbane and the Crocker Industrial Park. The Specific Plan anticipates that these bus and shuttle lines would be rerouted in the future to connect with the future Bayshore Intermodal Station; however, no rerouting is currently proposed.

D. Private Commuter Shuttles

Several private shuttles currently operate between business campuses at Sierra Point in Brisbane, business campus and residences at Executive Park in San Francisco, Caltrain's Bayshore Station, and BART's Balboa Station. The Proposed Project includes private shuttle service within the Plan Area, to connect future offices and residences with transit stations.

2. Biking Network and Facilities

A. Bike Lanes and Trails

The Plan Area currently has limited designated bikeways. The Specific Plan includes several future bikeways, including multi-use paths and bike lanes, as shown in Exhibit 9. Bike parking and other facilities for bicyclists will be provided in the future buildings in the Plan Area.

B. Shared Bikes

A system of shared public bikes will be provided in the Plan Area, potentially as a part of regional bike-sharing network being contemplated for San Francisco, San Jose, and cities in between. This network is being sponsored by BAAQMD and Metropolitan Transportation Commission ("MTC").

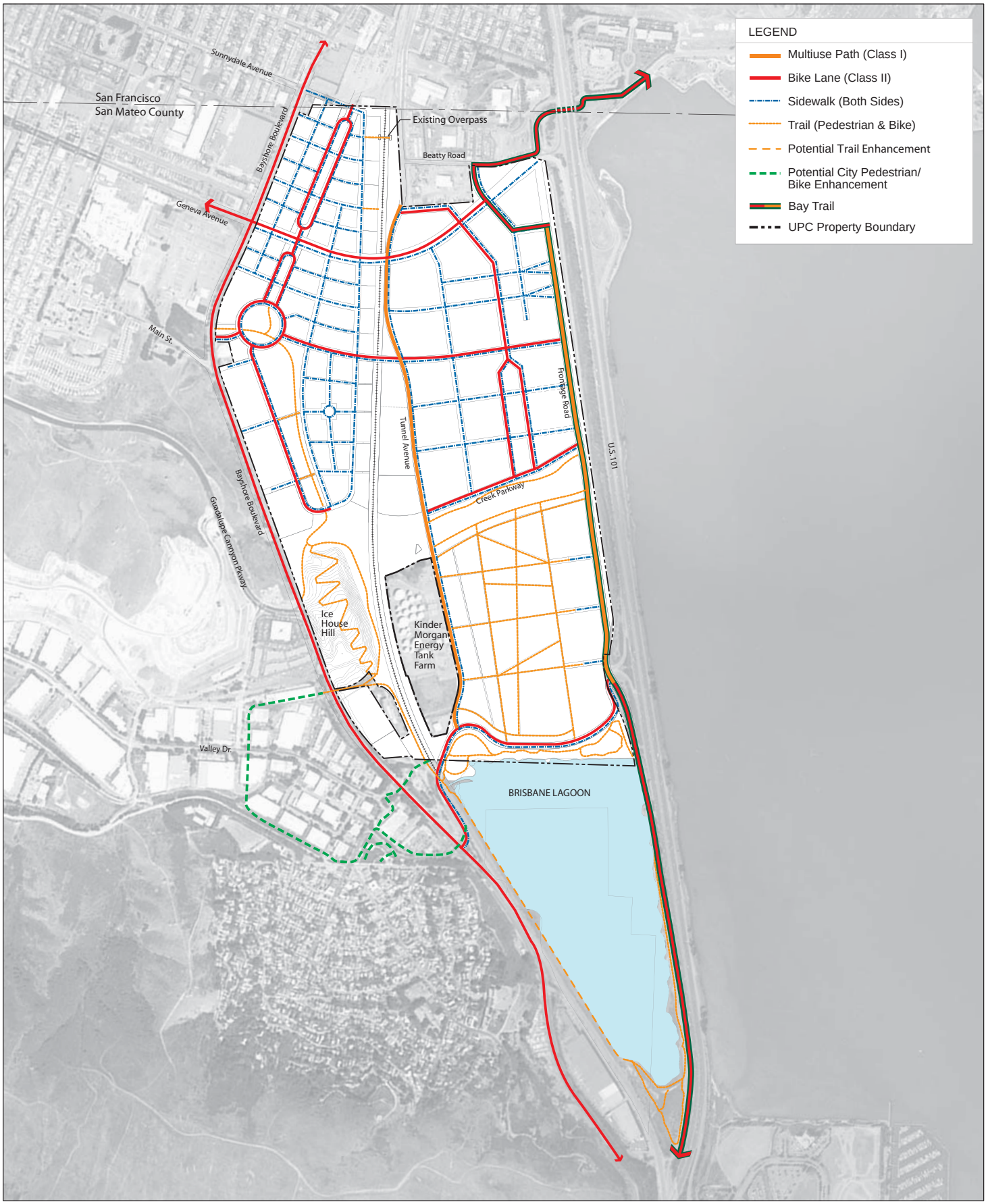
3. Trails

A. Bay Trail

More than a third of the Plan Area will be used as open space areas that will be traversed by a network of pedestrian trails, as shown in Exhibit 9. In the eastern portion of the Plan Area, the north-south spine of the trail network will be a new section of the San Francisco Bay Trail, which will be a multi-use path that connects northward to Harney Way and southward to Sierra Point Parkway. Within the Plan Area, three east-west pedestrian ways across the Caltrain railroad tracks will be provided at Geneva Avenue, Round House Arc, and Tunnel Avenue.

B. Greenway and Creek Walk

In the western portion of the Plan Area, the north-south spine will be a new greenway connecting from a similar greenway in San Francisco's Schlage Lock site to a circular park area anchored by the existing Round House. From the Round House, the trail will extend southward along a creek to Ice House Hill, where the creek turns eastward but the trails continue southward to connect to the proposed Charter High School and beyond into downtown Brisbane. In the eastern portion of the Plan Area, there would be trails around the creek that connect to the Bay Trail.



Brisbane Baylands Specific Plan Universal Paragon Corporation

EXHIBIT 9

Pedestrian & Bicycle Circulation

4. Roadways

The Plan Area will be developed with a network of new roadways that connect to existing highways, roadways, and transit stations, as shown in Exhibit 10 and Appendix A. Regional vehicular access to the Plan Area from the north and south is provided by Bayshore Boulevard and US 101. A new arterial street, the extension of Geneva Avenue, will provide a new east-west connection between Harney Way in San Francisco and Geneva Avenue in Daly City.

A. Interchange Improvements

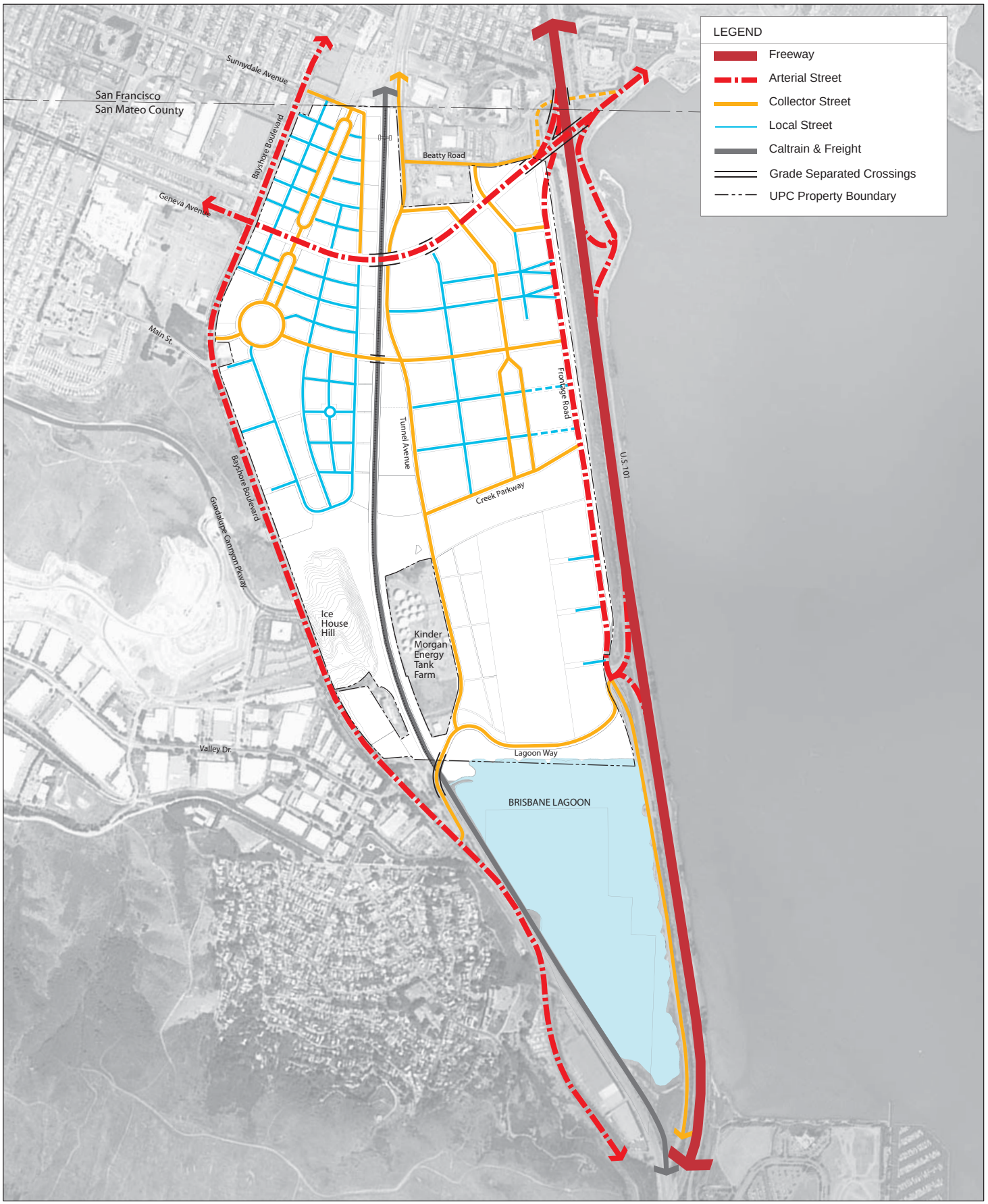
The US 101 Candlestick Point Interchange is currently being studied for reconfiguration. The Specific Plan anticipates that the US 101 Sierra Point Interchange would also be improved in the future.

B. Onsite Roadway Network

The transportation and circulation system for the Proposed Project will implement the transportation policies established in the Brisbane General Plan. A final Transportation Plan for the Baylands project will be informed by the coordinated traffic analyses being conducted for several projects in the vicinity, the land use program described above, and highway and transit improvement projects currently being planned.

C. Offsite Improvements

Offsite circulation improvements, including mechanisms for fair share contribution to planned off-site improvements that would improve intersection operations, may be required for the project.



Brisbane Baylands Specific Plan Universal Paragon Corporation

EXHIBIT 10

Vehicular Circulation

V. INFRASTRUCTURE AND GRADING

1. Utilities

A. Water and Recycled Water

i) Water Supply

A Water Supply Assessment will be completed as part of the EIR for the between 1,000 and 1,900 acre-feet of water required, depending on the level of water conservation, for future development in the Specific Plan Area. Currently, the City manages and operates two separate water districts within the City limits; the City of Brisbane and Guadalupe Valley Municipal Improvement District ("GVMID"). The City's current and potential sources of water supply include the following: San Francisco Public Utilities Commission and the GVMID.

ii) Water Conservation

To maximize the efficient use and reuse of water, the Project will include various water conservation features, including compliance with the City's newly adopted indoor and outdoor water conservation ordinance. Under consideration include low-flow fixtures within the new buildings, the use of recycled water for the landscape areas, a duel-plumbed system, and others.

iii) Waste Water Treatment Plant

The Project would allow for the use of recycled water for non-potable purposes such as irrigation. Recycled water supply would be provided by the Baylands Waste Water Treatment Plant (WWTP), which would provide treatment of wastewater generated in the Plan Area, elsewhere in the City of Brisbane, and adjacent municipalities for onsite recycled water re-use while flow, in excess of the time-dependent water demand, will be sent to the sanitary sewer network for treatment at San Francisco's Southeast Water Pollution Control Plant ("SWPCP") or, alternatively, discharged to an onsite wetlands area, Visitacion Creek or Brisbane Lagoon. Recycled water would be fed into the proposed on-site distribution system. Prior to the construction of the WWTP, or alternatively if the WWTP cannot be permitted and constructed, wastewater flow would be sent to SWPCP.

iv) Conveyance System

Distribution piping for potable and recycled water will be provided throughout the Plan Area, as shown in Exhibit 11.

B. Wastewater

To accommodate the approximately 1.26 million gallons per day of wastewater to be generated by the future buildout of the Plan Area and any additional wastewater from existing uses, the wastewater collection system and associated facilities will be upgraded in phases.

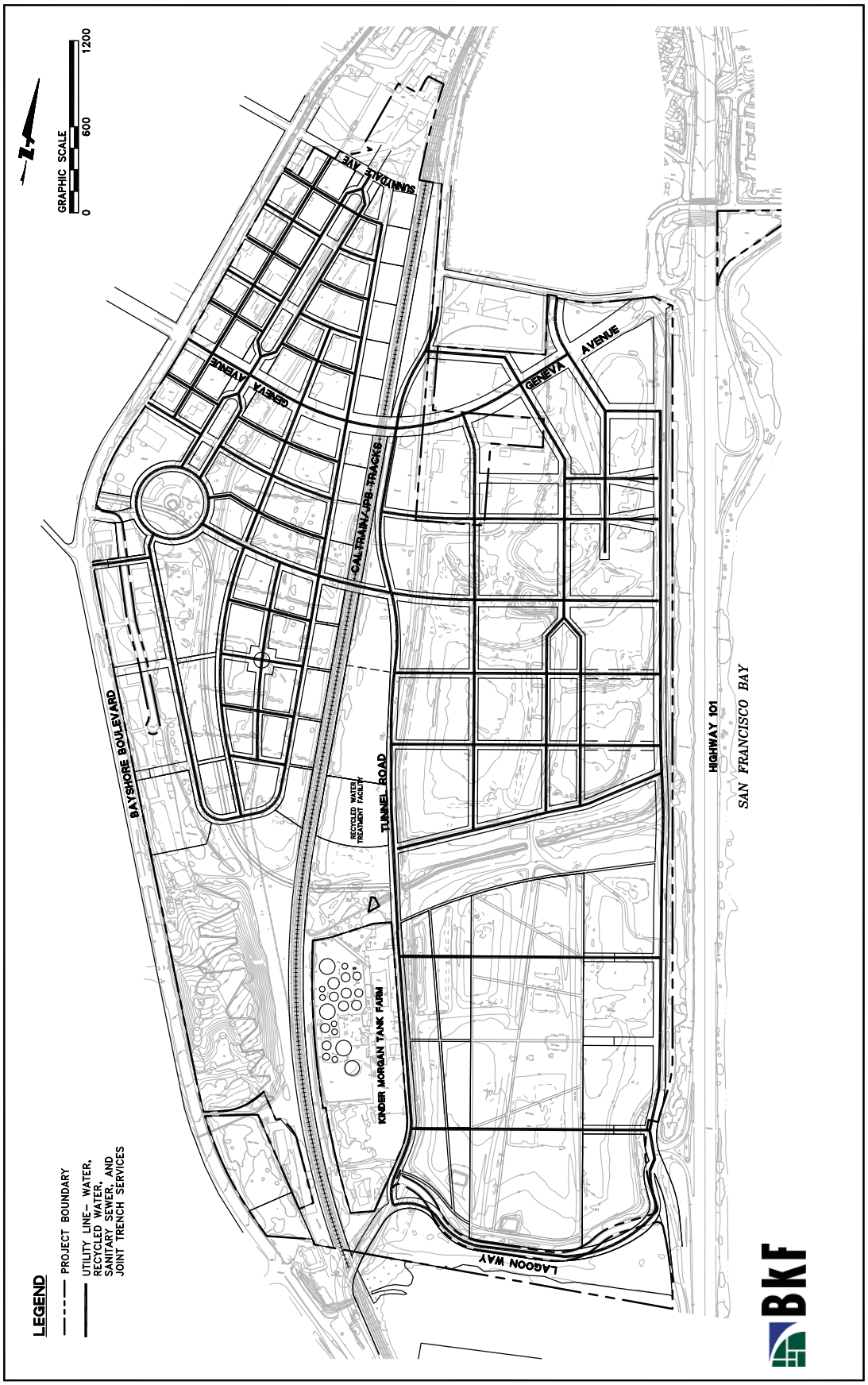


EXHIBIT 11 Preliminary Utility System Layout Plan

i) Conveyance System

Two options for discharging the sewage from the proposed redevelopment are being considered. The preferred option, as shown in Exhibit 11, includes the construction of the on-site WWTP, which would supply recycled water to onsite development and discharge sewage in excess of the Project's recycled water demand to San Francisco's Sunnydale Avenue combined-sewer main, Visitacion Creek, or Brisbane Lagoon. As an alternative to constructing an on-site treatment facility, or prior to the construction of the WWTP, a conventional sewer conveyance system would be constructed that would directly discharges to San Francisco's Sunnydale Avenue combined-sewer main for treatment at the SWPCP.

ii) Discharge

Wastewater flows in the Plan Area would be primarily to the proposed WWTP for treatment and potentially for recycling use as irrigation and other uses. Wastewater flows in excess of on-site recycled water demand would be conveyed to SWPCP for treatment; alternatively, treated wastewater from the WWTP may be conveyed to a non-discharging wetland to be developed in the Plan Area, to Visitacion Creek, or to Brisbane Lagoon.

C. Stormwater

i) Conveyance System

Currently, the majority of stormwater that flows through the Plan Area is stored and drained by a series of ditches and culverts to the Brisbane Lagoon and the central drainage channel within the Plan Area that in turn outfalls into the San Francisco Bay through a culvert under US 101. The remainder of the stormwater is drained into San Francisco's Sunnydale Avenue combined-sewer main. The Proposed Project would improve this system of stormwater drainages, storage areas, and culverts, as shown in Exhibit 12. Most of the stormwater detention capacity will be in the improved creek channel, although detention basins may be necessary prior to the completion of the creek channel. In addition, storm water run-off from the Plan Area will be treated by a combination of volume- and flow-based treatment measures, such as bioswales. A Stormwater Management Plan (SMP) will be prepared for the Proposed Project.

D. Electricity

Electricity supply for the Proposed Project would be provided by Pacific Gas & Electric (PG&E). PG&E had previously indicated that there is adequate capacity at its existing Martin Substation located on Geneva Avenue between Bayshore Boulevard and Sherwin Avenue to serve the future development of the Plan Area. The baseline electricity demand is estimated at over 100 megawatts per year.

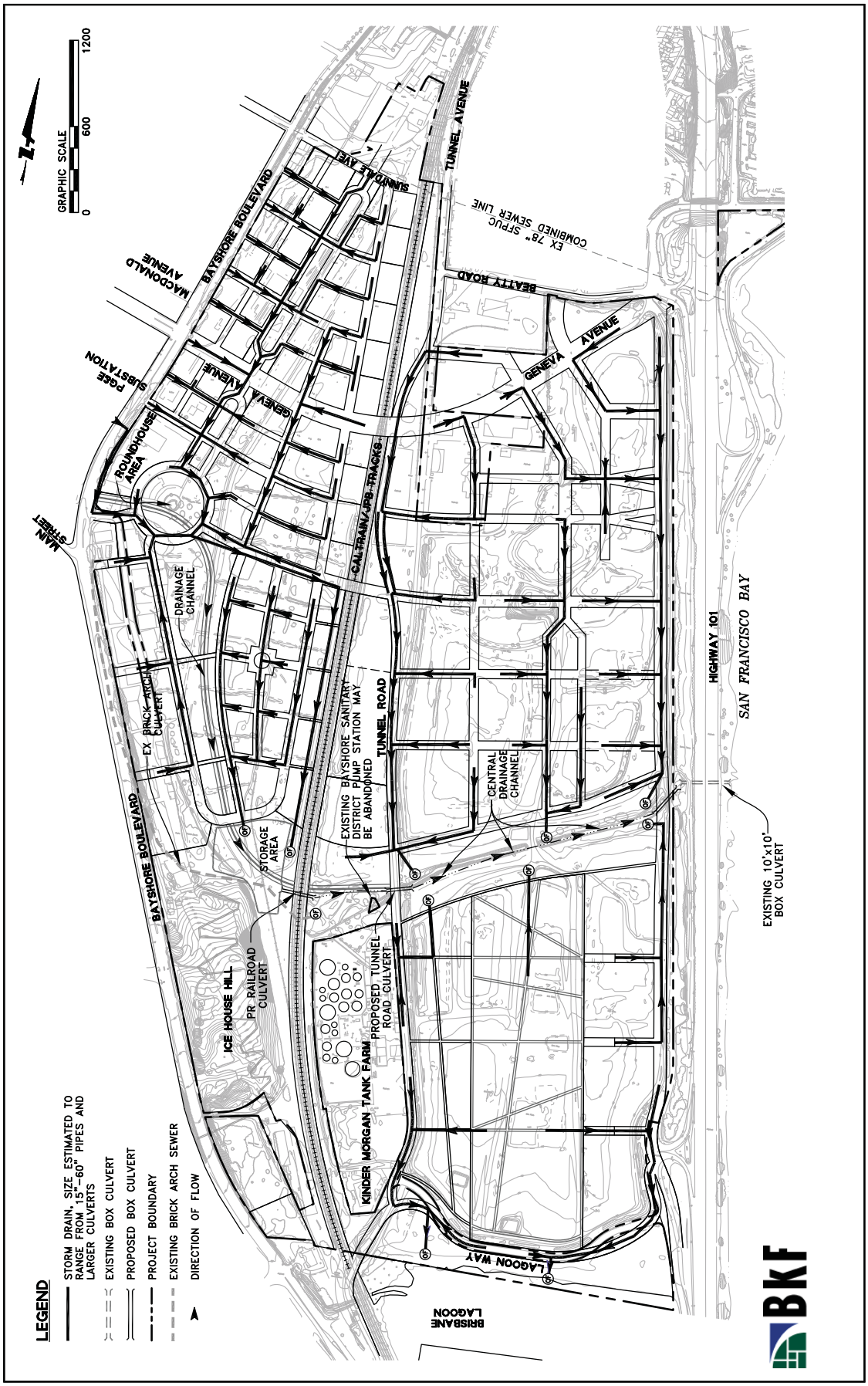


EXHIBIT 12 Preliminary Storm Drain System Layout Plan

i) Energy Conservation

The Proposed Project will include a Sustainability Plan that identifies measures to reduce energy demand and provide for on-site generation of renewable energy. The Sustainability Plan will include green building features that will meet or exceed the City's Green Building Ordinance, and will require measures such as advanced insulation, efficient ventilation, and daylighting to minimize the need for electricity and natural gas use, particularly during the peak demand periods.

ii) Distribution System

Proposed electrical utility on-site infrastructure will be fed with a loop system, as shown in Exhibit 11. One end of the system loop will feed the Proposed Project with a line from the PG&E Martin Substation and installed underground in a combined joint trench.

iii) Onsite Production

On-site renewable energy generation, which may include the use of building-integrated wind turbines, a 10-megawatt solar farm, other stand-alone solar photovoltaic installations, and building-integrated photovoltaic materials, will be used to the maximum extent feasible to meet energy needs in the Plan Area and in the City of Brisbane.

E. Natural Gas

i) Distribution System

The Project Site would be constructed with a system of natural gas pipes, as shown in Exhibit 11. To provide the required load, PG&E has indicated that the Proposed Project's onsite natural gas transmission lines may be connected into the existing 24-inch gas transmission main in Bayshore Boulevard. Based on the proposed uses and square footages, PG&E estimates a total natural gas load of 160 mcfh (thousand cubic feet per hour at standard conditions). The final designs and composite plan will be coordinated with PG&E during the design process.

F. Telecommunications

i) Transmission System

Proposed telecommunications infrastructure, including telephone, cable television and high-speed fiber optics, will be installed in an underground combined joint trench with proposed electric and gas facilities.

2. Grading

A. Landfill Area

Due to the stockpiling of soil associated with clean fill operations on the Project Site, cuts in the Landfill area will be required to achieve the proposed grade, as shown in Exhibit 13. Grading will

accommodate differential settlement that is anticipated due to the landfill waste and the underlying Bay Mud. Much of the soil material from the site will be moved to the Railyard area, with the remainder being offhauled to appropriate offsite locations.

B. Railyard Area

The proposed grading for the Railyard area will include major fills, up to 25 feet in depth, as required for capping of the contaminated soil per state regulatory standards for future proposed uses, and to meet the profile of the proposed Geneva Avenue extension over the Caltrain right-of-way, as shown in Exhibit 13.

C. Grading Volumes

Approximately 550,000 cubic yards of soil material are estimated to be trucked to offsite locations; another 3,645,000 cubic yards of soils materials would be moved within the Project Site, primarily from the Landfill area to the Railyard area.

i) Geotechnical Stabilization

Due to varying soil conditions below the site, various soil improvements will be required to improve seismic safety and address differential settlement. The proposed geotechnical stabilization is expected to include the following major components:

- Deep dynamic compaction, surcharging and wick drains to accelerate the settlement process
- Customized building foundations, which would include a range of techniques from mat foundations to pile foundations, and building design to accommodate both total and differential settlement
- Pile-supported Bridge structure foundations
- Hinge slabs to allow for differential settlement of on-grade roadways and pathways

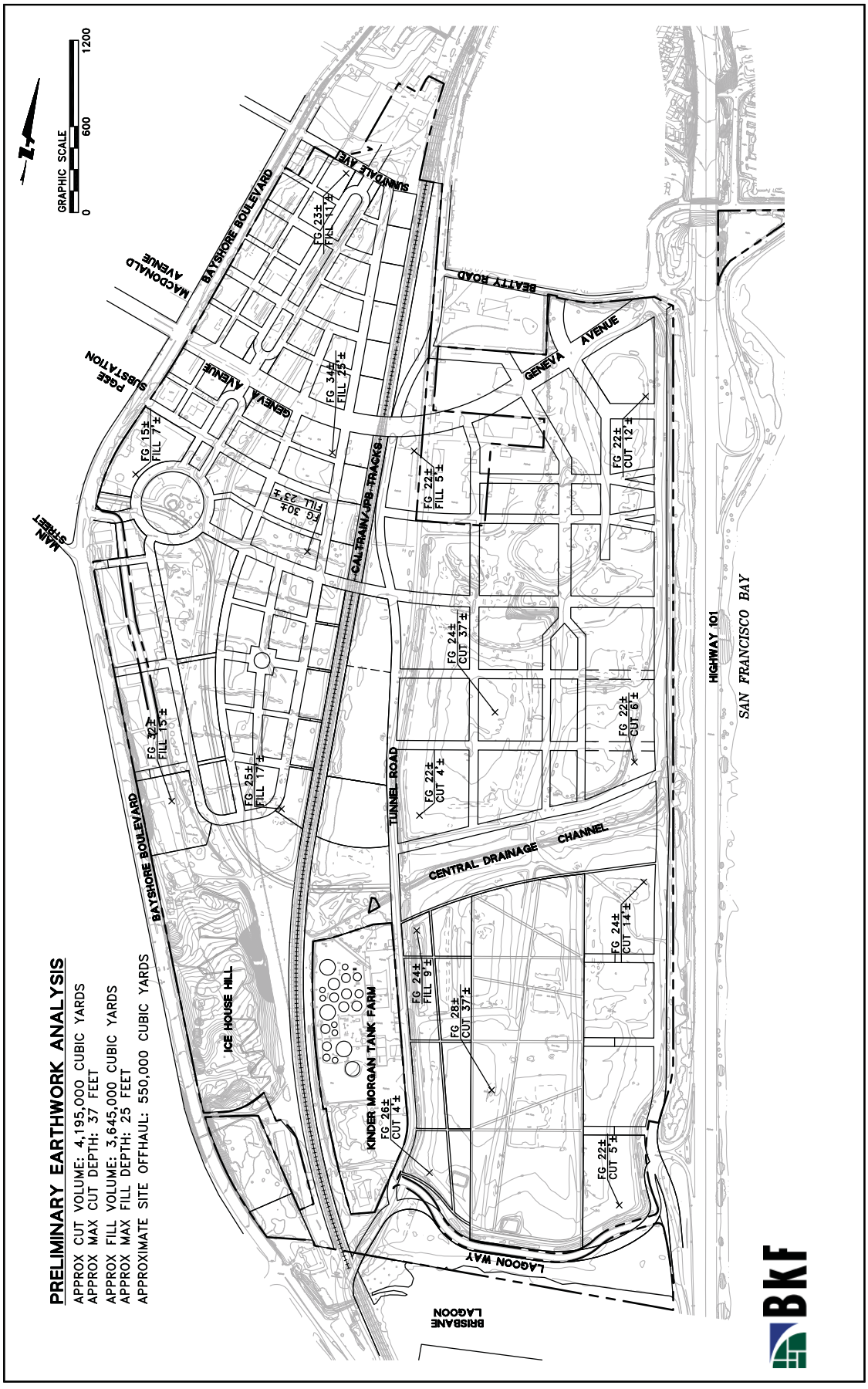


EXHIBIT 13 Preliminary Grading Plan

VI. PHASING

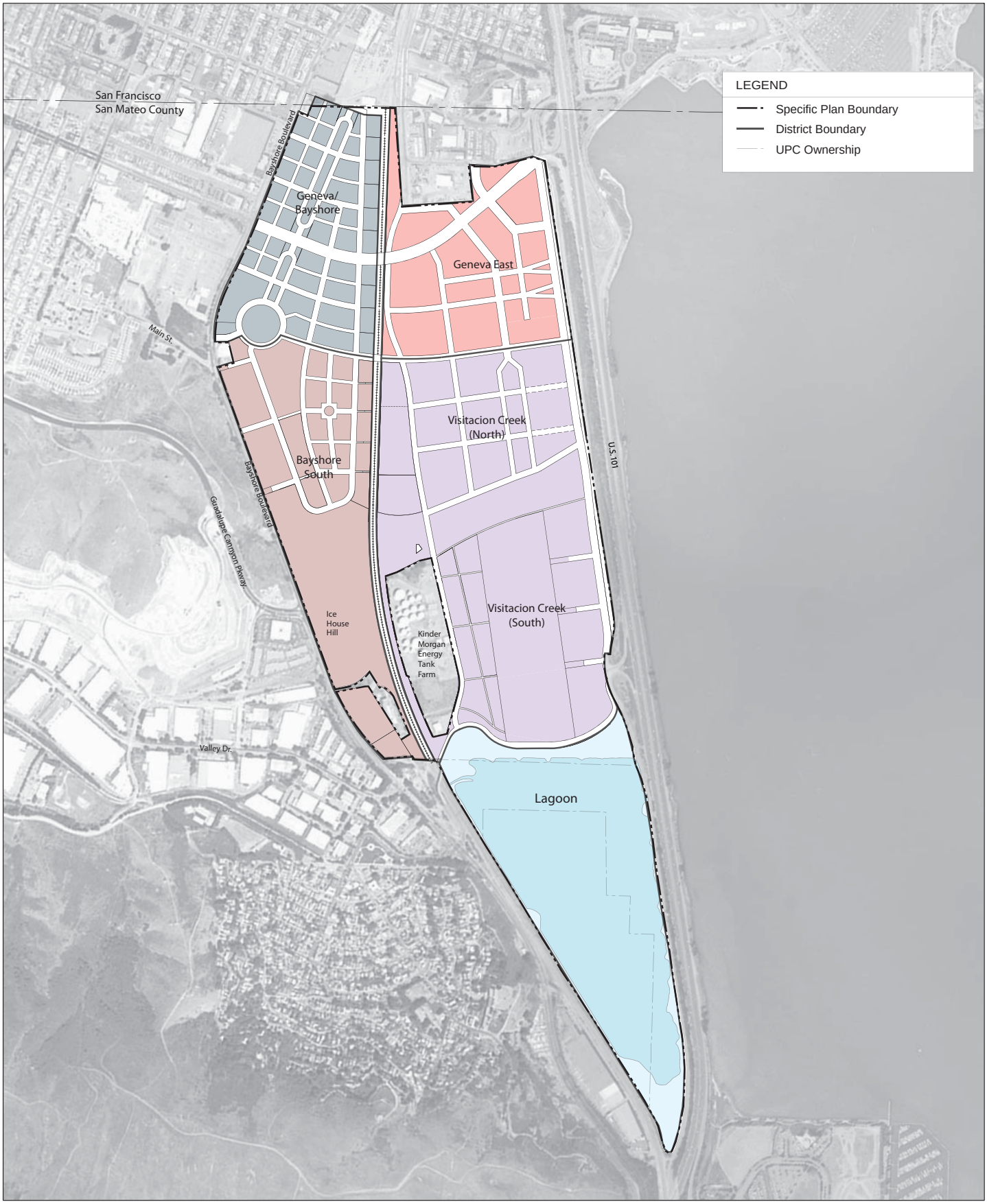
1. Anticipated Phasing

Construction and buildout of the Proposed Project would be phased and would be anticipated to occur over a few decades, depending on market conditions and other factors. The Plan Area is divided into districts as illustrated in Exhibit 14. Development would occur initially within the districts on the western portions of the Plan Area due to the availability of existing roadways and infrastructure systems adjacent to these districts, as shown in Exhibit 15. As roadway improvements, such as the Geneva Avenue extension and the rebuilt US 101 Candlestick Interchange, increase connectivity between the Landfill and Railyard areas and accessibility to US 101, development of the remainder of the Plan Area would occur. For the purposes of the EIR, buildout of the Plan Area is conservatively estimated to occur no earlier than 2030 or 2035, with the first major phase of development to occur by 2020.

The first phase of development would also include remediation, infrastructure backbone and geotechnical stabilization associated with the first phase of development as well as any such remediation and infrastructure work required for project-wide development.

Table 4: Districts & Phasing (Base Variant)

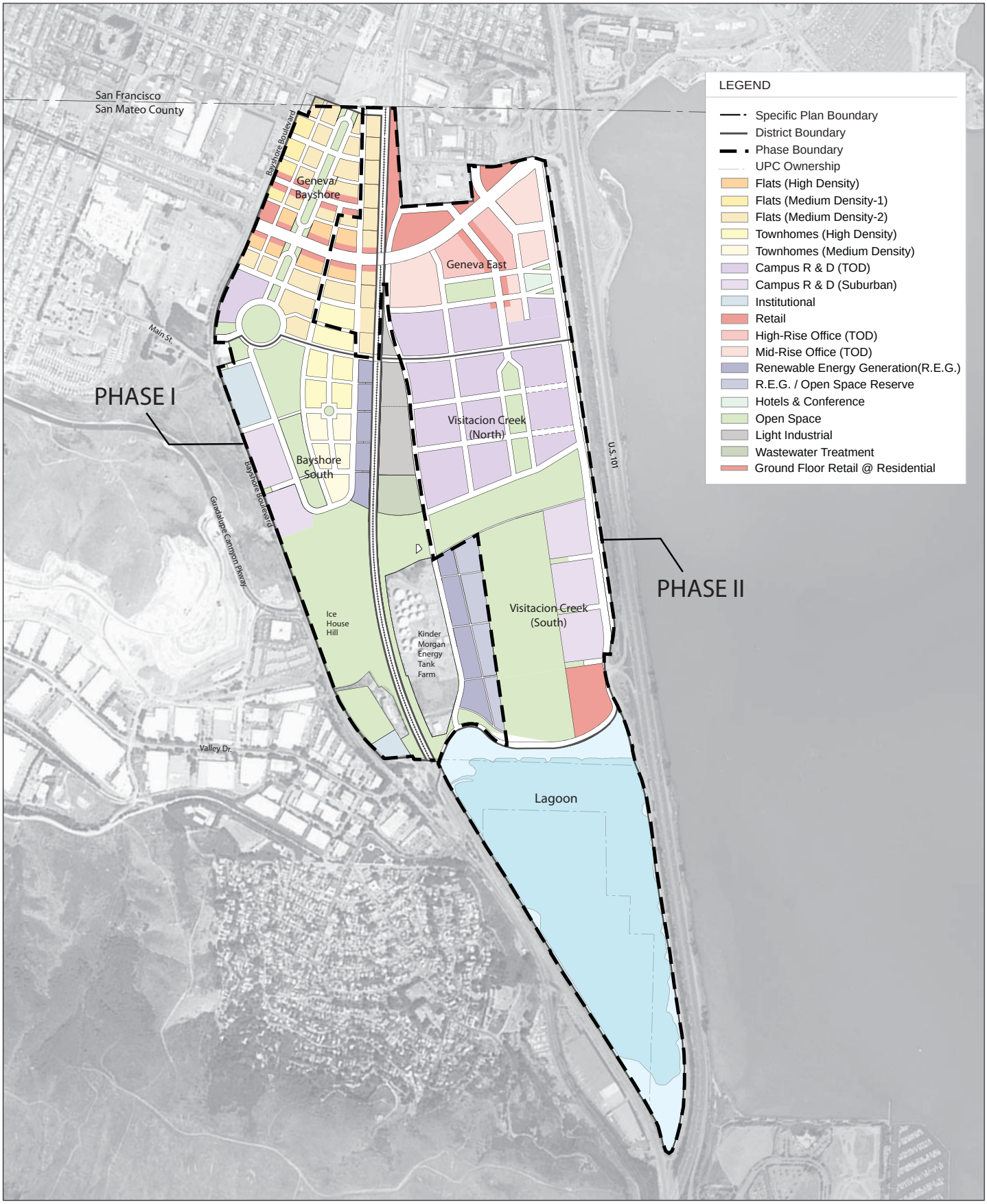
District	*Proposed New Land Uses*	*Phase1 (sq ft)*	*Phase2 (sq ft)*	*Total Development*
Geneva Bayshore	Research & Development	332,600		332,600
	Residential Condos/Apt	3,233,600	1,118,200	4,351,800
	Retail	92,600	22,600	115,200
	Residential Townhomes	268,200		268,200
	Rnd House & Lazzari Charcoal	28,200		28,200
	Relocated Lumberyard	142,500		142,500
Bayshore South	Research & Development	229,000		229,000
	Residential Townhomes	530,400		530,400
	Institutional	80,800		80,800
Geneva East	Office		2,651,200	2,651,200
	Research & Development		1,058,700	1,058,700
	Conference		21,300	21,300
	Hotel		239,800	239,800
	Retail		389,900	389,900
Visitacion Creek	Research & Development		1,708,000	1,708,000
	Institutional		30,000	30,000
	Retail		61,200	61,200
	Total Land Uses	**4,937,900**	**7,300,900**	**12,238,800**



Brisbane Baylands Specific Plan Universal Paragon Corporation

EXHIBIT 14

Districts



Brisbane Baylands Specific Plan Universal Paragon Corporation

EXHIBIT 15

Potential Phasing Plan

Table 5: Districts & Phasing (Entertainment Variant)

District	*Proposed New Land Uses*	*Phase1 (sq ft)*	*Phase2 (sq ft)*	*Total Development*
Geneva Bayshore	Research & Development	332,600		332,600
	Residential Condos/Apt	3,233,600	1,118,200	4,351,800
	Retail	134,000	22,600	156,600
	Residential Townhomes	170,000	67,600	237,600
	Rnd House & Lazzari Charcoal	28,200		28,200
	Relocated Lumberyard	142,500		142,500
Bayshore South	Research & Development	229,000		229,000
	Residential Townhomes	561,000		561,000
	Institutional	80,800		80,800
Geneva East	Arena		630,100	630,100
	Theater		337,200	337,200
	Multiplex		71,000	71,000
	Office		2,252,300	2,252,300
	Research & Development		329,600	329,600
	Conference		73,500	73,500
	Hotel		513,300	513,300
	Retail		65,600	65,600
Visitacion Creek	Research & Development		1,708,000	1,708,000
	Institutional		30,000	30,000
	Retail		61,200	61,200
	Total Land Uses	**4,911,700**	**7,280,200**	**12,191,900**

Table 6:Housing & Phasing (Base & Entertainment Variants)

District	*Proposed New Land Uses*	*Phase1 (DU's)*	*Phase2 (DU's)*	*Total Development*
Geneva Bayshore	Residential Condos/Apartment	2,708	1,242	3,950
	Residential Townhomes	109	41	150
Bayshore South	Residential Condos/Apartment	0	0	0
	Residential Townhomes	334	0	334
Geneva East	Residential Condos/Apartment	0	0	0
	Residential Townhomes	0	0	0
Visitacion Creek	Residential Condos/Apartment	0	0	0
	Residential Townhomes	0	0	0
	Total Dwelling Units	**3,151**	**1,283**	**4,434**

VII. REQUIRED APPROVALS

1. Approvals from the City of Brisbane
   A. Specific Plan (including Infrastructure Plan)
   B. General Plan Amendment
   C. Zoning Map Changes
   D. Development Agreement/Owner Participation Agreement
   E. Subdivision Maps
   F. Redevelopment Plan Amendment
   G. Other Subsequent Approvals, including building and grading permits.

2. Approvals from other Federal, State and Local Agencies
   A. Remedial Action Plan and Remedial Design and Implementation Plan (California Department of Toxic Substances Control and Regional Water Quality Control Boariv)
   B. Interagency Cooperation Agreements (City and County of San Francisco, City of Daly City, City of Brisbane, SFCTA and San Mateo County)
   C. Permit for fill and dredging in San Francisco Bay and improvements within the 100-foot shoreline band (San Francisco Bay Conservation and Development Commission)
   D. Water quality certification, NPDES permit, and waste discharge requirements (Regional Water Quality Control Boariv);
   E. Air Quality Permits (Bay Area Air Quality Management District)
   F. Incidental Take Permit, if necessary (Department of Fish and Game, U.S. Fish and Wildlife Service)
   G. Encroachment Permits (Peninsula Corridor Joint Powers Board and Caltrans)
   H. Section 10 and/or 404 permit(s) (U.S. Army Corps of Engineers, after agency consultation), including, if and as required, consultation with the U.S. Fish and Wildlife Service, NOAA, and other agencies as directed the Corps of Engineers;
   I. Landfill Closure Permit, Landfill Closure Plan and Postclosure Maintenance Plan (CRWQCB, BAAQMD, and San Mateo County Health Services Agency)
   J. Agreements, if necessary (Bayshore Sanitary District)
   K. Agreements, if necessary (school districts)
   L. Encroachment permit if construction occurs in right-of-way owned by the California Department of Transportation (Caltrans District 4);
   M. Other discretionary permits and approvals from other departments and agencies.

VIII. APPENDIX

A. Street Sections