

Chapter 17. __

PLANNED WATERFRONT ZONING DISTRICT (PWD-4) OAK-TO-NINTH MIXED USE DEVELOPMENT PROJECT

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17. .010 Title, purpose, and applicability

This chapter establishes land use regulations and development standards for the Oak to Ninth Mixed Use Development. The approximately 63.82 acre site is bounded by Embarcadero Road, the Oakland Estuary, Fallon Street, and 10th Avenue, and includes the Clinton Basin Marina and the Fifth Avenue Marina, but does not include Fifth Avenue Point (see **Exhibit A**, Zoning Map).

The 63.82 acre Oak to Ninth Mixed Use Development is governed by the following: the Planned Waterfront Zoning District-4 (PWD-4) regulations; the Open Space – Regional Serving Park (OS-RSP) zoning regulations; the Civic Center/Design Review Combining Zone (S-2/S-4) regulations; the Preliminary Development Plan dated February 2006 and approved on June 20, 2006; Oak to Ninth Design Guidelines; Vesting Tentative Tract Map No. 7621 dated March 8, 2006 and approved on June 20, 2006; Conditions of Approval approved on June 20, 2006; the Mitigation Monitoring Reporting Program approved on June 20, 2006, and the Development Agreement approved on June 20, 2006.

The specific purposes of the Planned Waterfront Zoning District-4 are to:

- A. Encourage the **creation of a mixed-use district** that integrates a combination of residential, commercial, public open space and civic uses.
- B. Establish **development standards** that allow residential, commercial, public open space and civic activities to compatibly co-exist.
- C. Provide a **balance of private development and public open space** with convenient access to public open space and the waterfront.
- D. Improve **access to the waterfront** and recreational opportunities along the waterfront including boat launches and marinas.
- E. Encourage **quality and variety in building and landscape design** as well as compatibility in use and form.
- F. Encourage development that is **respectful of the environmental qualities** that the site has to offer.

The 63.82 acre Oak to Ninth Mixed Use Development Project is divided into two major areas: private residential and commercial development (approximately 34 acres), and public parks, open space, and civic uses (approximately 30 acres), and is assigned three separate zoning districts. Refer to **Exhibit A**, Zoning Map.

Residential and Commercial Uses

Planned Waterfront Zoning District-4. The PWD-4 zone is intended to provide mid-rise and high-rise housing opportunities together with ground floor retail and commercial uses. Future development will be set back from the waterfront and will stress compatibility between residential and nonresidential uses and reflect a variety of housing and business types.

Public Parks, Open Space, and Civic Uses

Open Space - Region Serving Park. The OS (RSP) zone is the area that is designated for public parks, open space, and civic uses. New parks include Shoreline Park, including the remaining portion of the 9th Avenue Terminal, South Park, Channel Park, and Estuary Park. Clinton Basin and the Fifth Avenue Marina are also included in this zoning district. Uses proposed in this zone are regulated by the City of Oakland as Trustee in consultation with the State Lands Commission which retains jurisdiction over Public Trust lands.

Notwithstanding the provisions of Chapter 17.11, Open Space Zoning Regulations, open space activities and facilities in the Oak to Ninth Mixed Use Development that would otherwise require a conditional use permit pursuant to sections 17.11.060 and 17.11.090 instead shall be approved as part of the Preliminary Development Plan or Final Development Plan.

Notwithstanding the provisions of Municipal Code 6.04.080, dogs shall be allowed leashed in all public parks and open space areas in the PWD-4 zoning district. Dogs shall be allowed unleashed in the dog park designated in the Final Development Plan.

Civic Center Zone/Design Review. The S-2/S-4 zone is intended to create, preserve, and enhance areas devoted primarily to major public and quasi-public facilities and auxiliary uses, and is typically appropriate for public facilities. This zone is assigned to the Jack London Aquatic Center and the East Bay Municipal Utility District dechlorination facility.

17. .020 Development Plans and Design Review

All development projects within the Planned Waterfront Zoning District-4 will be processed using a planned unit development approach. The approved Preliminary Development Plan dated June 20, 2006 provides the comprehensive development framework for the entire 63.82 acre site. The entire development will be constructed in five phases. Each phase requires submittal and approval of a Final Development Plan. Design Review for each Final Development Plan shall follow the schedule outlined in Chapter 17.136, Design Review Procedure. Each building or structure not submitted with the application for a Final Development Plan will require separate design review approval. Both the Preliminary and Final Development Plans shall be prepared by a professional design team consisting of a registered civil engineer, licensed architect, planner or licensed building designer, and any other qualified professionals that the City may require. Other applications required for development and use of property within Planned Waterfront Zoning District-4 (e.g., subdivision map) may be submitted concurrently with the Preliminary Development Plan or the Final Development Plan.

17. .030 Preliminary Development Plan

The Preliminary Development Plan shall include the following:

1. Streets, driveways, sidewalks, pedestrian and bikeways, and off-street parking and loading areas, including integration with surrounding uses;
2. Shoreline improvements;
3. Location and dimensions of structures;
4. Utilization of property for residential and non-residential use;
5. Population estimates;
6. Public uses, including civic buildings, parks, playgrounds, and other open space uses;
7. Major landscaping features, including a tree survey indicating trees protected by Chapter 12.36, as it may be amended;
8. Creeks protected by Chapter 13.16, as it may be amended;

9. Historic resources pursuant to the City's Historic Preservation Element Policy 3.8 or as defined in Section 15064.5 of Title 22 of the California Code of Regulations;
10. Plan and elevation drawings establishing the scale, bulk, massing, character, and relationships of buildings, streets, and public and private open space in a schematic or conceptual format;
11. A tabulation of the land use area and gross floor area to be devoted to various uses and a calculation of the average residential density per gross acre and per net acre;
12. A preliminary phasing plan generally depicting projected development time frames including quantitative data, such as population, housing units, land use acreage, and other data sufficient to illustrate the relationship between the phasing of development and the provision of public facilities and services;
13. A preliminary public services and facilities plan including proposed location, extent and intensity of essential public facilities and services such as public and private streets and transit facilities, pedestrian access, bikeways, sanitary sewer service, water service, storm drainage structures, solid waste disposal and other utilities; and a table comparing the plan description to the existing location, extent, and intensity of such essential public facilities and services; and
14. A public facilities financing plan.

17. .040 Review of Preliminary Development Plan

The Planning Director shall forward the Preliminary Development Plan to the City Engineer for review no later than 10 days after a determination that the submittal is complete. The Planning Commission shall hold a public hearing on the Preliminary Development Plan no later than seventy-five days after it is sent to the City Engineer or within thirty days of the Planning Commission receiving a report from the City Engineer, whichever is earlier. Notice of the hearing shall be given by the City Clerk or Planning Director, as set forth in Section 17.140.030.

The Planning Commission shall approve the Preliminary Development Plan if it makes written findings that the Preliminary Development Plan is in substantial conformance with the Planned Waterfront Zoning District-4 (PWD-4) Regulations, the Open Space-Region Serving Park (OS-RSP) zoning regulations, the Civic Center/Design Review Combining Zone (S-2/S-4) regulations, the Oak to Ninth Design Guidelines, Vesting Tentative Tract Map No. 7621, Conditions of Approval, and the Mitigation Monitoring Reporting Program.

The Planning Commission shall disapprove the Preliminary Development Plan if it makes written findings that the Preliminary Development Plan is not in substantial conformance with the Planned Waterfront Zoning District-4 (PWD-4) Regulations, the Open Space-Region Serving Park (OS-RSP) zoning regulations, the Civic Center/Design Review (S-2/S-4) zoning regulations, the Oak to Ninth Design Guidelines, Vesting Tentative Tract Map No. 7621, Conditions of Approval, and the Mitigation Monitoring Reporting Program, and that it is not

possible to require changes or impose conditions of approval as are reasonably necessary to ensure conformity to these documents.

The decision of the Planning Commission on the Preliminary Development Plan shall become final ten calendar days after the adoption of the findings, unless the Planning Commission decision is appealed to the City Council in accordance with Section 17.140.070. In the event the last date to file an appeal falls on a weekend or holiday when City offices are closed, the next date such offices are open for business shall be the last date of appeal.

If the Preliminary Development Plan satisfies the requirements for a Final Development Plan (as described in 17.__.050), the Preliminary Development Plan may also serve as a Final Development Plan and shall be entitled the "Preliminary and Final Development Plan," and include all the submittal requirements for each application as set forth in 17.__.030 and 17.__.050. No separate Final Development Plan shall be required to be filed when the Preliminary Development Plan is combined with a Final Development Plan.

17. .050 Final Development Plan

Final Development Plans shall be submitted for each phase of development. Final Development Plans shall include all information contained in the Preliminary Development Plan plus the following requirements in sufficient detail to indicate the operation and appearance of all development shown on the Final Development Plan.

1. The location of all public infrastructure that provides water, sewage, and drainage facilities and other utility services.
2. The location of all private infrastructure that provides gas, electric, and other utility services.
3. The location of all shoreline improvements and remediation plans.
4. Detailed building plans, elevations, sections, and a description of all exterior building materials if a development project is included with the Final Development Plan. The application for the first building proposed in a phase must show the conceptual building massing, heights, and rooflines of future buildings on all adjacent parcels to be constructed within the phase in order to evaluate shadows, relationships between buildings, access and circulation.
5. Landscape plans, and buffering plans, if required, prepared by a landscape architect, if a development project is included with the Final Development Plan.
6. The character and location of signs.
7. Detailed improvement plans for all public and private streets, driveways, sidewalks, pedestrian and bikeways, and off-street parking and loading areas.

8. Detailed improvement plans for all parks and open space areas, including programmed activities and the Bay Trail;
9. Detailed demolition plans for the appropriate phase;
10. Grading and soil remediation plans approved by the appropriate agency, other earth-moving plans, if appropriate, including estimated quantities and the grading schedule for the appropriate phase;
11. The public facilities financing plan for the appropriate phase approved as part of the Preliminary Development Plan modified as necessary to reflect changed conditions or new information.
12. Plan references to all improvements for the appropriate phase required for the Vesting Tentative Tract Map 7621 approved on June 20, 2006 and as may be amended.
13. Plan references to all improvements for the appropriate phase required of the Conditions of Approval for the project approved on June 20, 2006 and as may be amended.
14. Plan references to all improvements for the appropriate phase required of the Mitigation Monitoring Reporting Program for the project approved on June 20, 2006 and as applicable.

An applicant shall submit evidence of all documents required for dedication or reservation of land and for all bonds or other forms of financial assurances acceptable to the City required for timely completion of on-site and off-site public improvements necessitated by the project including, without limitation, for guaranteeing completion and faithful performance of the work with the Final Development Plan, including but not limited to, approved subdivision improvement agreements.

17. .060 Review of Final Development Plan

The Planning Director shall forward the Final Development Plan to the City Engineer for review no later than 10 days after a determination that the submittal is complete. The Planning Commission shall hold a public hearing on the Final Development Plan, including Design Review, no later than seventy-five days after the Plan is sent to the City Engineer or within thirty days of the Planning Commission receiving a report from the City Engineer, whichever is earlier. Notice of the hearing shall be given by the City Clerk or Planning Director as set forth in Section 17.140.030.

The Planning Commission shall approve the Final Development Plan if it makes written findings that the Final Development Plan is in substantial conformance with the Preliminary Development Plan; Oak to Ninth Design Guidelines, Planned Waterfront Zoning District-4 (PWD-4) Regulations, the Open Space-Region Serving Park (OS-RSP) zoning regulations, the Civic Center/Design Review Combining Zone (S-2/S-4) regulations, Vesting Tentative Tract Map No. 7621, Conditions of Approval, Mitigation Monitoring Reporting Program, and the Development Agreement.

The Planning Commission shall disapprove the Final Development Plan if it makes written findings that the Final Development Plan is not in substantial conformance with the Preliminary Development Plan; Oak to Ninth Design Guidelines, Planned Waterfront Zoning District-4 (PWD-4) Regulations, the Open Space-Region Serving Park (OS-RSP) zoning regulations, the Civic Center/Design Review Combining Zone (S-2/S-4) regulations, Vesting Tentative Tract Map No. 7621, Conditions of Approval, Mitigation Monitoring Reporting Program, and the Development Agreement, and that it is not possible to require changes or impose conditions of approval as are reasonably necessary to ensure such conformity.

The decision of the Planning Commission on the Final Development Plan shall be final ten calendar days after the adoption of the findings unless the Planning Commission decision is appealed to the City Council in accordance with Section 17.140.070. In the event the last date to file an appeal falls on a weekend or holiday when City offices are closed, the next date such offices are open for business shall be the last date of appeal.

17. .070 Architectural Design Review for Individual Development Projects

Design review for any residential, commercial, or civic development projects that are not submitted with a Final Development Plan application will be reviewed and approved separately. The procedure for Design Review shall follow the schedule outlined in Chapter 17.136, Design Review Procedure. Design Review shall be limited to a determination of whether or not the proposed design conforms to the Oak to Ninth Design Guidelines and is in substantial compliance with the Final Development Plan, Vesting Tentative Tract Map No. 7621, Conditions of Approval, Mitigation Monitoring Reporting Program, and the Development Agreement. The Director of City Planning shall refer the application to the Planning Commission. The Planning Commission's decision may be appealed to the City Council.

17. .080 Modifications to a Preliminary or Final Development Plan

Minor changes to an approved Preliminary or Final Development Plan may be approved by the Planning Director prior to issuance of a certificate of occupancy if such changes are consistent with the purposes and character of the approved Preliminary or Final Development Plan. Minor changes, modifications or adjustments may include, but are not limited to, minor adjustments to the phasing plan boundaries, adjustments to public improvements and access if the proposed changes do not interfere with view corridors or access to the waterfront, minor modifications to the grading plan, minor changes to lot lines, minor modifications to the street sections, minor adjustments to roadway alignments, the amount and distribution of commercial uses within an existing phase, modifications to shoreline treatment, minor adjustments to setbacks and exterior materials, and modifications of the landscaping plan. The decision of the Planning Director can be appealed to the Planning Commission and final action on any appeal rests with the Planning Commission.

Amendments to the Preliminary Development Plan or Final Development Plan would be required if changes to the road alignments affected views and access to the waterfront, changes were proposed to the height, massing, and location of buildings (other than those in the tower zones), if the overall density were changed, and for any other change that the Planning Director

found was not in substantial compliance with the Preliminary Development Plan or the Final Development Plan. The revised Preliminary Development Plan or Final Development Plan would be reviewed by the Planning Commission at a noticed public hearing. The decision of the Planning Commission may be appealed to the City Council.

17. .090 Alterations after Issuance of Certificate of Occupancy

After issuance of a certificate of occupancy, no building, sign, or other structure shall be constructed or established, or altered in such a manner as to affect exterior appearance, unless plans for such proposal have been approved with a finding that the proposals shall be in substantial compliance with the Oak to Ninth Design Guidelines specified for the Oak to Ninth Development Project. Approval is not required for temporary realty or development signs, holiday decorations, and displays behind a display window; or for mere changes of copy, including cutouts, on signs the customary use of which involves periodic changes of copy.

17. .100 Land Use Regulations

The following table lists the permitted, conditionally permitted, and prohibited activities in the PWD-4 and the OS (RSP) zoning districts. Refer to Chapter 17.76 for the land use regulations for the S-2/S-4 combining zone. The description of these land uses are contained in Chapters 17.10 and 17.11.

“P” designates permitted activities in the corresponding zone

“C” designates activities that are permitted only upon the granting of a conditional use permit (see Chapter 17.134) in the corresponding zone

“--” designates uses that are prohibited in the corresponding zone

LAND USE CLASSIFICATIONS	ZONING DISTRICTS		ADDITIONAL REGULATIONS
	PWD-4 Residential & Commercial Development	OS (RSP) Open Space Regional Serving Park ¹⁷	
RESIDENTIAL ACTIVITIES			
PERMANENT	P	C	See 17.11.060
SEMI-TRANSIENT	C	--	See 17.102.212
RESIDENTIAL CARE	C	--	See 17.102.212
SERVICE-ENRICHED PERMANENT HOUSING	C	--	See 17.102.212
TRANSITIONAL HOUSING	--	--	
EMERGENCY SHELTER	--	--	
CIVIC ACTIVITIES			
ESSENTIAL SERVICE	C	C	See 17.11.060
LIMITED CHILD-CARE	P	C	See 17.11.060
COMMUNITY ASSEMBLY	P	C	See 17.11.060
COMMUNITY EDUCATION	P	C	See 17.11.060
NONASSEMBLY CULTURAL	P	C	See 17.11.060

LAND USE CLASSIFICATIONS	ZONING DISTRICTS		ADDITIONAL REGULATIONS
	PWD-4 Residential & Commercial Development	OS (RSP) Open Space Regional Serving Park ^{1/}	
ADMINISTRATIVE	P	C	See 17.11.060
HEALTH CARE	C	--	
SPECIAL HEALTH CARE	C	--	See 17.102.410
UTILITY AND VEHICULAR	C	--	
EXTENSIVE IMPACT	C	C	See 17.11.060
A. Marinas ^{2/}	--	C	See 17.11.060
TELECOMMUNICATIONS	C	--	See 17.128
COMMERCIAL ACTIVITIES			
GENERAL FOOD SALES			
A. Restaurant	P	C	See 17.102.335
B. Limited Service Restaurant	P	C	
C. Fast Food Restaurant	C	--	See 17.102.210
D. Vehicular Food Vending	--	--	
E. Grocery	P	--	
F. Convenience Market	P	--	See 17.102.210
			See 17.102.210
ALCOHOLIC BEVERAGE SALES	C	C	See 17.11.060
MECHANICAL OR ELECTRONIC GAMES	C	--	See 17.102.210
MEDICAL SERVICE	C	--	
THERAPEUTIC MASSAGE	P	--	
GENERAL RETAIL SALES	P	--	
LARGE SCALE COMBINED RETAIL AND GROCERY SALES	--	--	
GENERAL PERSONAL SERVICE	P	--	
CONSULTATIVE AND FINANCIAL SERVICE	P	--	
CHECK CASHIER AND CHECK CASHING	--	--	
CONSUMER LAUNDRY AND REPAIR SERVICE	P	--	
GROUP ASSEMBLY	C	--	
ADMINISTRATIVE	P	--	
BUSINESS AND COMMUNICATIONS SERVICE	P	--	
RETAIL BUSINESS SUPPLY	P	--	
RESEARCH SERVICE	P	--	
GENERAL WHOLESALE SALES	--	--	
TRANSIENT HABITATION	C	--	See 17.102.370
CONSTRUCTION SALES & SERVICE	--	--	
AUTOMOTIVE SALES, RENTAL, AND DELIVERY	--	--	
AUTOMOTIVE SERVICING	--	--	
AUTOMOTIVE REPAIR AND CLEANING	--	--	
AUTOMOTIVE FEE PARKING	C	--	
TRANSPORT AND WAREHOUSING	--	--	
ANIMAL CARE	--	C	See 17.11.060
UNDERTAKING SERVICE	--	--	
SCRAP OPERATION	--	--	
JOINT LIVING & WORKING QUARTERS	P	--	See 17.102.190
MANUFACTURING ACTIVITIES	--	--	

LAND USE CLASSIFICATIONS	ZONING DISTRICTS		ADDITIONAL REGULATIONS
	PWD-4 Residential & Commercial Development	OS (RSP) Open Space Regional Serving Park ^{1/}	
AGRICULTURAL AND EXTRACTIVE ACTIVITIES	--	--	
ACCESSORY USES/FACILITIES	P or C	C	See 17.10.040 See 17.10.070 See 17.11.060
SIGNS	P	P	See 17.104 See 17.11
NONCONFORMING USES			See 17.114

1/ Uses permitted or conditionally permitted in the OS(RSP) zone must be compliant with the Public Trust Doctrine. Acceptable trust uses include, but are not limited to, uses that promote water-oriented or water dependent recreation and commerce, navigation, fisheries, public access and the preservation of the land in its natural condition.

2/ "Marinas" are defined as "Water basins with docks, mooring facilities, supplies and equipment for boats."

17. .110 Maximum Residential Density

A. The residential density for the overall 63.82 acre project site averages approximately 50 dwelling units per gross acre, and approximately 140 dwelling units per net acre. The density is distributed over thirteen development parcels or areas as shown below.

Maximum Residential Density

Density	Gross Acres	Net Developable Acres
Site Area	63.82	22.18
Number of Residential Units	3,100	3,100
Average Residential Density	50 du/gross acre	140 du/net acre

* net developable acres exclude 9.18 acres of roads

Development Parcels or Areas

	A	B	C	D	E	F*	G*	H	J	K	L	M	N	Total
Net Acres	2.38	1.53	1.48	1.46	1.20	1.75	2.72	2.08	1.84	1.69	1.45	2.60	0	22.18
No. D.U.	407	175	175	175	131	165	300	375	339	322	146	390	0	3,100
D.U./Net Acre	171	114	118	120	108	94	110	180	184	190	101	292	0	140

* These two parcels are designated for 465 units of affordable housing. Refer to the Conditions of Approval for the project and the Development Agreement, Exhibit L, for the details of the affordable housing obligations.

B. Density Transfer. Unused allowable densities, or number of units approved for a development parcel may be used on, or transferred to, another development parcel. The number of dwelling units per development parcel may increase or decrease provided that: (1) the number of dwelling units being transferred does not exceed more than 33% of the allocation of the development parcel receiving the transferred units (more than 33% up to 50% of the dwelling

units may be transferred subject to design review approval); (2) the total number of dwelling units does not exceed 3,100 for the entire Oak to Ninth Mixed Use Development Project; (3) the average density for the entire project does not exceed 140 dwelling units per net acre; and (4) the height of the buildings where the density is being transferred does not exceed the building heights approved in the PDP, unless specified in the PDP.

17. 120 Maximum Retail and Commercial Square Footage

Approximately 200,000 square feet of retail, commercial, and civic uses is distributed throughout the project area primarily on the ground floor level of the structures with residential units above. The remaining portion of the Ninth Avenue Terminal is also included in this total.

17. 130 Building Height

Height limits throughout the project area range from 86 feet to 240 feet. The height of mid-rise structures on designated parcels can increase up to 120 feet; however, the heights of the 240-foot towers cannot be increased. Any increases in density and height will need to be approved by the Planning Commission when considering the Final Development Plan or architectural design review for a development project that is not part of the Final Development Plan submittal.

**Development Parcels or Areas
Height Limits**

HEIGHTS/FLOORPLATES	DEVELOPMENT PARCELS												
	A	B	C	D	E	F	G	H	J	K	L	M	N
Building Height Limit (ft)	86	86	86	86	86	86	86-100	86	86	86	86	86	
Allowable Height Increase (ft)		120	120	120				120					
Towers (ft)	240							240	240	240		240	
Max. floor plate of Towers (1,000 sf)	15							15	12	15		15	

17. 140 Yards and Setbacks

All front, side, rear, and corner side yard setbacks will be determined through the design review approval process and must conform to the Preliminary Development Plan, Final Development Plan, Oak to Ninth Mixed Use Development Design Guidelines, and Vesting Tentative Tract Map No. 7621, if specified. Appropriate buffer treatments may be required of buildings adjacent to other zoning district boundaries or between uses that the Planning Director has determined to be potentially incompatible. Buffer treatments could include, but are not limited to, a combination of setbacks, visual buffers, barriers, or dense landscaping.

17. 150 Lot Area, Width, and Frontage

All lot area, width, and frontage requirements will be determined through the design review approval process and must conform to the Preliminary Development Plan, Final Development

Plan, Vesting Tentative Tract Map No. 7621, and Oak to Ninth Mixed Use Development Design Guidelines, if specified.

17. .160 Usable Open Space Standards

Residential Uses - A minimum of 150 square feet per residential unit must be provided as usable open space. Each square foot of private usable open space conforming to the provisions of Section 17.126.040 shall be considered equivalent to two square feet of required group usable open space and may be so substituted. Group open space may be located anywhere on the same development parcel including the roof of any building on the site.

Joint Living/Working Quarters - A minimum of 75 square feet per unit must be provided as usable open space. Each square foot of private usable open space conforming to the provisions of Section 17.126.040 shall be considered equivalent to two square feet of required group usable open space and may be so substituted. Group open space may be located anywhere on the same development parcel including the roof of any building on the site.

17. .170 Landscaping, Paving, and Buffering

A detailed landscaping, paving, and buffering plan shall be submitted for every development project, consistent with the Preliminary Development Plan or Final Development Plan, the Oak to Ninth Design Guidelines, and Chapter 17.124 except as noted below, and shall contain the following:

1. An automatic system of irrigation for all landscaping shown in the plan;
2. A minimum of one fifteen-gallon tree, or substantially equivalent landscaping as approved by the Planning Director, shall be provided for every 20 to 25 feet of street frontage or portion thereof. On streets with sidewalks where the distance from the face of the curb to the outer edge of the sidewalk is at least six and one-half feet, the trees to be provided shall include street trees to the satisfaction of the Public Works Agency.
3. For surface parking lots greater than 3,000 square feet in size, at least one tree shall be provided for every six parking spaces.
4. For surface parking lots adjacent to private property or public open space, buffering shall be provided to minimize potential impacts between uses.
5. For buildings adjacent to other zoning district boundaries, or between uses that the Planning Director has determined to be potentially incompatible, buffer treatments should be applied and could include, but are not limited to, a combination of setbacks, visual buffers, barriers, or dense landscaping. This does not apply to development which is separated from public open space by a street right-of-way.

17. .180 Parking Requirements

Parking and Loading Standards shall be consistent with Chapter 17.116, unless as specified below.

Parking Standard	Zoning Districts		
	PWD-4	OS (RSP)	S-2/S-4
Parking spaces per residential unit	1 space/du	N/A	N/A
Parking spaces per 1,000 sq. ft. of commercial area	2 spaces/1000 s.f.	N/A	N/A
Parking spaces per five boat slips	1 space/five boat slips	1 space/five boat slips	N/A
Parking spaces required per acre of public open space	N/A	5 spaces per acre	N/A
Jack London Aquatic Center	N/A	N/A	1 space/1,400 s.f. of floor area

Note: A 75% reduction in parking is permitted for housing for persons who are physically disabled, or who are 60 years or older, and the occupancy of the units is guaranteed for at least 50 years (See Chapter 17.116.110).

17. .190 Signs

Signs in the Oak to Ninth Mixed Use Development project shall be consistent with the adopted Master Sign Plan requirements listed below:

- A. Individual Signs. Individual signs not part of an approved Master Sign Plan are subject to design review in accordance with Chapter 17.104.
- B. Master Sign Plan. A master sign plan shall be submitted with each Final Development Plan to be approved by the Planning Commission. The decision of the Planning Commission may be appealed to the City Council. Applications for approval of a master sign plan shall include the following:
 1. A master sign program, drawn to scale, delineating the site proposed to be included within the signing program and the general location of all signs;
 2. Drawings and/or sketches indicating the exterior surface details of all buildings on the site on which wall signs, directory signs, ground signs, or projecting signs are proposed;
 3. A statement of the reasons for any requested modifications to the regulations or standards of Chapter 17.104;
 4. A written program specifying sign standards, including color, size, construction details, placement, and necessity for City review for distribution to future tenants.

C. Master Sign Plan Approval. In approving a master sign program, the Director shall find:

1. That the plan's contribution to the design quality of the site and surrounding area will be superior to the quality that would result under the regulations and standards of Section 17.104.
2. That the proposed signs are compatible with the style or character of existing improvements on the site and are well-related to each other.
3. That future tenants will not be denied adequate opportunities for identification if transfers of sign area from one building frontage to another are proposed by the master sign plan.
4. Roof and penthouse signs are permitted provided that the signs are integrated with the design and materials of the building, subject to design review by the Planning Director. No more than one sign is approved per phase unless approved by the Planning Director.
5. One Master Identification Sign visible to the I-880 freeway is permitted for the project subject to design review by the Planning Director.

The Planning Director may require any reasonable conditions necessary to carry out the intent of the master sign plan requirements while still permitting each sign user opportunities for effective identification and communication.

D. Prohibited Location, Sign Type, and Message. The following types of signs and locations of signs are prohibited.

1. A sign in a required yard adjoining a street property line which interferes with driveway visibility. Visibility of a driveway crossing a street property line shall not be blocked between a height of 2.5 feet and 7 feet for a depth of 5 feet from the street property line as viewed from the edge of the right-of-way on either side of the driveway at a distance of 50 feet or at the nearest property line intersecting the street property line, whichever is less.
2. Moving flashing or animated signs, balloons or similar inflated signs, portable signs, searchlights, flags, pennants, streamers, spinners or similar devices, except as specifically authorized by the Planning Director.
3. Signs with lighting, colors, design or text that could be confused with a public traffic directional sign or control device.
4. Signs containing statements, words, pictures, or other representations which are in reference to obscene matter which violates the California Penal Code Section 311 et. seq.
5. Exterior signs made of materials that are impermanent and will not stand exposure to weather.

6. Signs affixed to any vehicle or trailer on a public street or public or private property unless the vehicle or trailer is intended to be used in its normal business capacity and not for the sole purpose of attracting business.

Exhibit A – Zoning Map



PRELIMINARY DEVELOPMENT PLAN SUBMITTAL

Brooklyn Basin ~ Oak to 9th Development Plan

Prepared for Oakland Harbor Partners by ROMA Design Group in association with MVE Architects, Moffatt & Nibbel and BKF Engineers

OCTOBER 2006

ATTACHMENT E

Preliminary Development Plan Submittal

COMMUNITY AND ECONOMIC DEVELOPMENT AGENCY
City of Oakland, California
Permit No. _____

Developer

OAKLAND HARBOR PARTNERS
4670 Willow Road
Pleasanton, CA 94588
Phone: (925)463-1122
Fax: (925)463-0832

Consultants

Master Plan Architect:

ROMA Design Group
1527 Stockton Street
San Francisco, CA 94133
Phone: (415)616-9900
Fax: (415)788-8728

Civil Engineer:

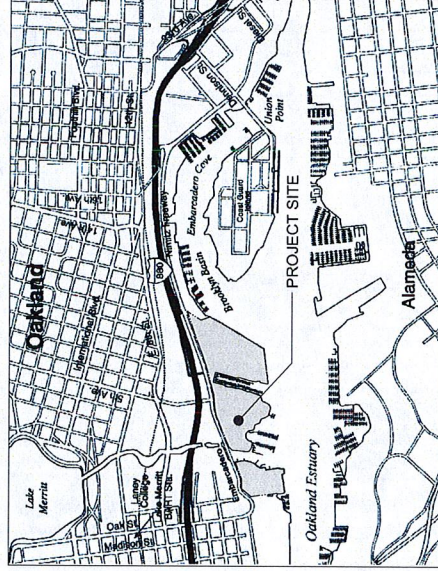
BKF Engineers
255 Shoreline Drive, Suite 200
Redwood City, CA 94065
Phone: (650)482-6300
Fax: (650)482-6399

Associated Architects:

McLarand Vasquez & Partners
1900 Main Street
Irvine, CA 92614
Phone: (949)809-3300
Fax: (949)809-3350

Coastal Engineer:

Moffatt & Nichol Engineers
2001 North Main Street, Suite 360
Walnut Creek, CA 94596
Phone: (925)944-5411
Fax: (925)944-4732

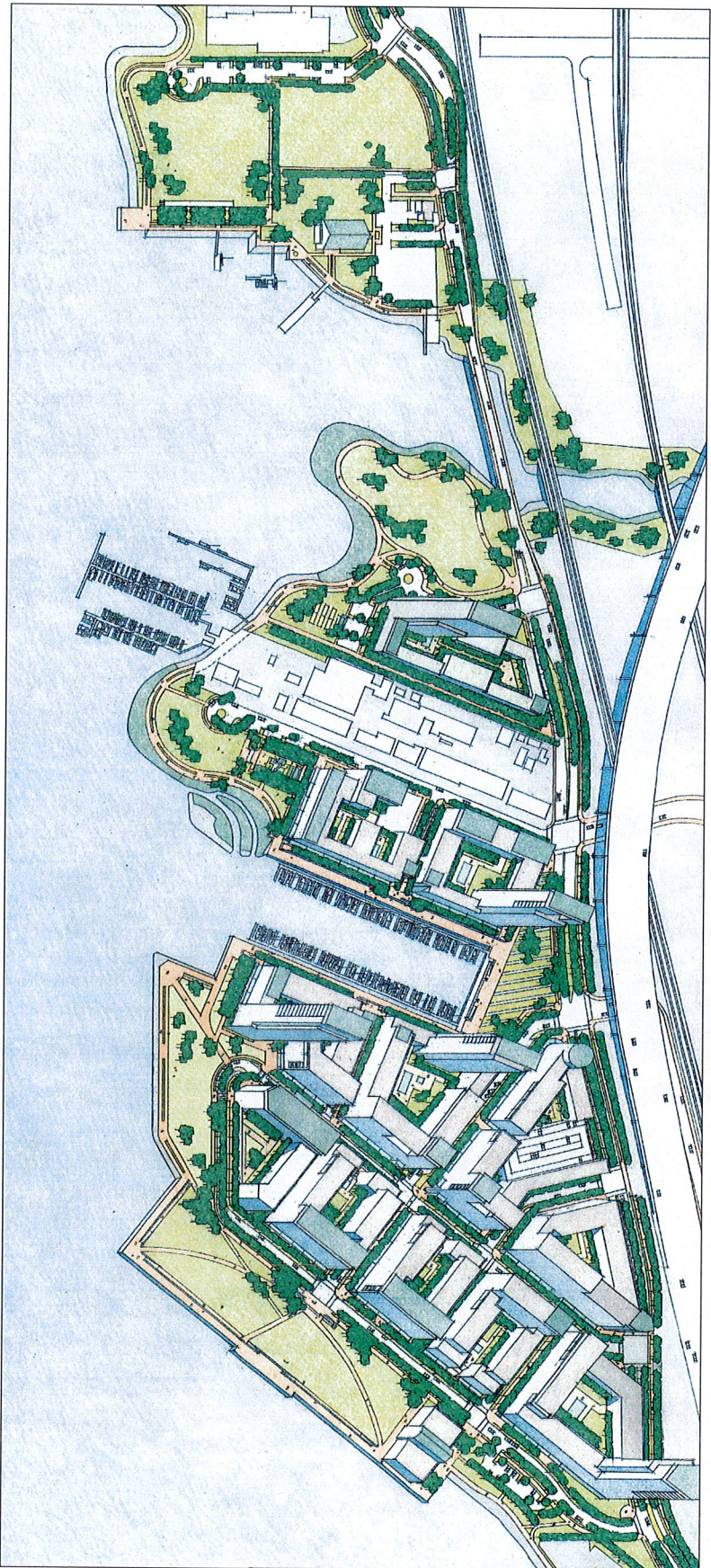


Vicinity Map

N.T.S.

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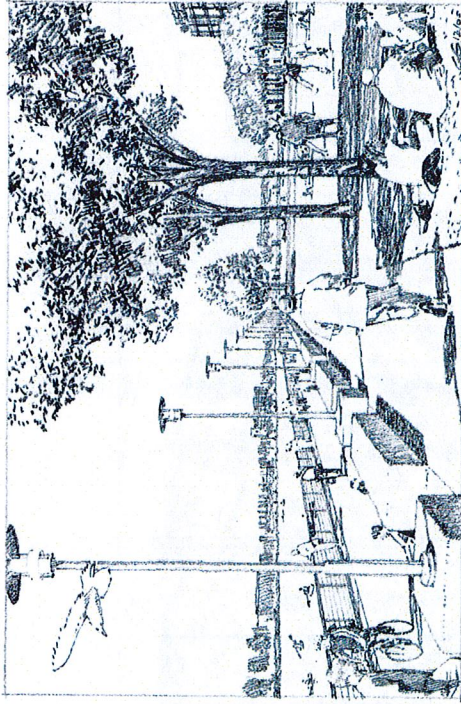


AXONOMETRIC VIEW

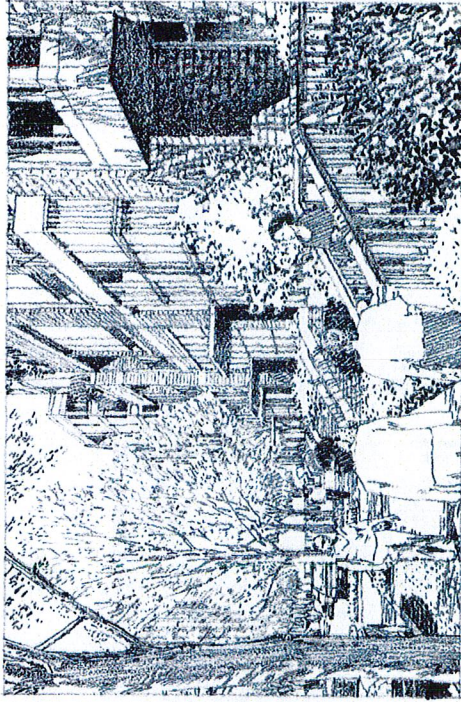
Brooklyn Basin - Oak to 9th Development Plan

Prepared for Oakland Harbor Partners by ROMA Design Group in association with MVE Architects, Moffatt & Nichol and BKF Engineers

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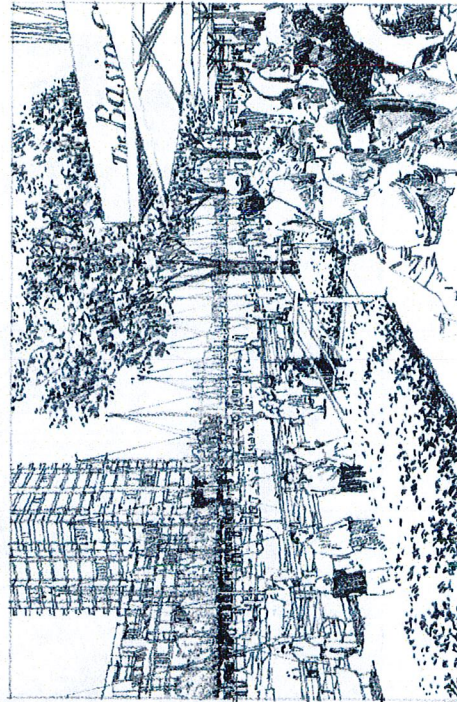
Shoreline Park Promenade



Residential Streetscape Character



Retail Streetscape Character



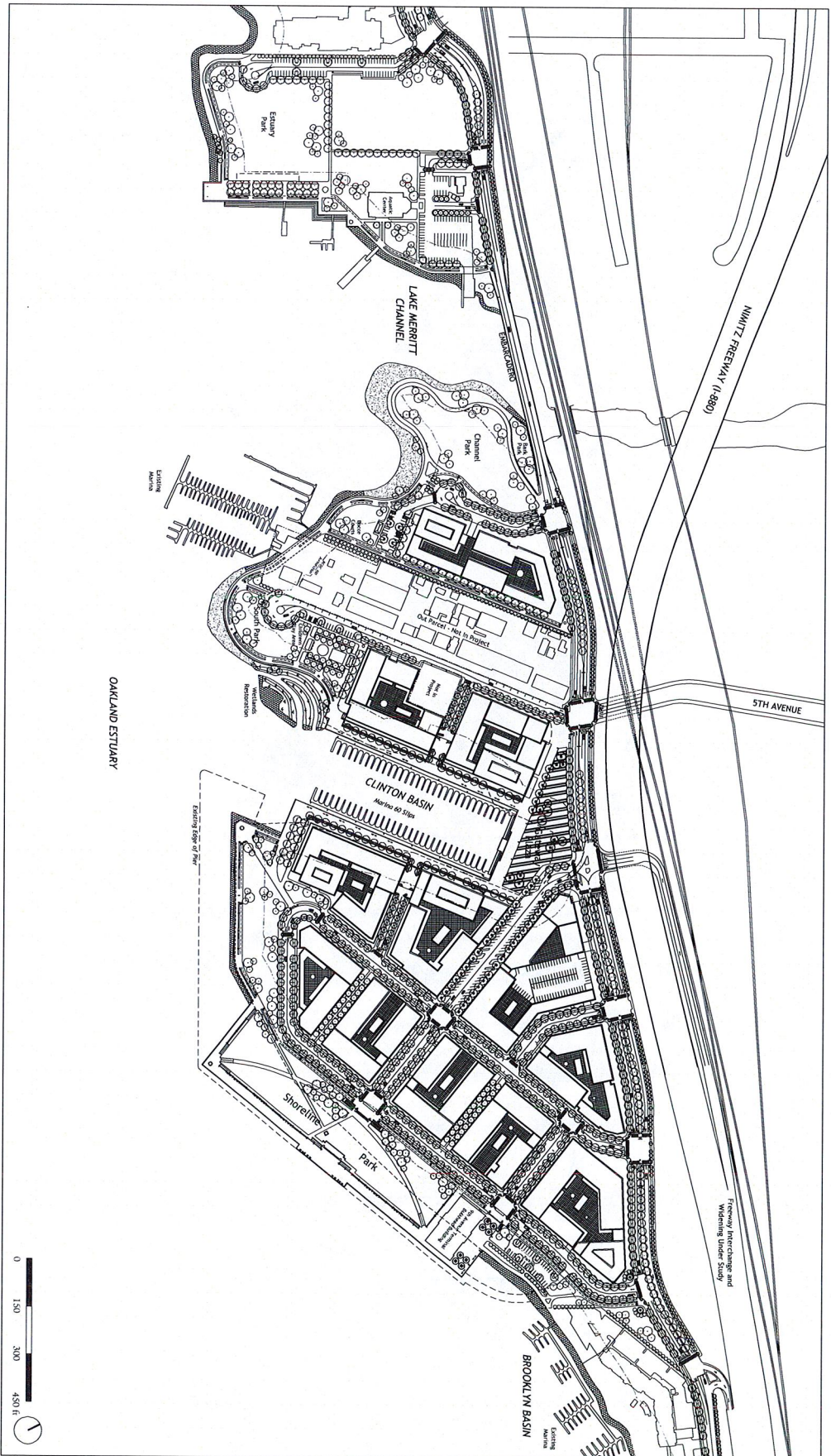
Clinton Basin Quay

ILLUSTRATIONS

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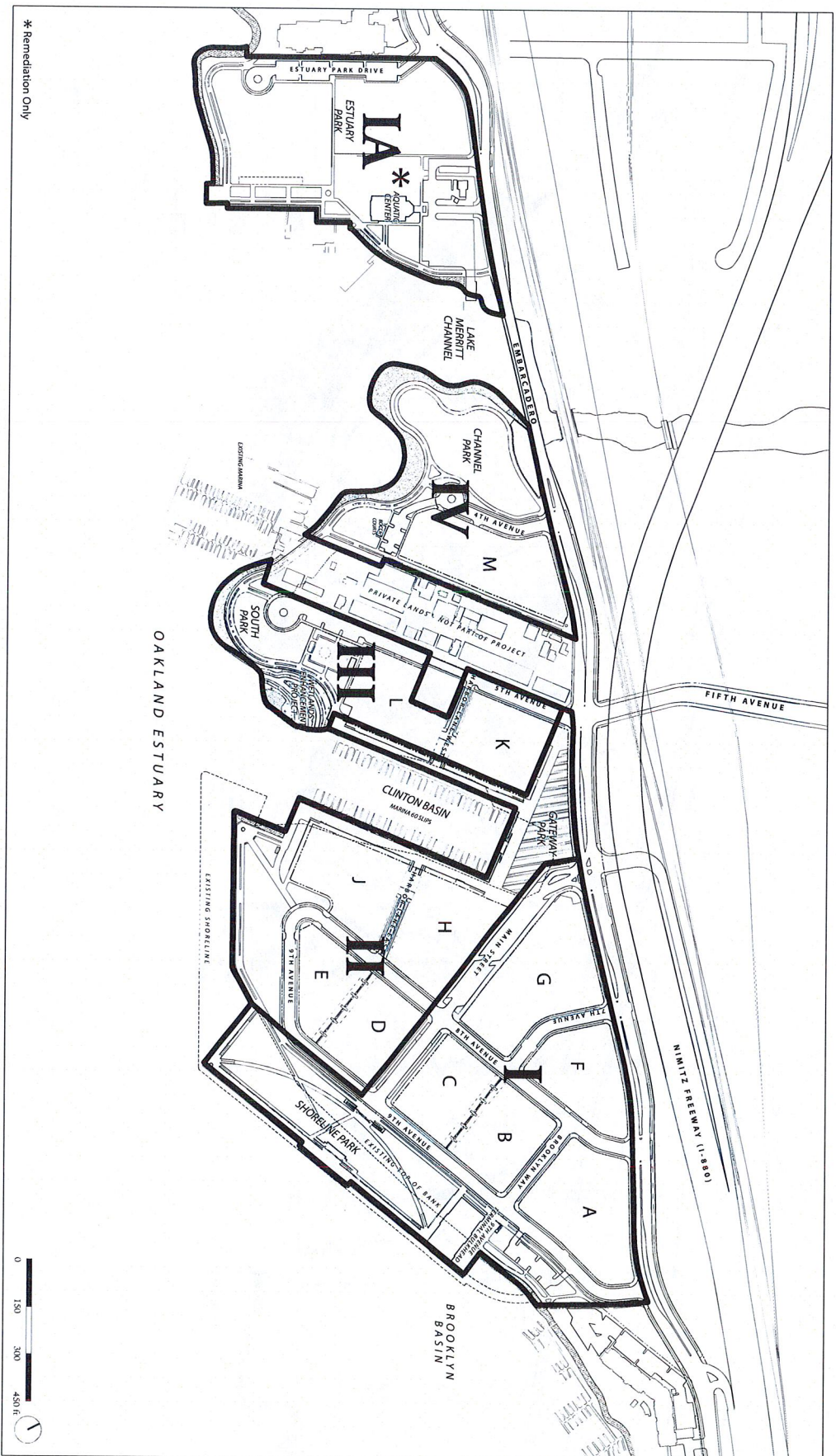


ILLUSTRATIVE DEVELOPMENT PLAN

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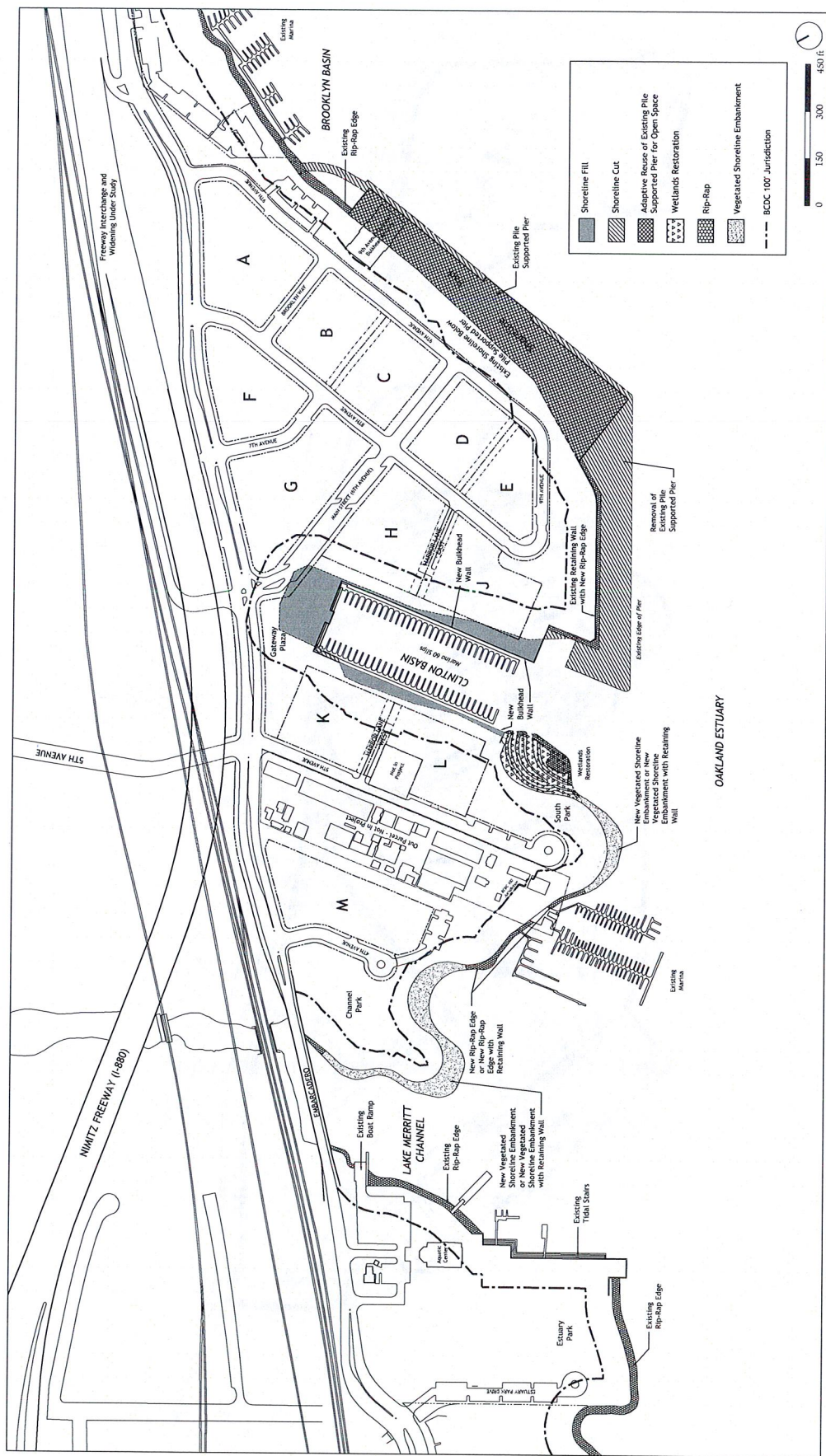


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SHORELINE RECONFIGURATION AND STABILIZATION PLAN

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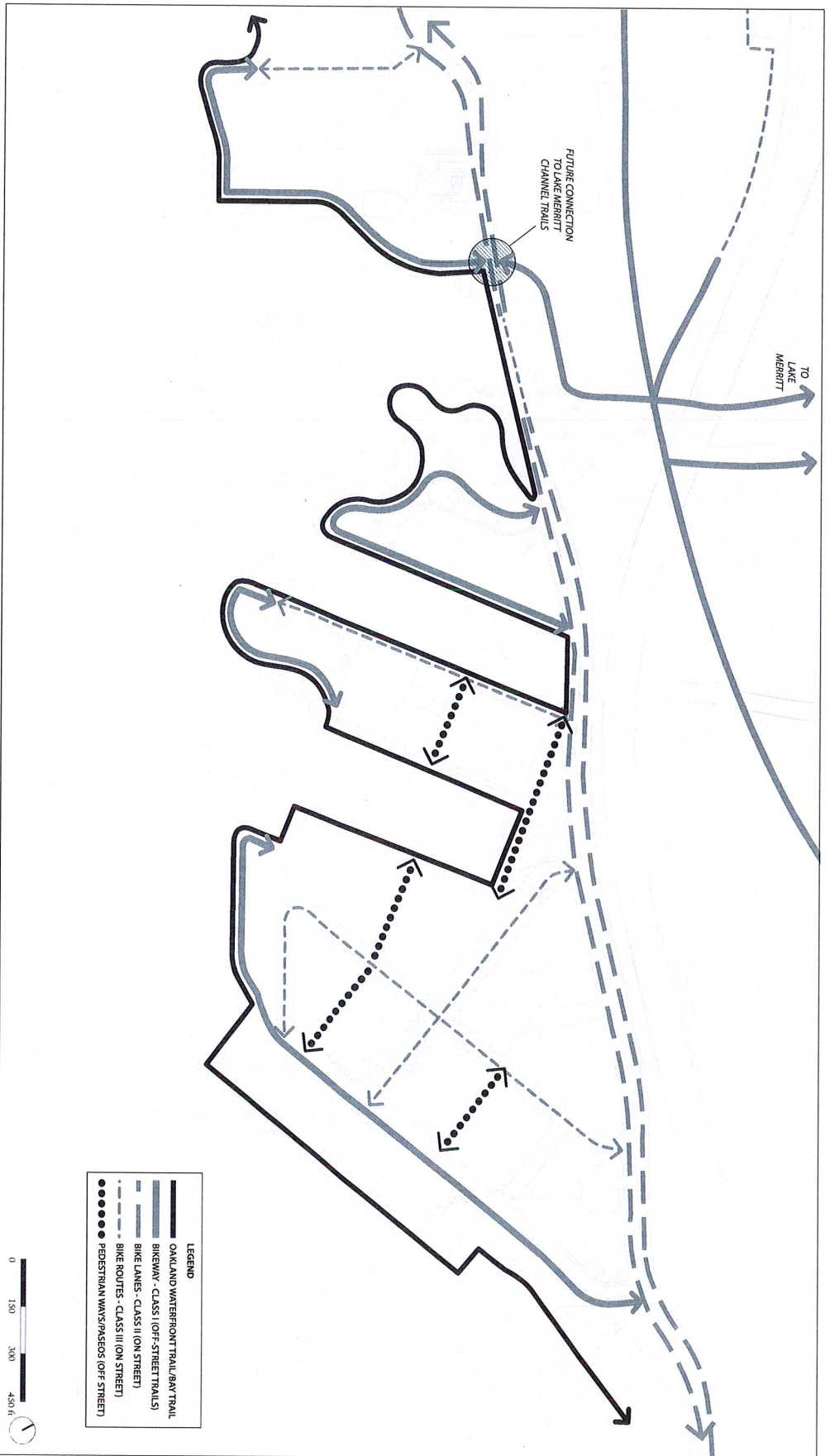
SHORELINE SECTIONS

Brooklyn Basin - Oak to 9th Development Plan

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VEGETATED SHORELINE EMBANKMENT WITH HIKE / BIKE TRAIL (AT CHANNEL PARK)

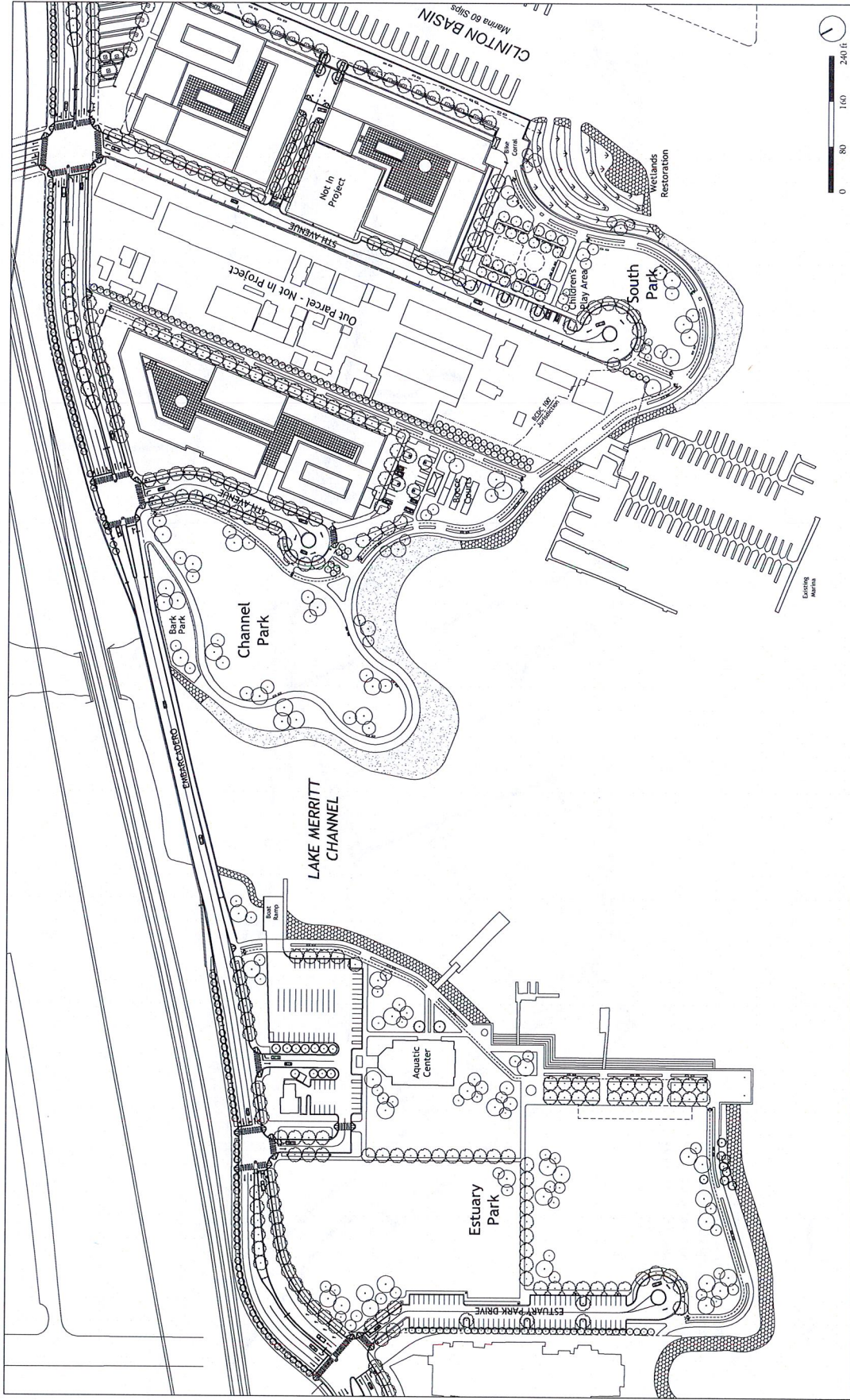


PEDESTRIAN & BICYCLE CIRCULATION DIAGRAM

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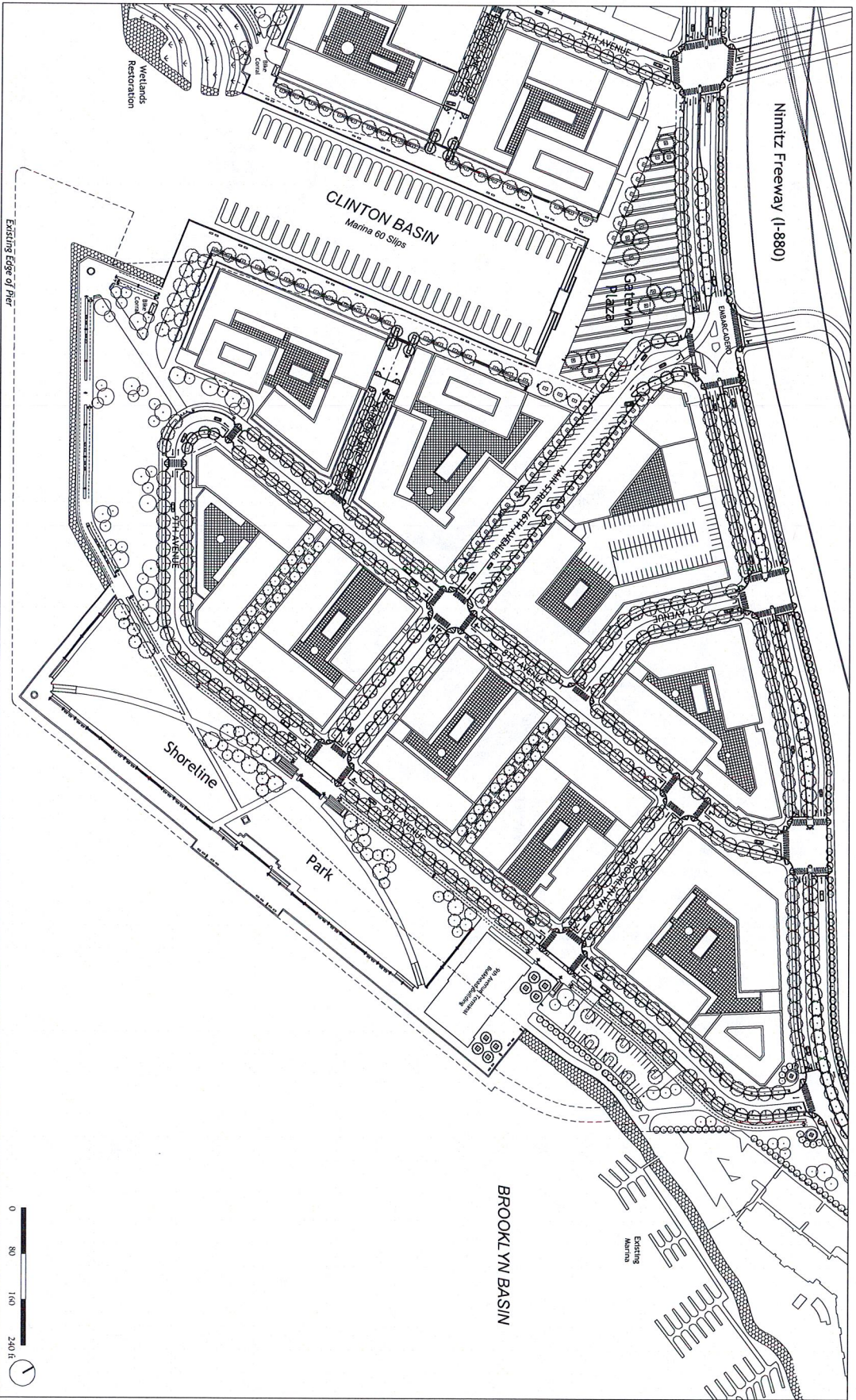
ENLARGED ILLUSTRATIVE PLAN - WEST

SHEET NO. 3.3

Brooklyn Basin - Oak to 9th Development Plan

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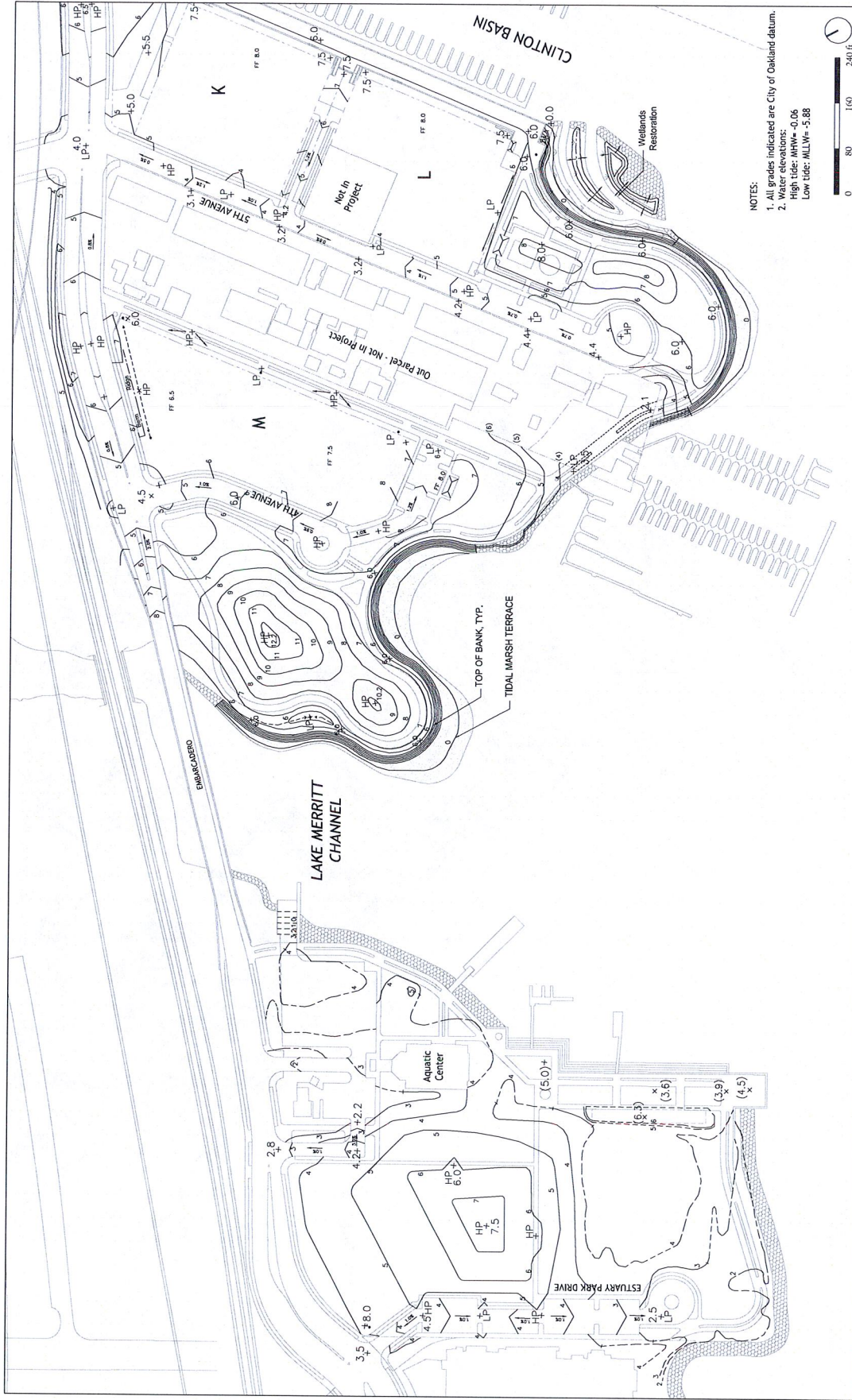
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ENLARGED ILLUSTRATIVE PLAN - EAST

Brooklyn Basin - Oak to 9th Development Plan

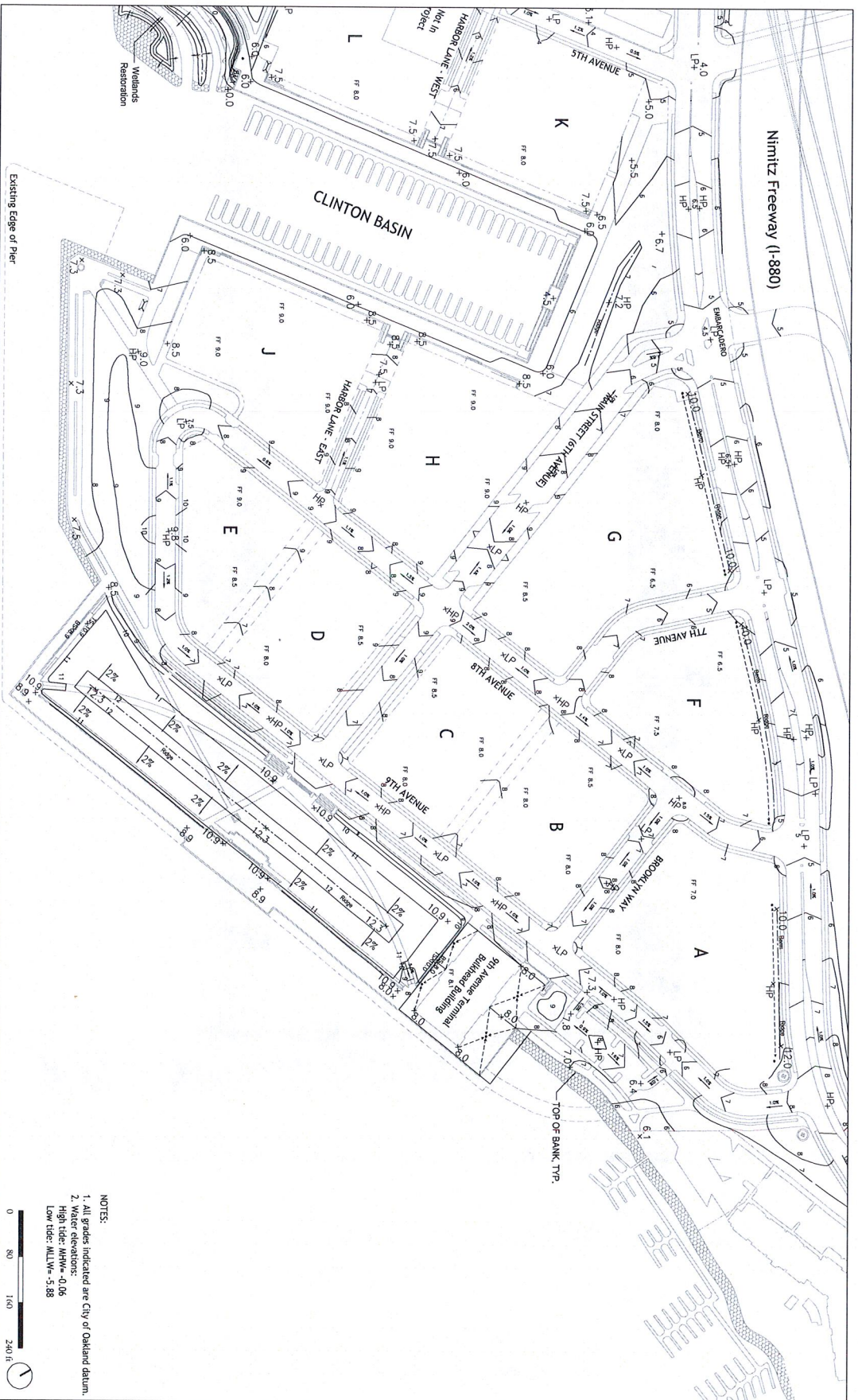
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ENLARGED PLAN - PARK GRADING CONCEPT - WEST

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ENLARGED PLAN - PARK GRADING CONCEPT - EAST

Brooklyn Basin - Oak to 9th Development Plan

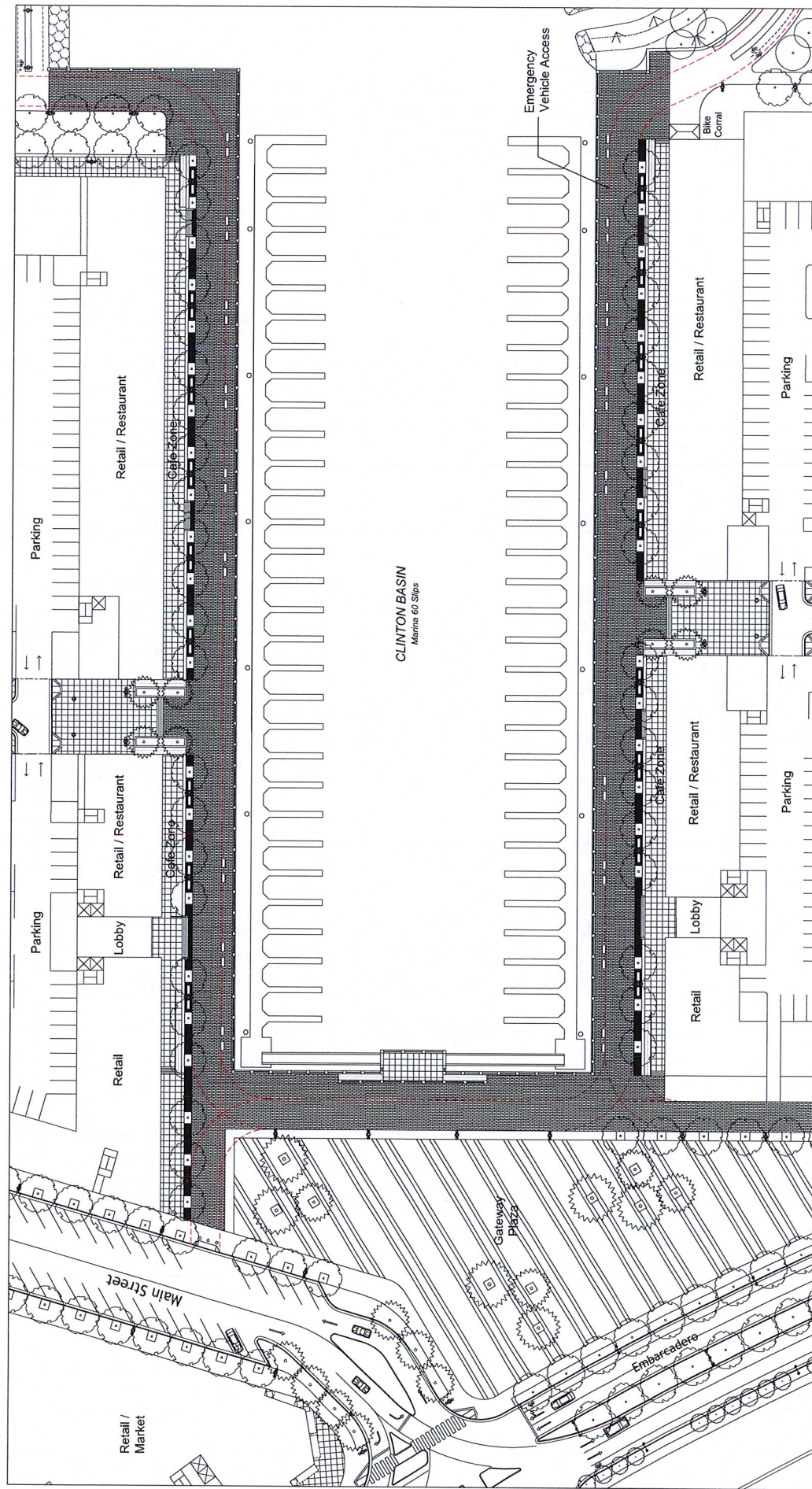
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NOTES:
 1. All grades indicated are City of Oakland datum.
 2. Water elevations:
 High tide: MHW = -0.06
 Low tide: MLW = -5.88



SHEET NO.
3.6



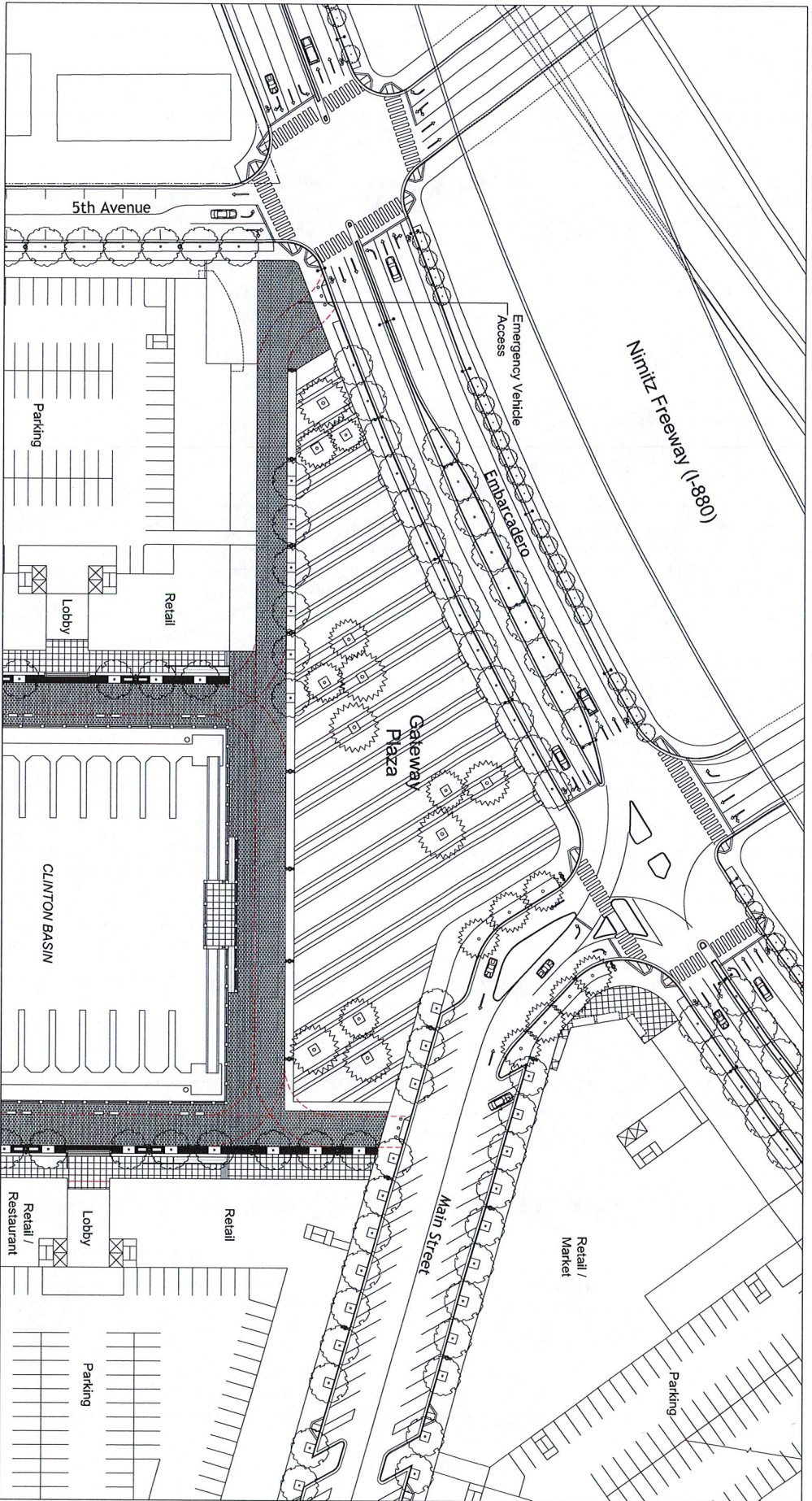
ENLARGED PLAN - CLINTON BASIN QUAYS

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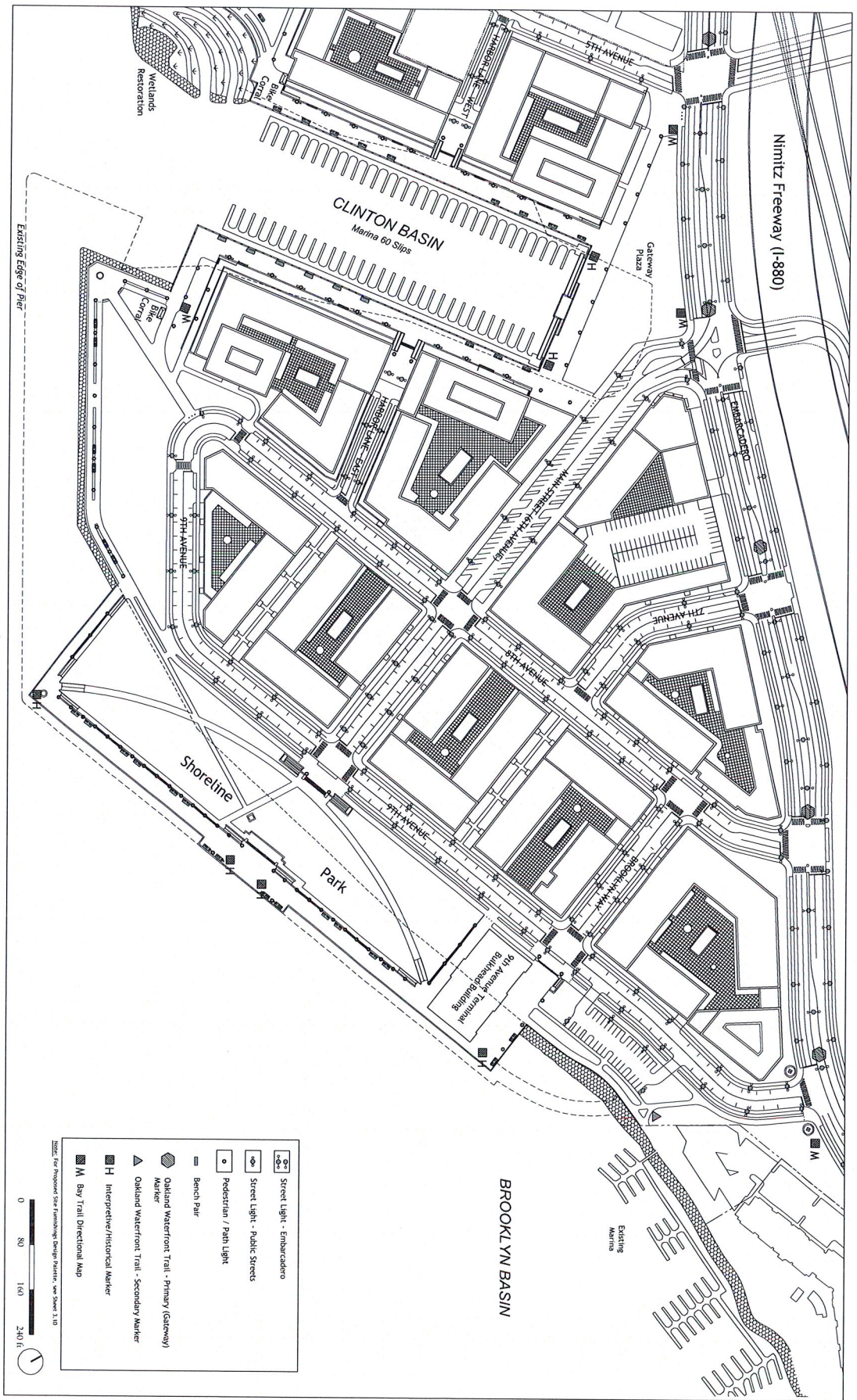


ENLARGED PLAN - GATEWAY PLAZA

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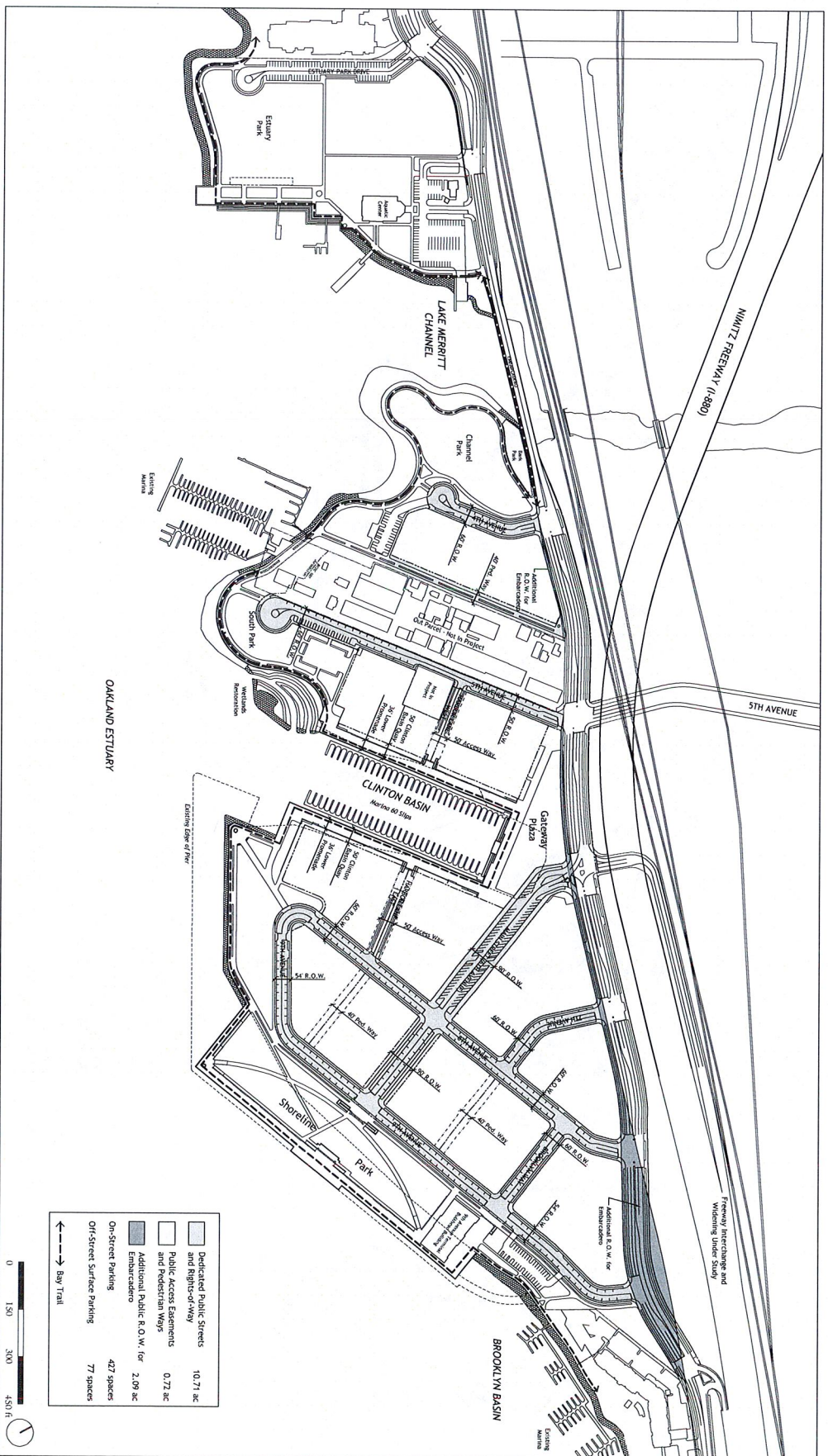


SITE FURNISHINGS DIAGRAM - EAST

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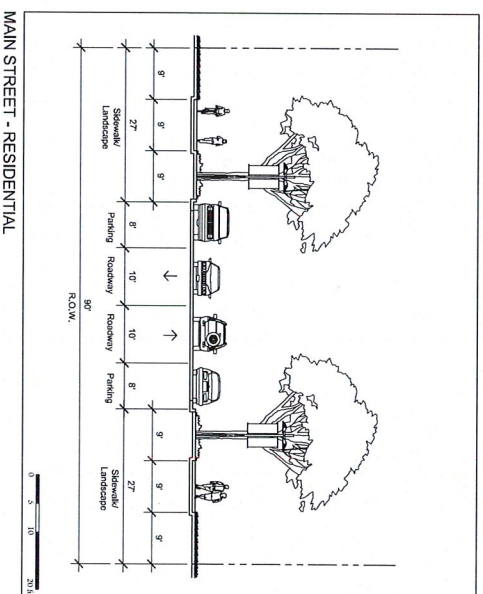
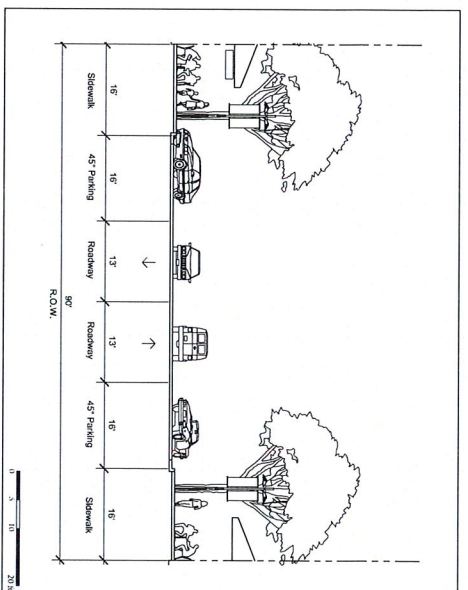
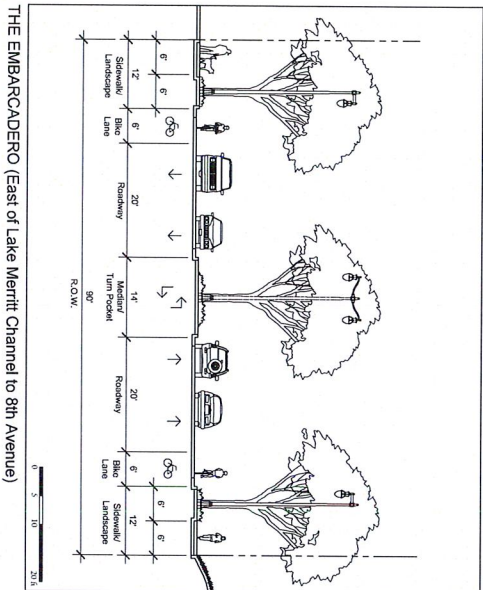
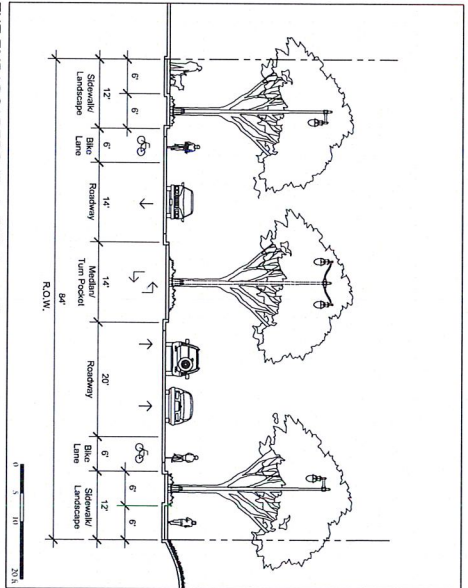


STREETS AND PEDESTRIAN WAYS

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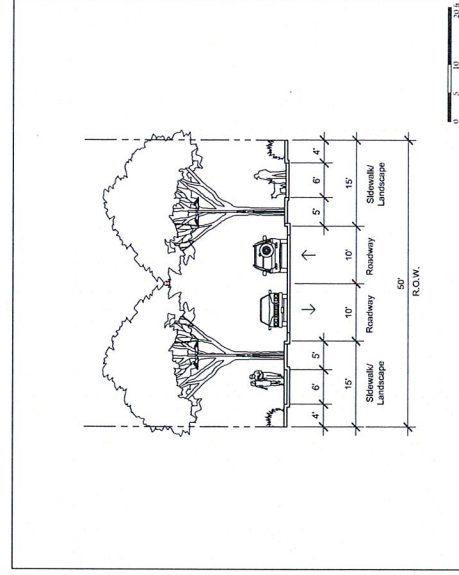
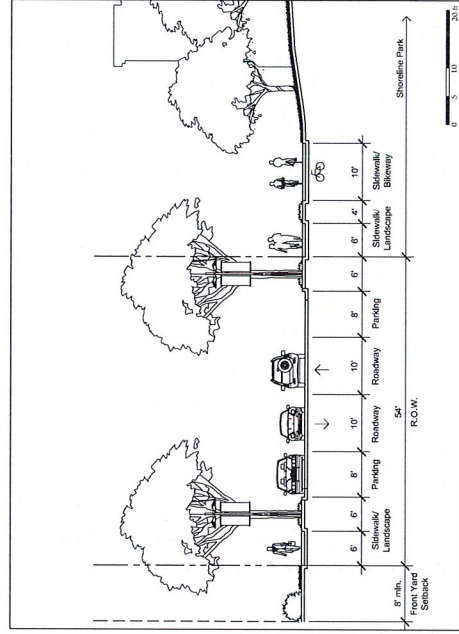
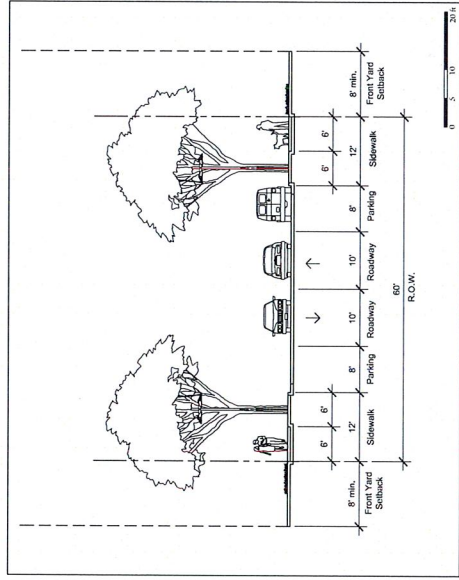
STREET SECTIONS

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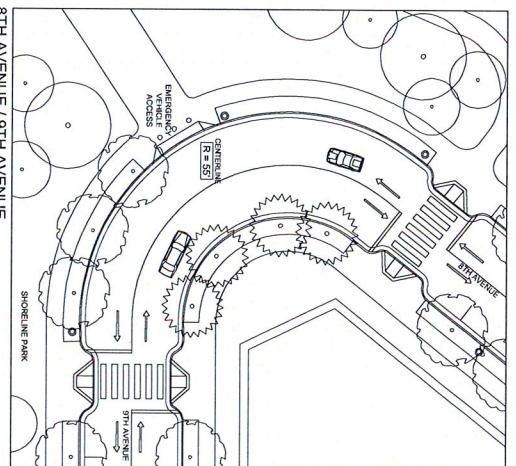
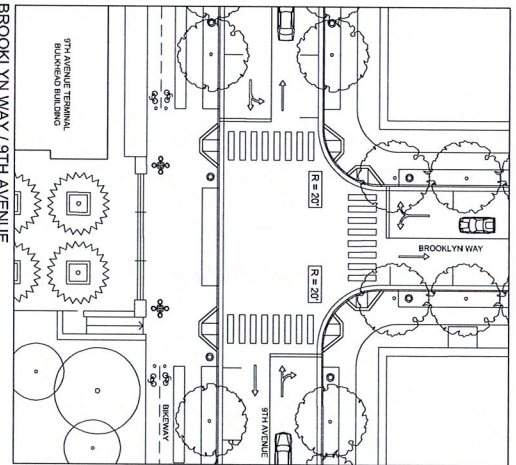
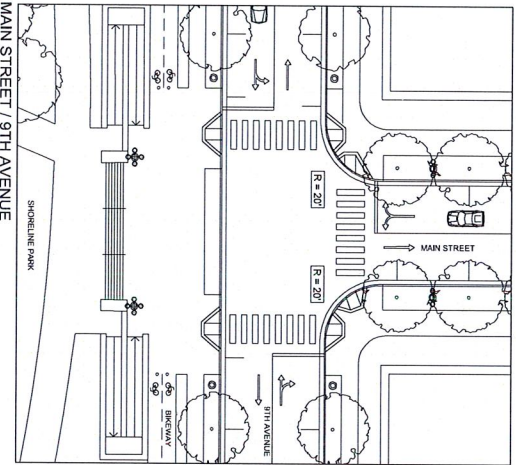
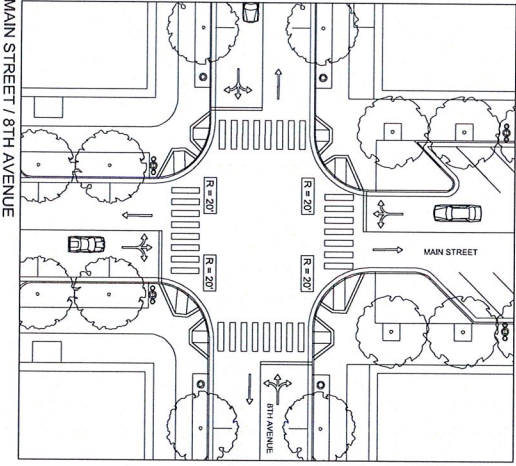
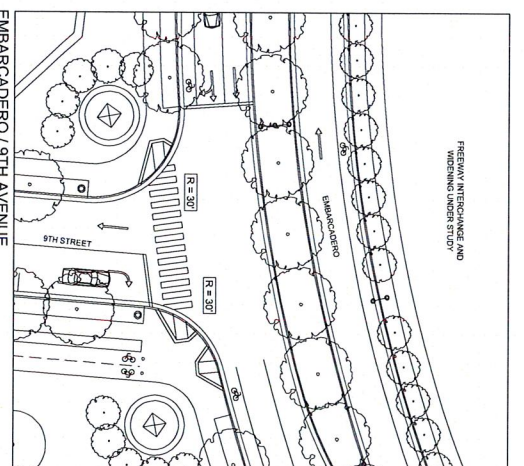
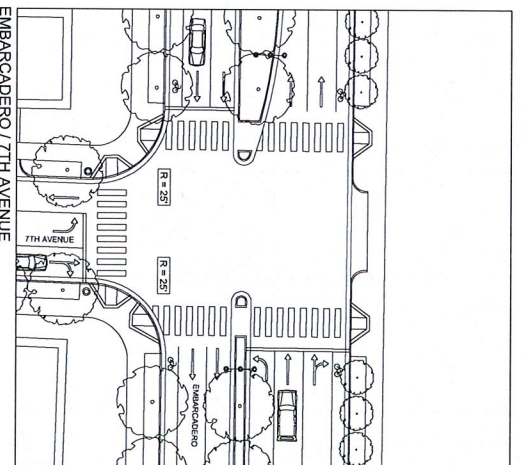
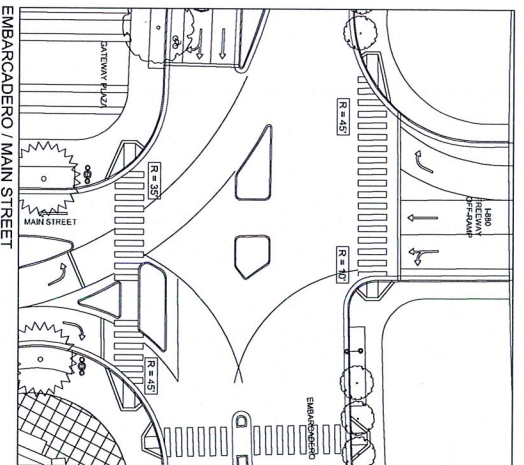
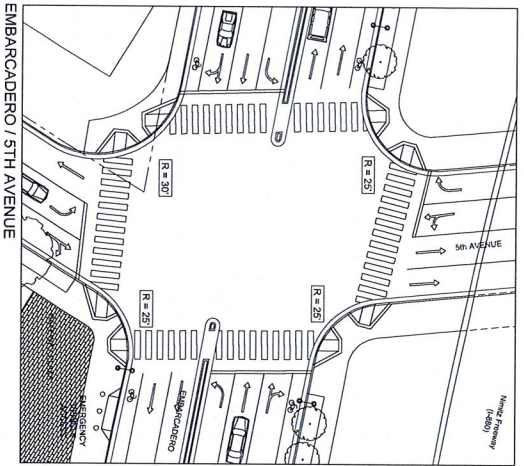


STREET SECTIONS

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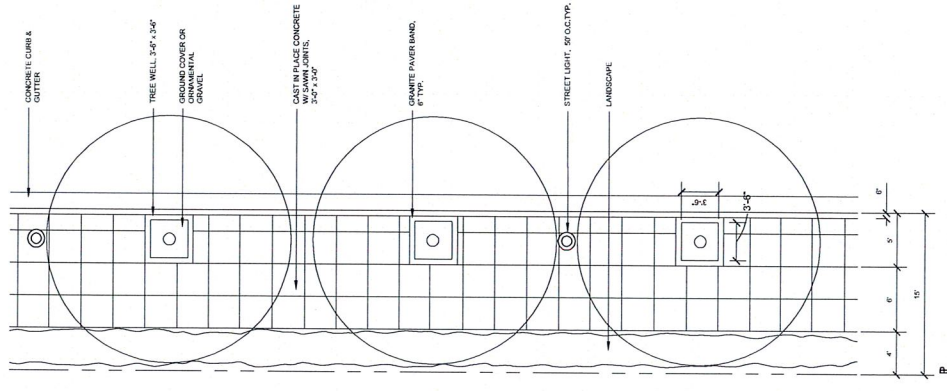
STREET INTERSECTIONS

Brooklyn Basin - Oak to 9th Development Plan

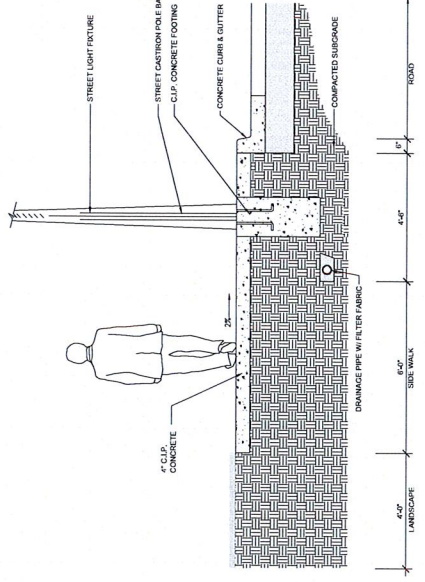
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SHEET NO.
4.4

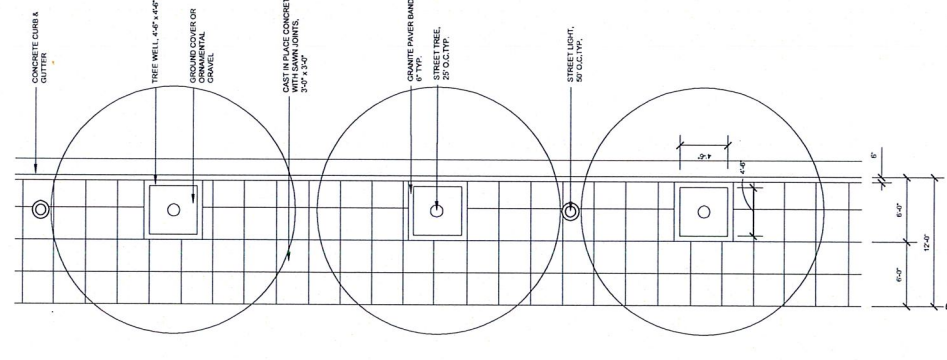
0 20 40 60 ft



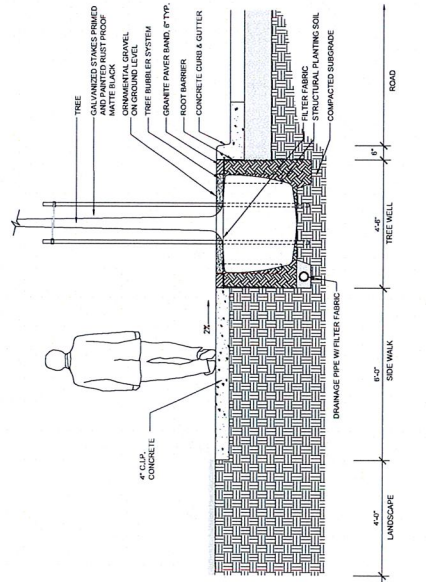
1 Typical Sidewalk Plan - 50' R.O.W.
SCALE: 3/16" = 1'-0"



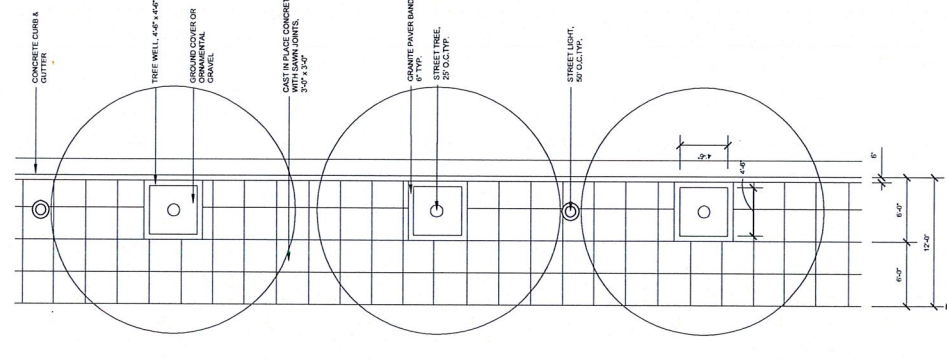
2 Typical Sidewalk Section at Light Fixture - 50' R.O.W.
SCALE: 1/2" = 1'-0"



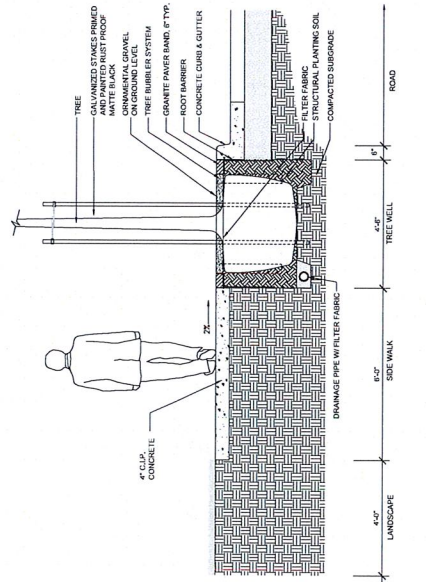
3 Typical Sidewalk Plan - 60' R.O.W.
SCALE: 3/16" = 1'-0"



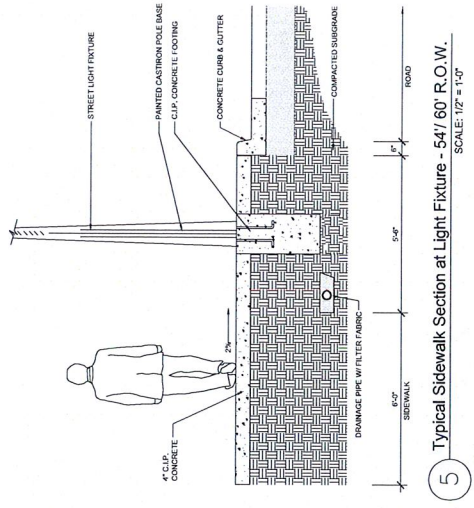
3 Typical Sidewalk Section at Street Tree - 50' R.O.W.
SCALE: 1/2" = 1'-0"



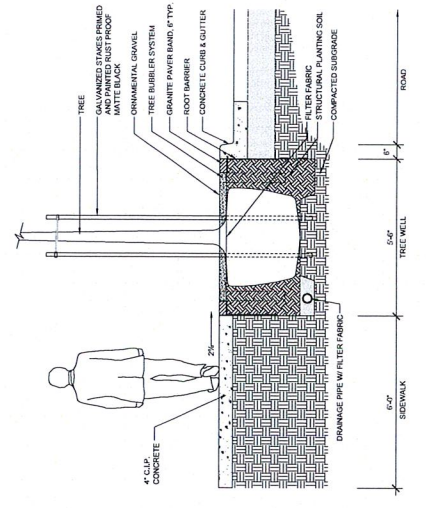
4 Typical Sidewalk Plan - 60' R.O.W.
SCALE: 3/16" = 1'-0"



3 Typical Sidewalk Section at Street Tree - 50' R.O.W.
SCALE: 1/2" = 1'-0"



5 Typical Sidewalk Section at Light Fixture - 54' 60' R.O.W.
SCALE: 1/2" = 1'-0"



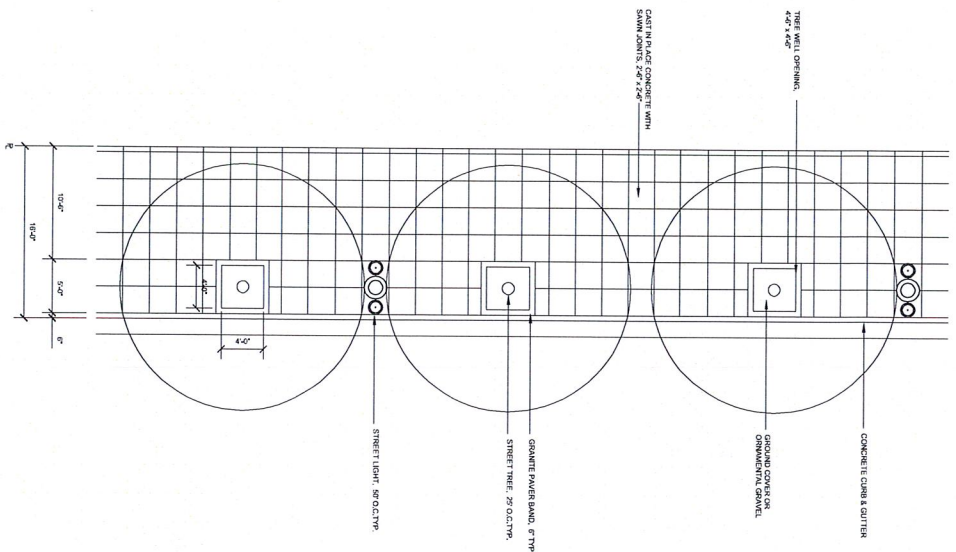
6 Typical Sidewalk Section at Street Tree - 60' R.O.W.
SCALE: 1/2" = 1'-0"

STREETSCAPE STANDARDS 50' AND 60' R.O.W.

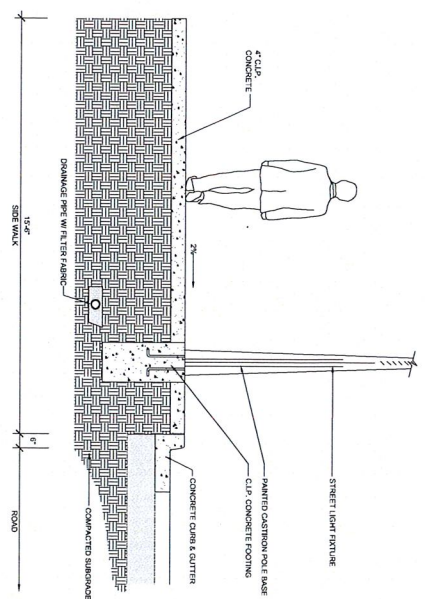
Brooklyn Basin - Oak to 9th Development Plan

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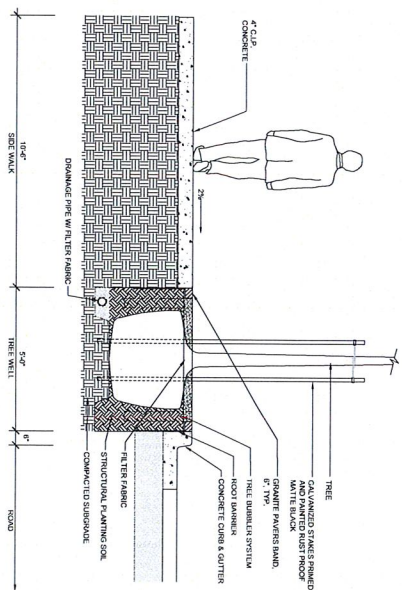
1 Typical Sidewalk Plan-Retail Frontage
SCALE: 3/16" = 1'-0"



2 Typical Sidewalk Section at Light Pole - Retail Frontage



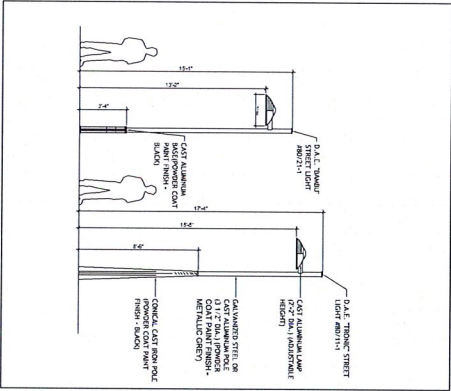
3 Typical Sidewalk Section at Street Tree - Retail Frontage
SCALE: 1/2" = 1'-0"



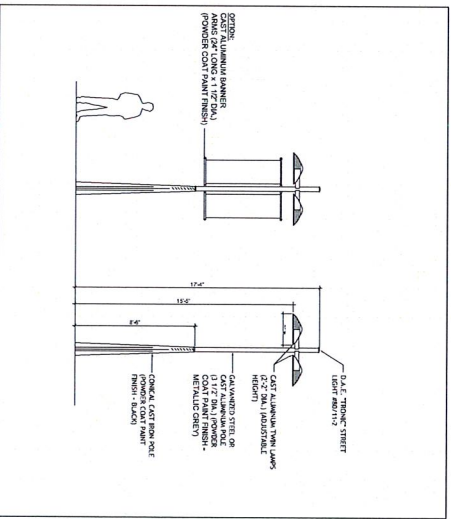


Brooklyn Basin - Oak to 9th Development Plan

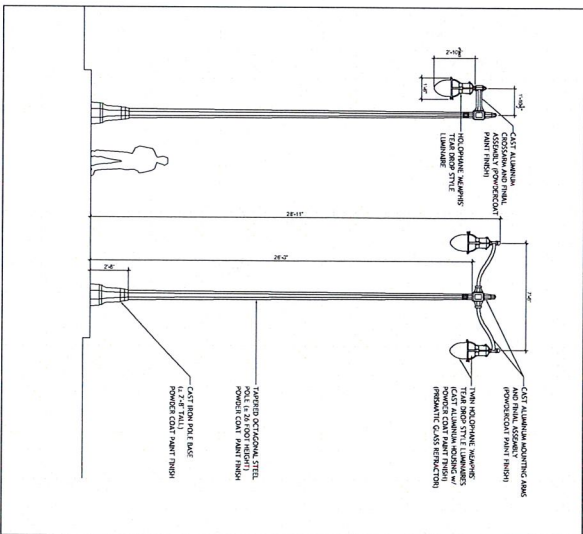
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1B Pedestrian Light Pole & Street Light Pole - Single Luminaire
SCALE: 1/4"=1'-0"



2B Street Light Pole - Dual Luminaire
SCALE: 1/4"=1'-0"

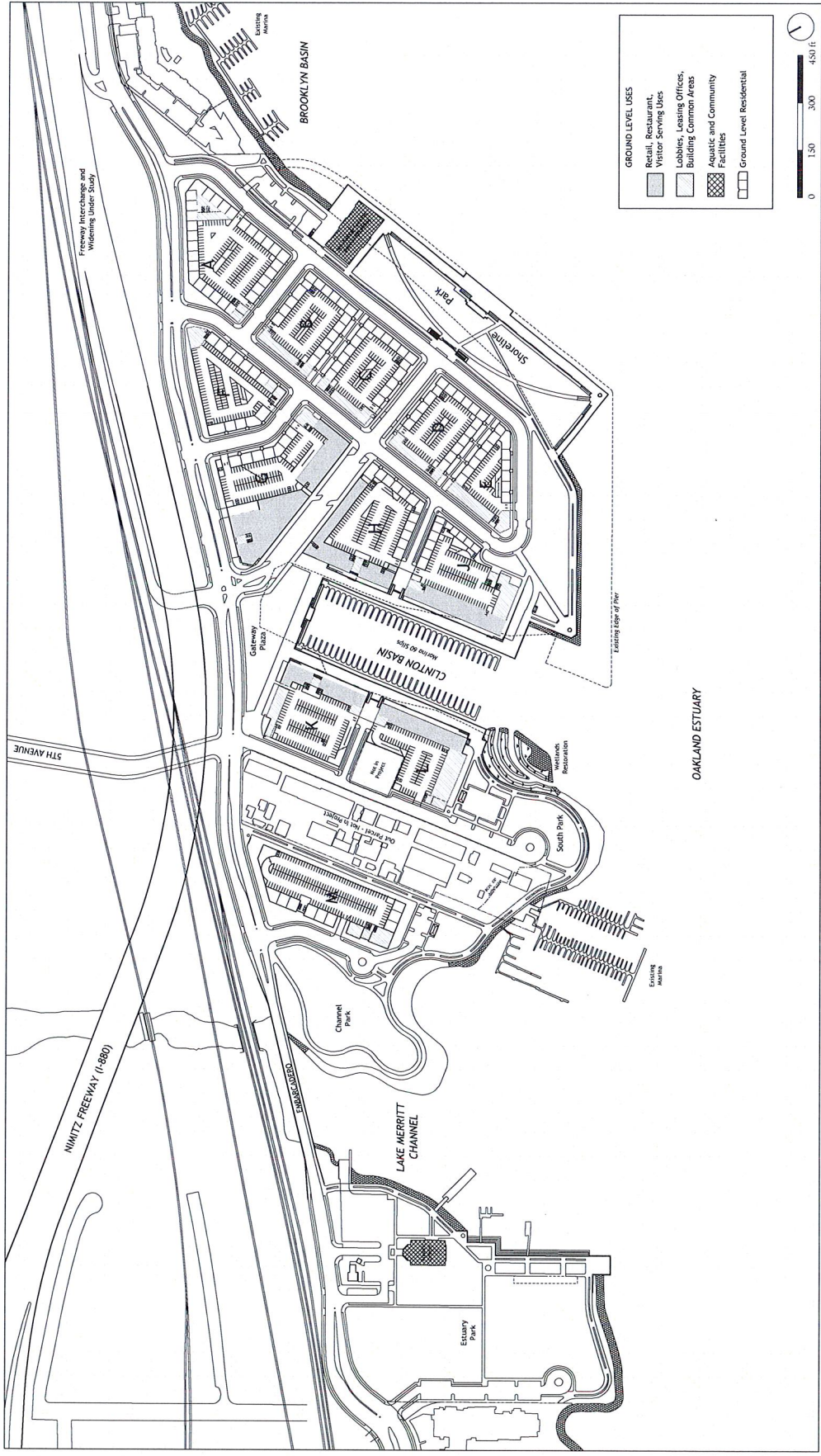


3B The Embarcadero- Tail Pole Fixture
SCALE: 1/4"=1'-0"

STREET LIGHTING STANDARDS

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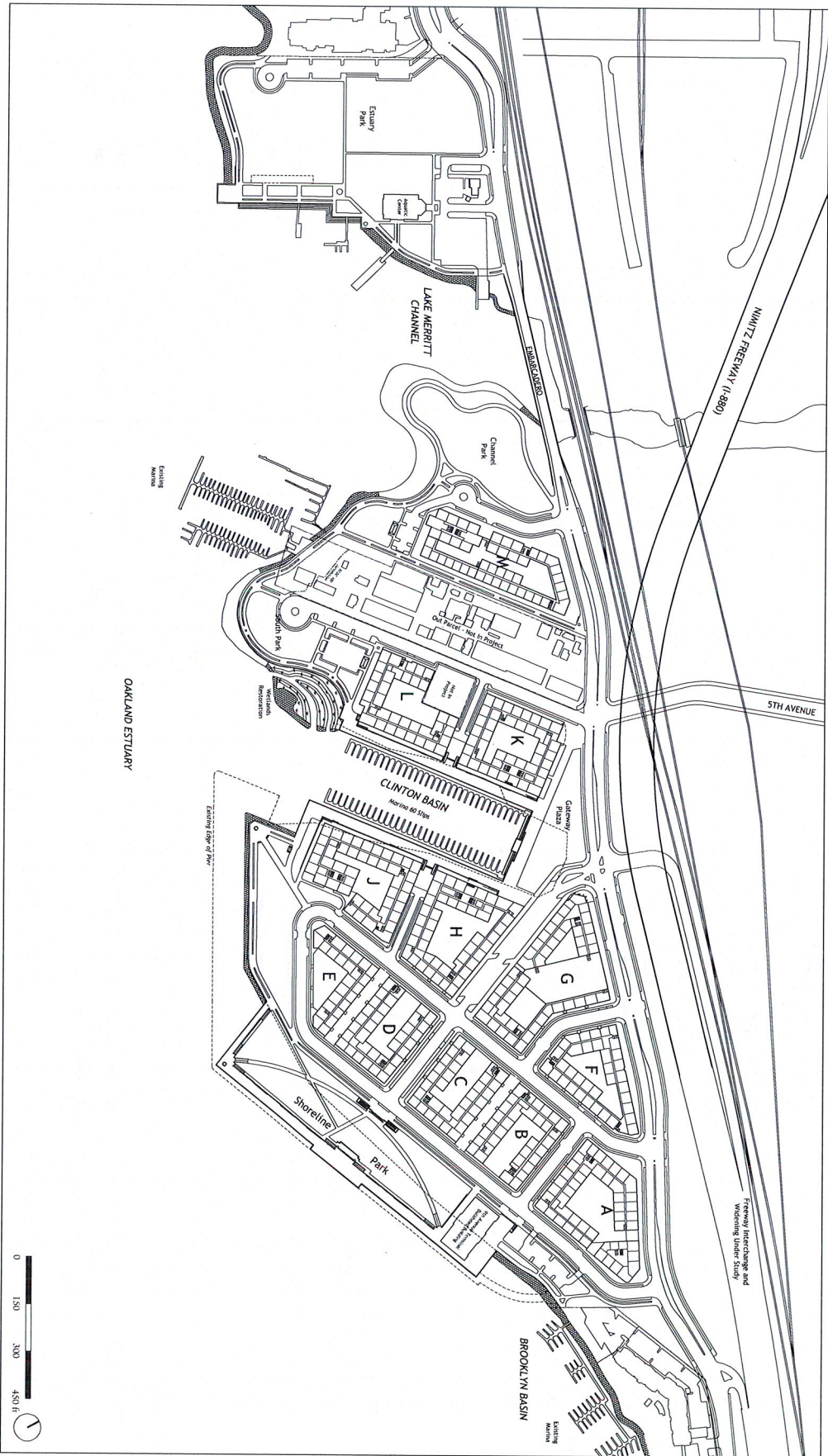


ILLUSTRATIVE GROUND LEVEL BUILDING PLAN

Brooklyn Basin - Oak to 9th Development Plan

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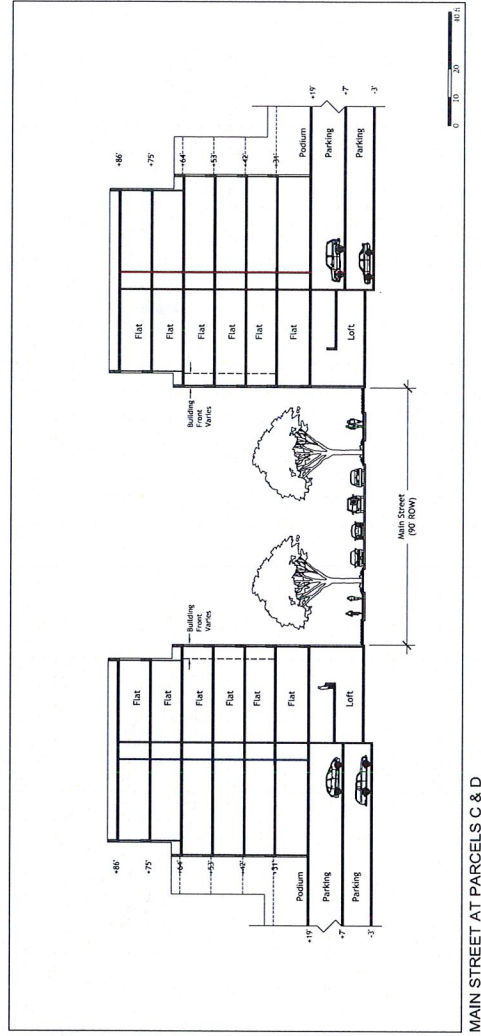
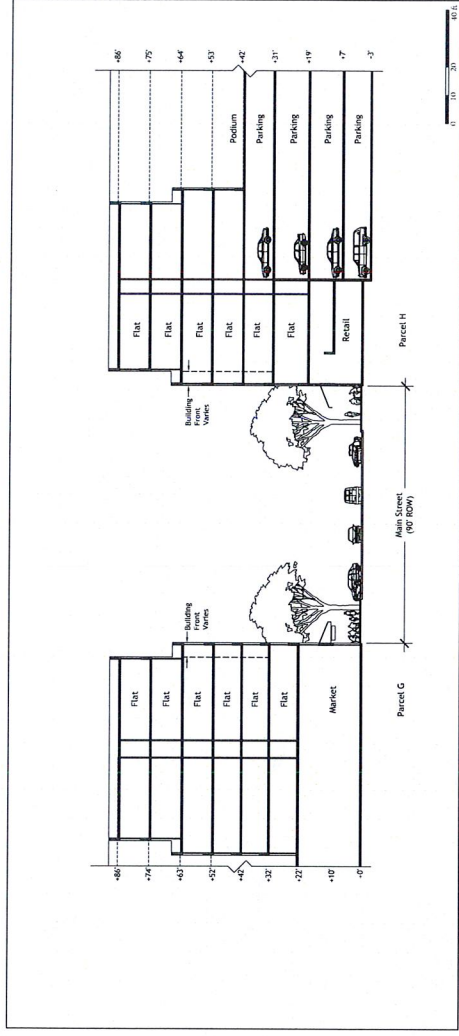
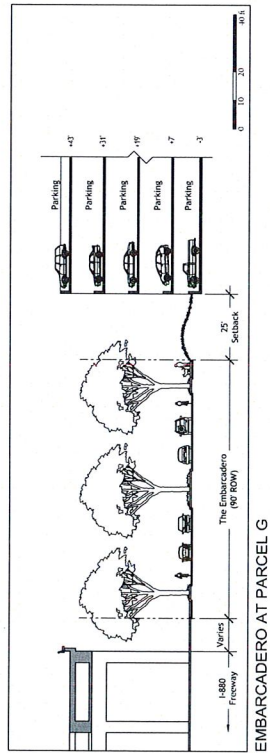
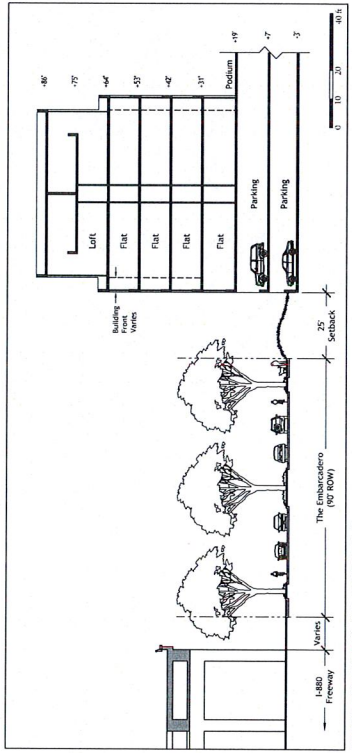
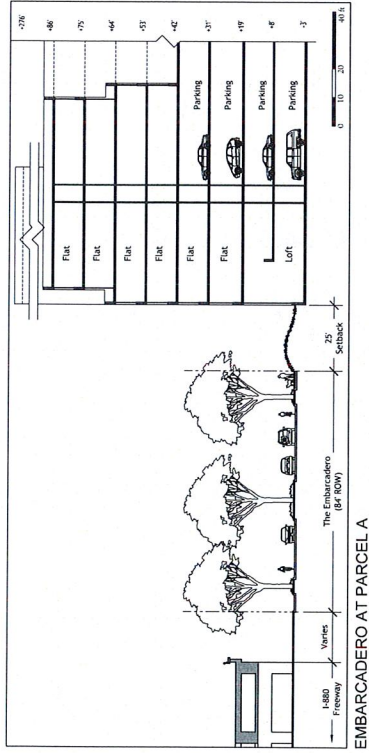


ILLUSTRATIVE UPPER LEVEL BUILDING PLAN

Brooklyn Basin - Oak to 9th Development Plan

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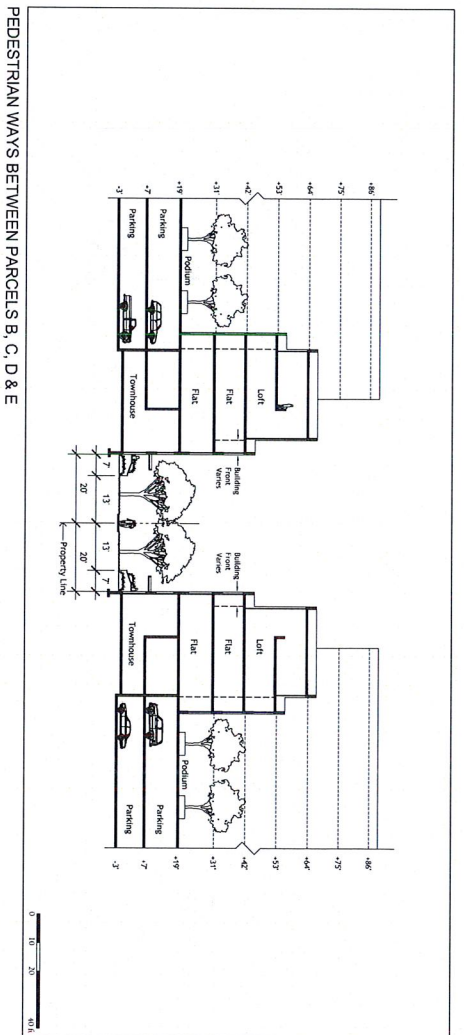


ILLUSTRATIVE BUILDING SECTIONS

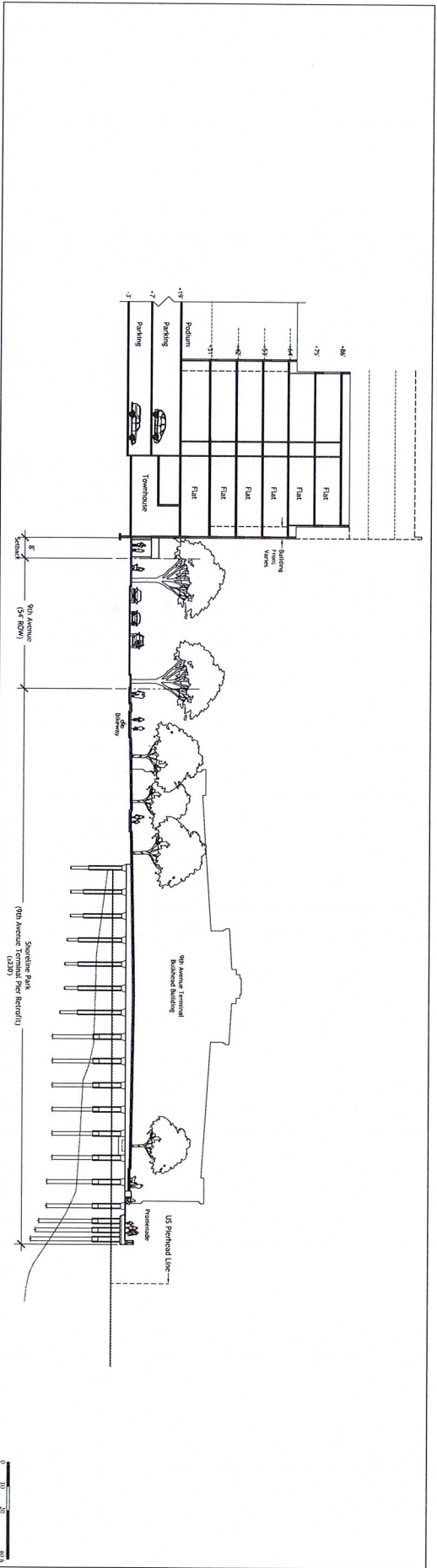
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PEDESTRIAN WAYS BETWEEN PARCELS B, C, D & E



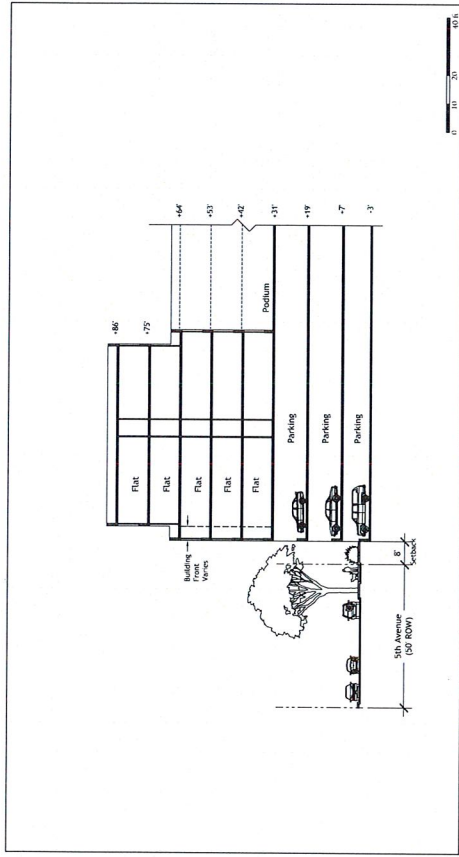
9th AVENUE AT PARCELS C, D, E & PIER RETROFIT

ILLUSTRATIVE BUILDING SECTIONS

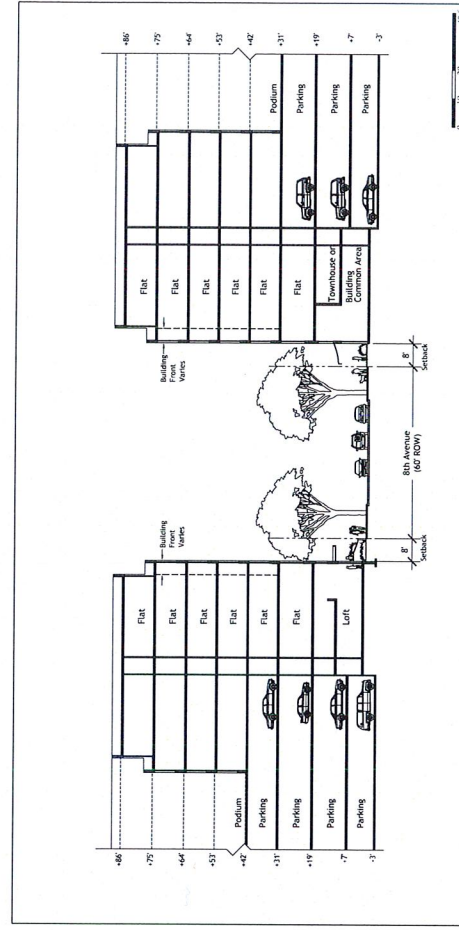
Brooklyn Basin - Oak to 9th Development Plan

Prepared for *Oakland Harbor Partners* by *ROMA Design Group* in association with *MVE Architects*, *Moffatt & Nichol* and *BKF Engineers*

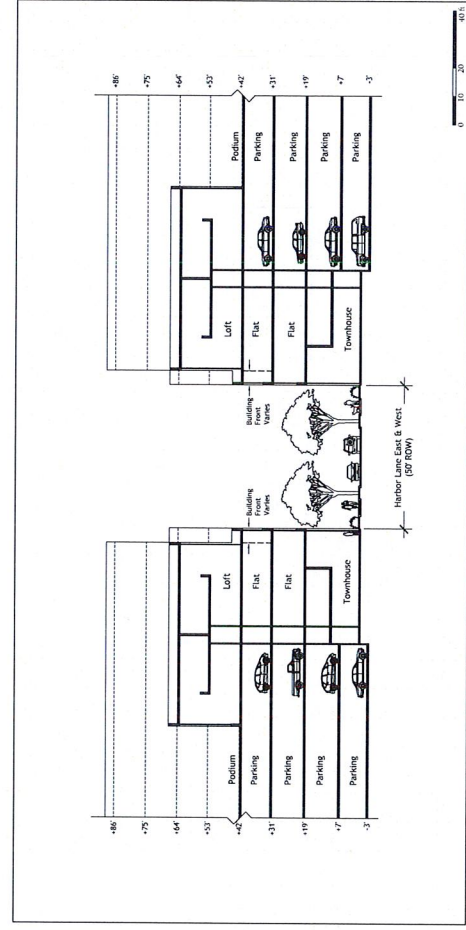
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5th AVENUE AT PARCELS K & L



8th AVENUE AT PARCELS B, F, C, G, D, H, E & J



HARBOR LANE EAST & WEST AT PARCELS H, J, K & L

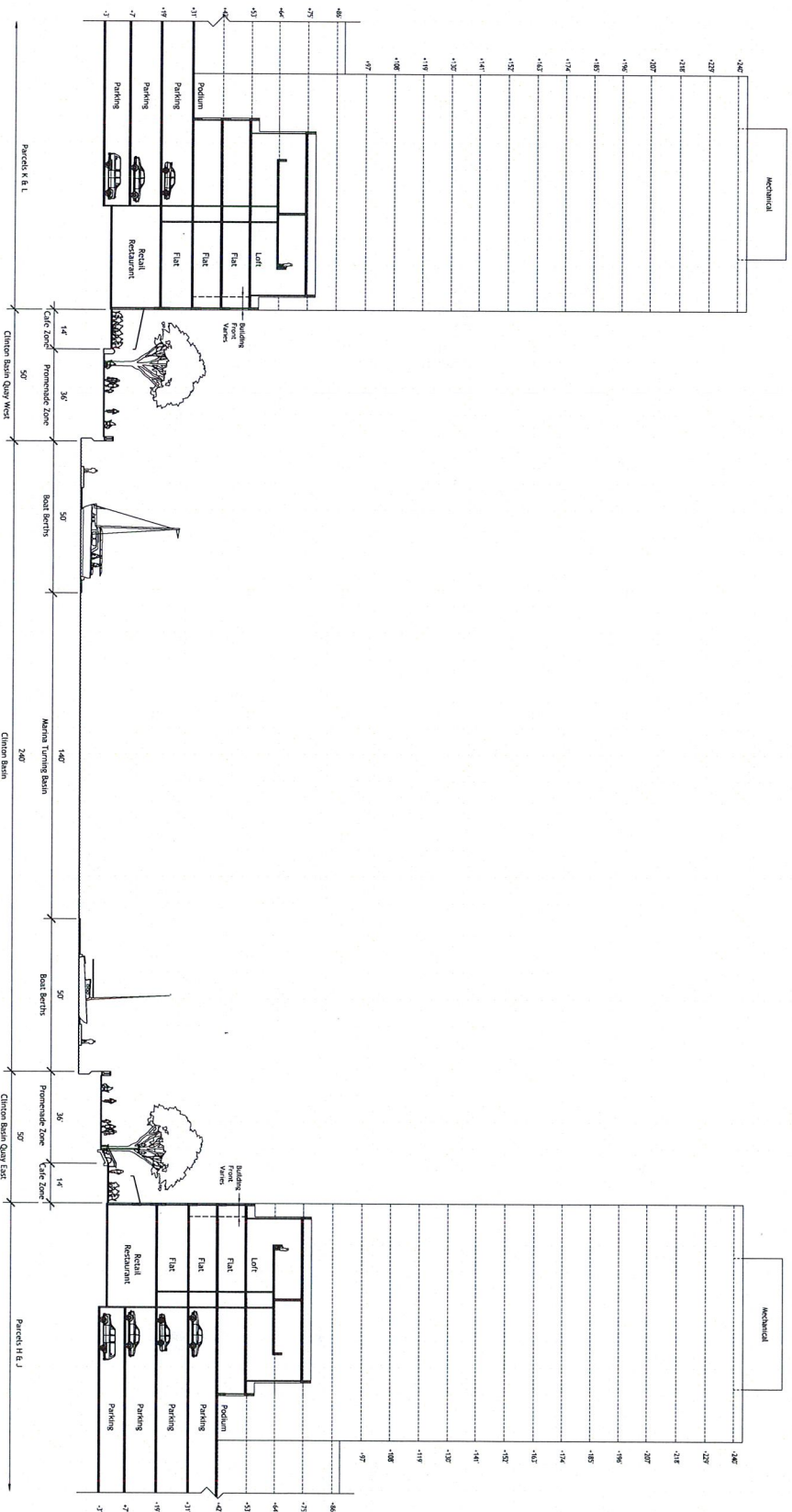
ILLUSTRATIVE BUILDING SECTIONS

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CLINTON BASIN AT PARCELS H, K, J & L



ILLUSTRATIVE BUILDING SECTIONS

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BROOKLYN BASIN
Oak to 9th Development Plan
CITY OF OAKLAND, CALIFORNIA

**OAKLAND
HARBOR
PARTNERS**

ROMA
URBAN DESIGN, MASTER PLANNING AND
LANDSCAPE ARCHITECTURE
Jazz Architects Group
1677 Shattuck Street
San Francisco, California 94122
Telephone (415) 818-9900

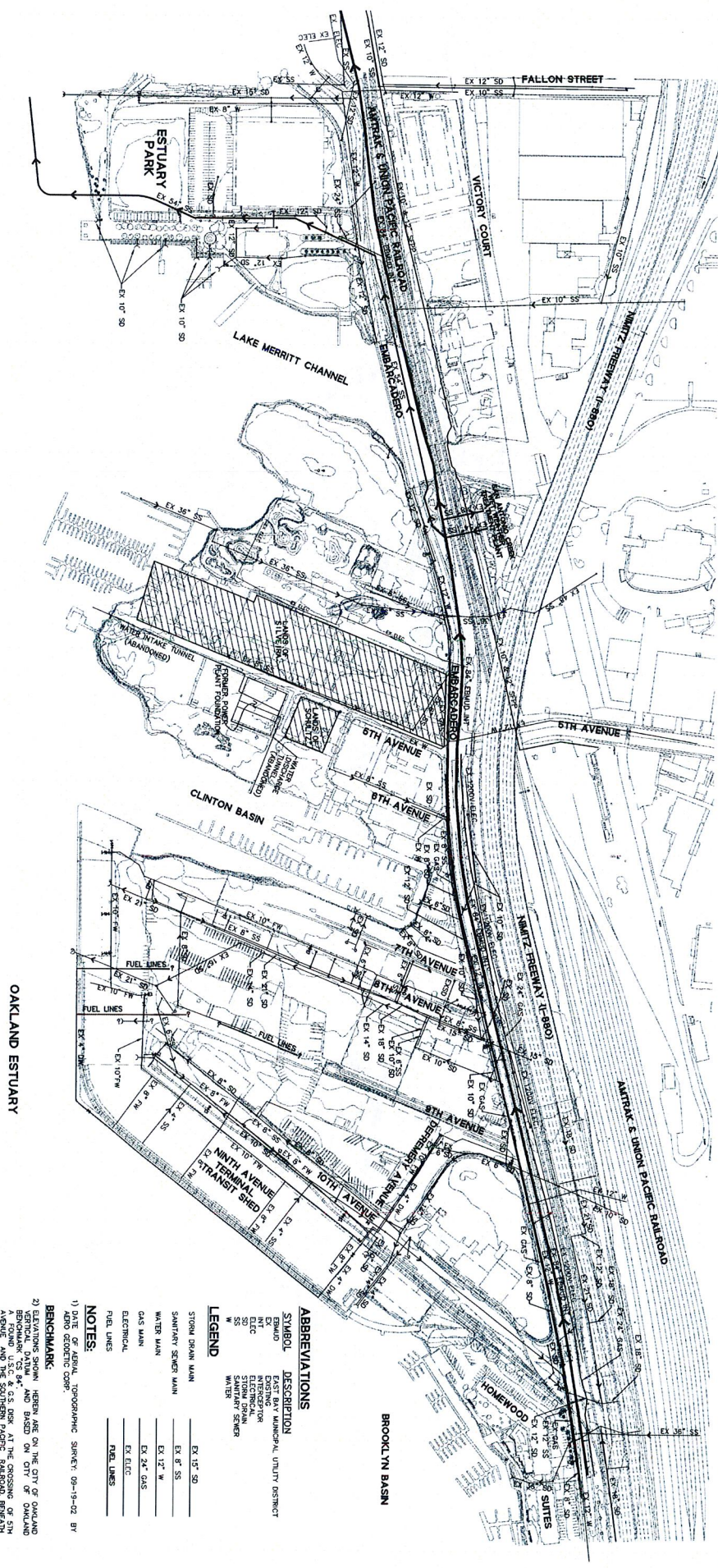
BKF
 DESIGNERS / SURVEYORS / PLANNERS
 255 Shoreline Drive, Suite 200
 Anaheim City, CA 92805
 650.442.6300 (TEL) 650.442.6359 (FAX)

REVISION	DATE	SCALE:
P.L.D. SUBMITTAL	02-02-04	1" = 150'
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	07-21-05	
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	12-22-05	
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	07-20-06	
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	10-16-06	

NOTE: THE DRAINAGE IS REDUCED AND NOT TO SCALE. SMALLER THAN 30' x 30'

EXISTING UTILITIES

SHEET NO:
C-2



A graphic scale bar is located at the bottom of the map. It consists of a horizontal line with alternating black and white segments. Above the line, the text "GRAPHIC SCALE" is written. Below the line, the distances "150", "0", "150", and "300" are marked, indicating the scale in feet. A north arrow is also present, pointing towards the top of the map.

ABBREVIATIONS

LEGEND

ESMD	EAST BAY MUNICIPAL UTILITY DISTRICT
EX	EXISTING
INT	INTERCEPTOR
ELEC	ELECTRICAL
SD	STORM DRAIN
SS	SANITARY SEWER
W	WATER

LEGEND

STORM DRAIN MAIN	EX 15" SD
SANITARY SEWER MAIN	EX 8" SS
WATER MAIN	EX 12" W
GAS MAIN	EX 24" GAS
ELECTRICAL	EX ELEC
FUEL LINES	FUEL LINES

NOTES:

AERO GEODETIC CORP.

BENCHMARK:

VERTICAL DATA

A FOUND U.S.
AVENUE AND T

THE SOUTHBOWN
NORTHERLY FAC

OF THE CENTER
GROUND.

ELEVATION = 9.

DIFFICULTIES

RECORD DATA
APPROXIMATE ON

WITH PRESENCE
SHOWN ON THIS

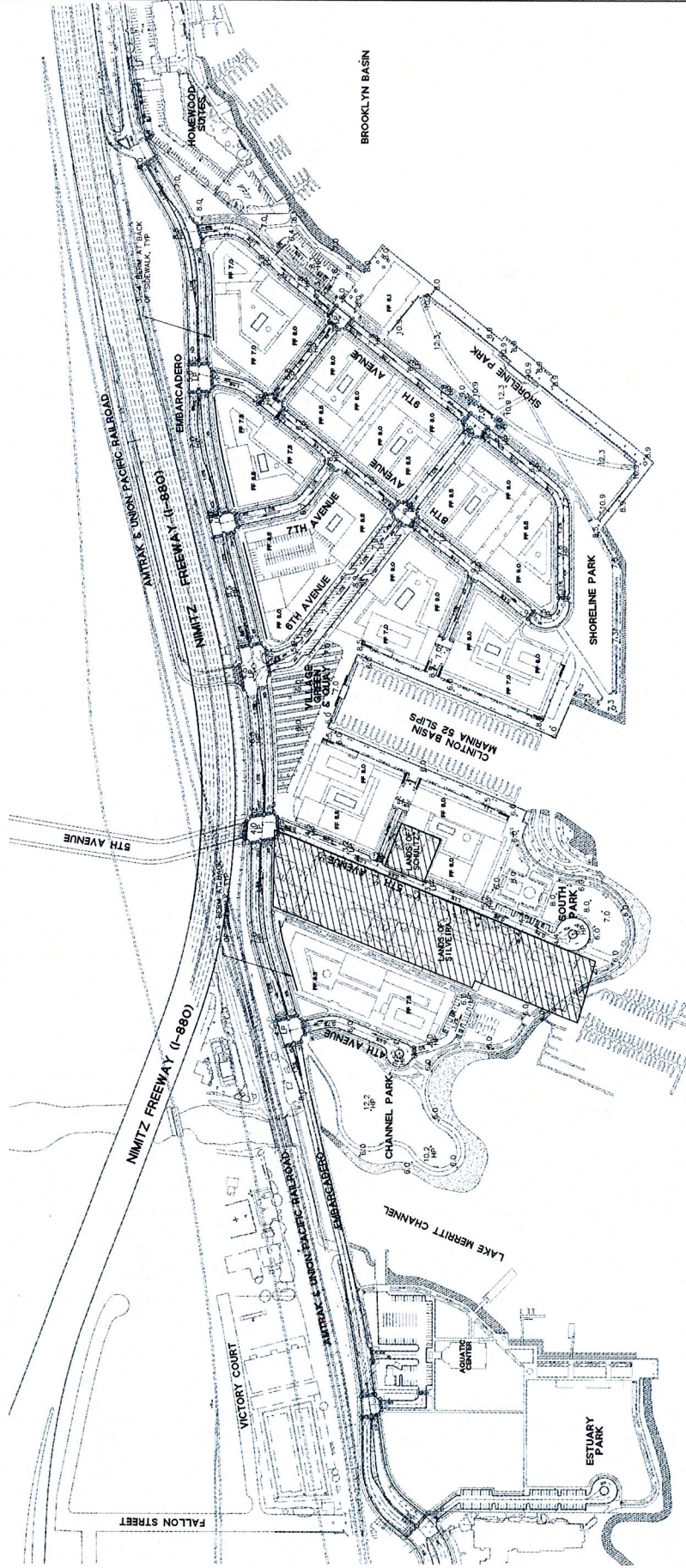
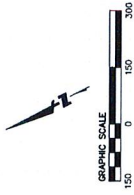
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1000

III

1

1000



ABBREVIATIONS

SYMBOL	DESCRIPTION
HP	HIGH POINT
LP	LOW POINT
TP	TYPICAL

NOTES:

1) REFER TO RELATED GRADING CONCEPT PLAN, STREET SECTIONS AND SHORELINE SECTIONS FOR ADDITIONAL INFORMATION.

OAKLAND ESTUARY

MARINA 118 SLIPS

OAKLAND ESTUARY

BROOKLYN BASIN
Oak to 9th Development Plan
CITY OF OAKLAND, CALIFORNIA

OAKLAND HARBOR PARTNERS

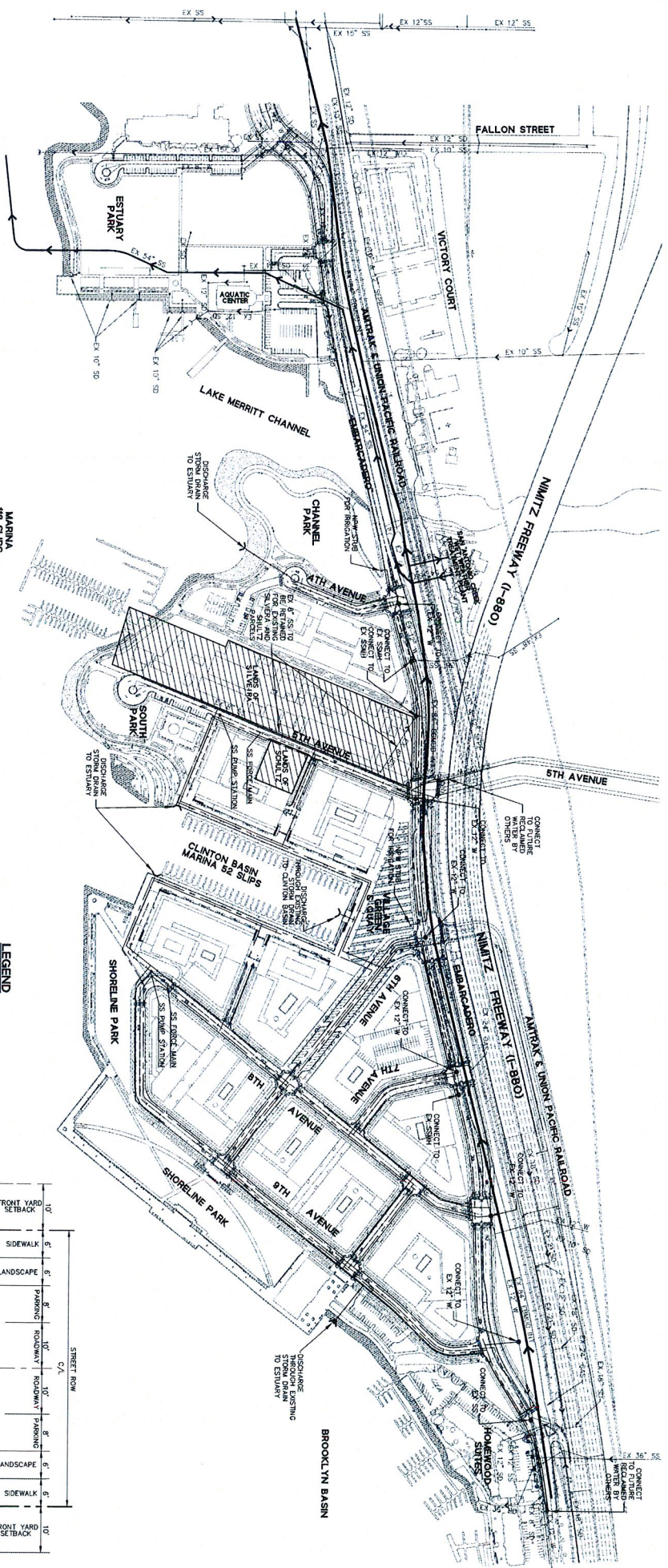
ROMA
URBAN DESIGN, MASTER PLANNING AND LANDSCAPE ARCHITECTURE
1000 14th Street, Suite 200
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Telephone: (415) 774-0000

BKf
ENGINEERS / ARCHITECTS / PLANNERS
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Oakland, CA 94612
415.442.5972 / 415.442.5939 (fax)

REGION	DATE	SCALE
FILED: SUBMITTAL	02-05-04	1"=150'
FILED: SUBMITTAL	02-05-04	1"=150'
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	12-08-05	1"=150'
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	07-20-06	1"=150'
PRELIMINARY DEVELOPMENT PLAN SUBMITTAL	10-15-08	1"=150'

PRELIMINARY GRADING CONCEPT PLAN

SHEET NO.	C-3
CASE	OWNER
SET	



OAKLAND ESTUARY

MARINA
118 SLIPS

EXISTING UTILITIES

1) RECORD DATA OF EXISTING UTILITIES FROM APPROXIMATE ONLY, ACTUAL LOCATION AND SIZE TO BE SHOWN ON THIS PLAN. SHALL BE VERIFIED IN THE FIELD BY THE CONTRACTOR DURING CONSTRUCTION.

ABBREVIATIONS

SYMBOL DESCRIPTION
EX EXISTING
NT NEW TRENCH
INT INTERSECTION
SD STORM DRAIN
W WATER
WATER

LEGEND

PROPOSED

EXISTING

STORM DRAIN MAIN
SANITARY SEWER MAIN
WATER MAIN
RECLAIMED WATER MAIN
PORT OF CONNECTION
STORM DRAIN
SANITARY SEWER
STORM DRAIN DISCHARGE

JOINT TRENCH

LOCATION & SIZE
TO BE DETERMINED

STORM DRAIN
COLLECTOR

RECLAIMED
WATER MAIN

SANITARY SEWER
COLLECTOR

WATER MAIN

TYPICAL PUBLIC UTILITY LOCATIONS

SCALE: 1"=10'

BROOKLYN BASIN
Oak to 9th Development Plan
CITY OF OAKLAND, CALIFORNIA

OAKLAND
HARBOR
PARTNERS

ROMA
LANDSCAPE ARCHITECTURE

2000 10th Street, Suite 200
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BKF
ENGINEERING / PLANNING

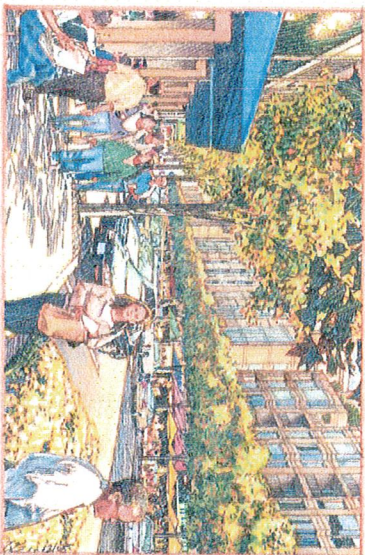
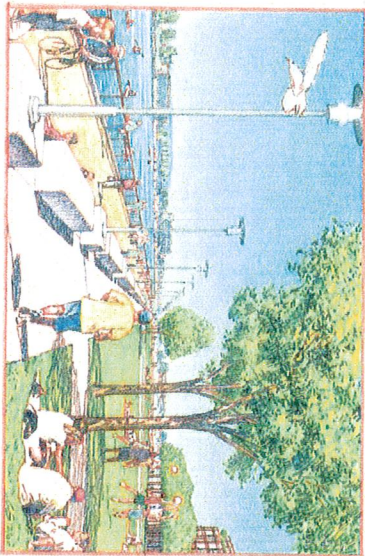
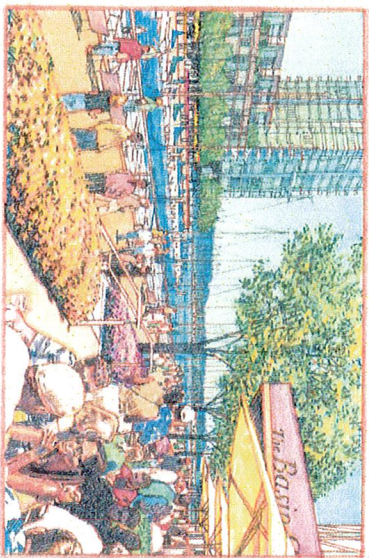
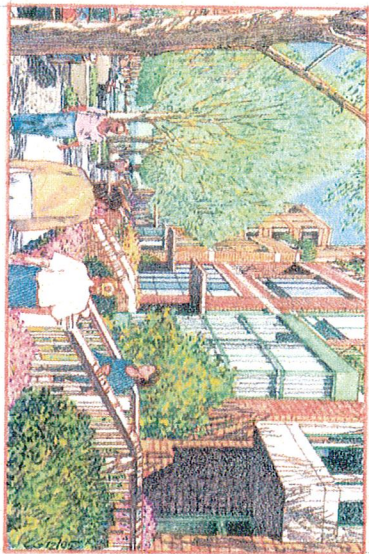
2000 10th Street, Suite 200
Oakland, CA 94612
Telephone (415) 771-9900

REGION	DATE	SCALE
PROPOSED DEVELOPMENT PLAN SUBMITTAL	07-01-05	1"=150'
PROPOSED DEVELOPMENT PLAN SUBMITTAL	07-01-05	DATE: 10, 2008
PROPOSED DEVELOPMENT PLAN SUBMITTAL	10-14-05	REVISION: 01-07-05
PROPOSED DEVELOPMENT PLAN SUBMITTAL	10-14-05	SHALLER PLAN 24"

PRELIMINARY UTILITY
CONCEPT PLAN

C-4

CASE DRAWN SET



OAK TO 9TH BROOKLYN BASIN

DESIGN GUIDELINES

NOVEMBER 2006 (REVISED JANUARY 2015)

OAK TO 9TH BROOKLYN BASIN

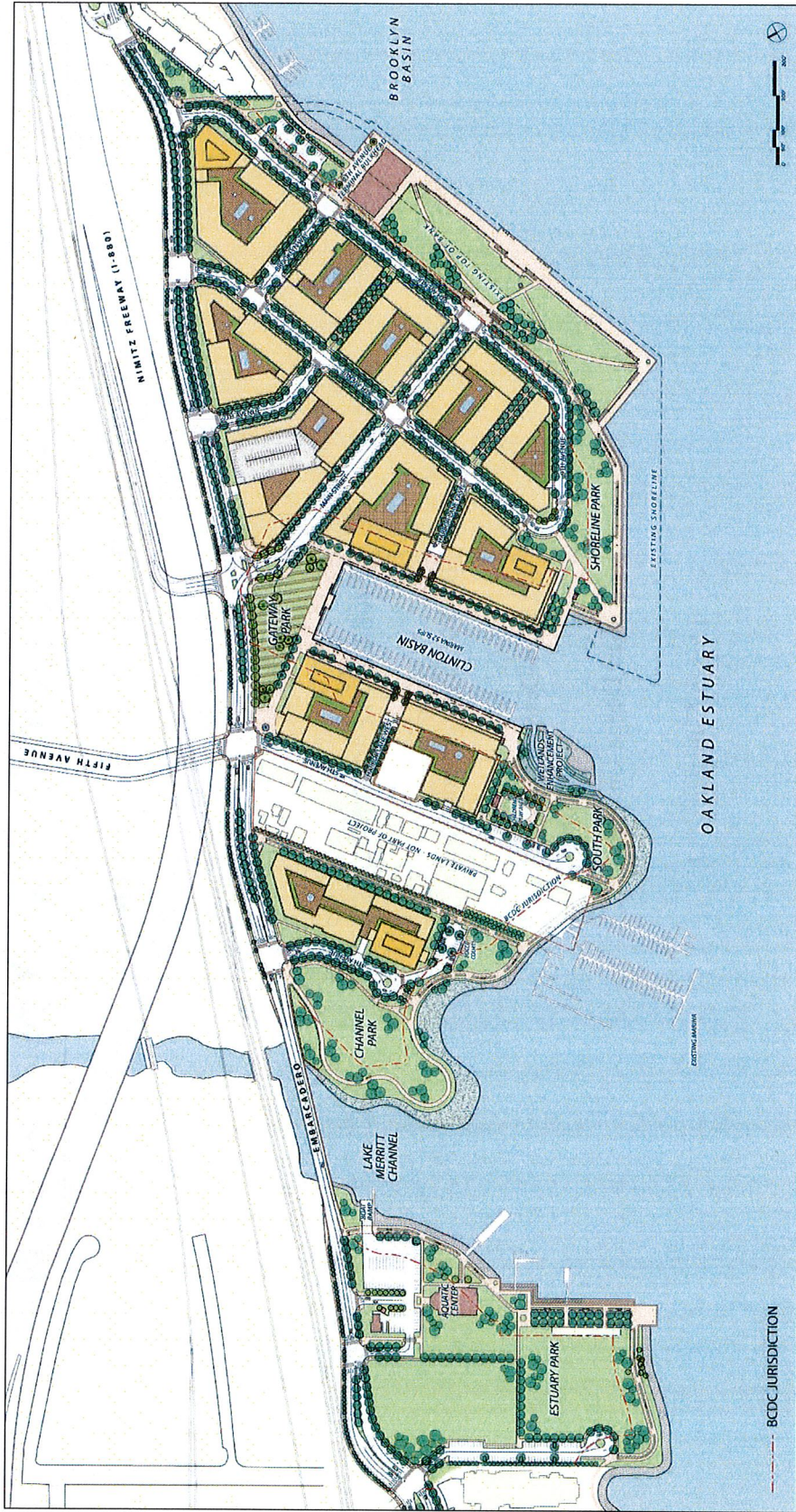
DESIGN GUIDELINES

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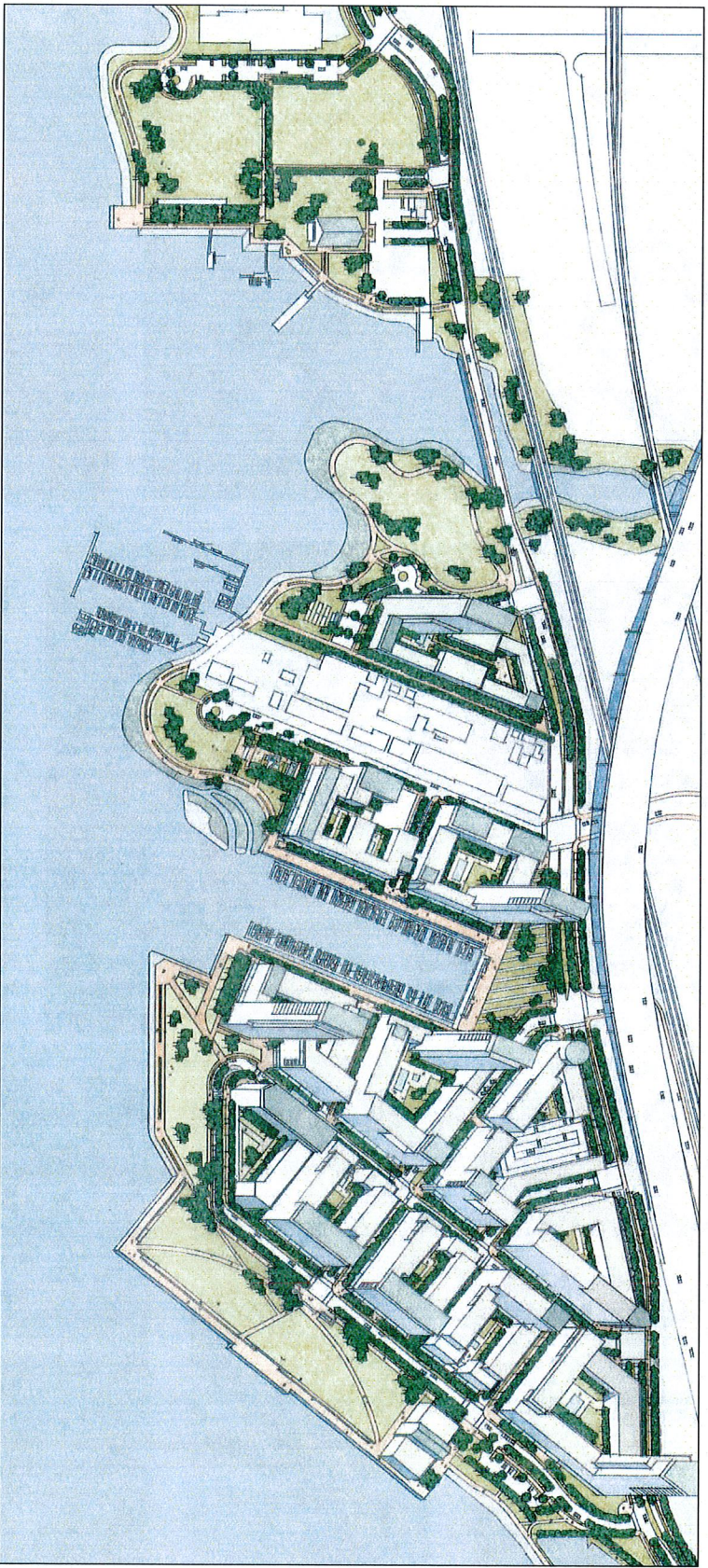
PREPARED BY ROMA DESIGN GROUP

NOVEMBER 2006 (REVISED JANUARY 2015)



ILLUSTRATIVE PLAN

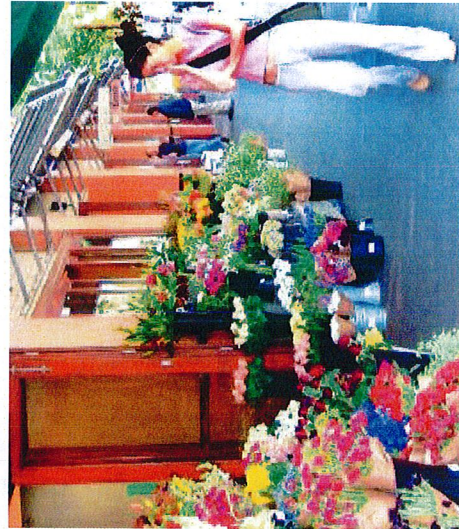
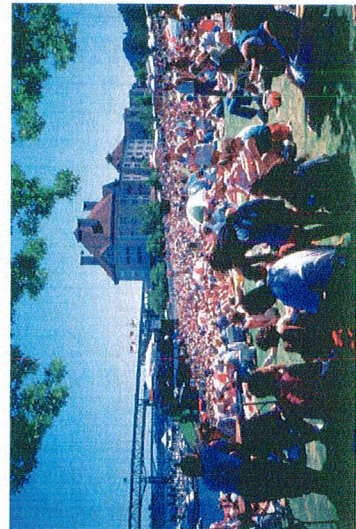
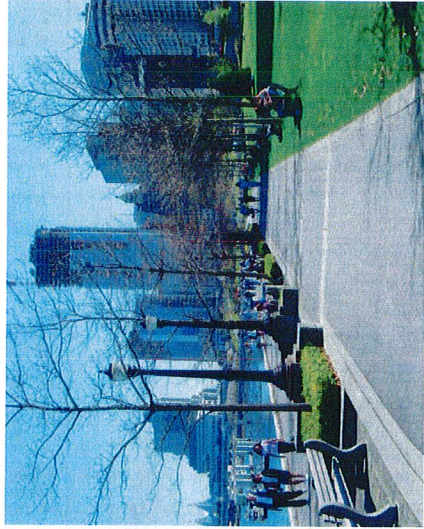
THE VISION FOR BROOKLYN BASIN



Brooklyn Basin will establish a vibrant new mixed-use neighborhood on the Oakland Estuary, reinforcing the public role and destination appeal of the waterfront as a civic destination of regional importance. With its extensive “necklace” of parks, promenades, quays and plazas, the new community will significantly extend and enliven Oakland’s waterfront eastward from Jack London Square, reconnecting the City with a significant portion of its shoreline. In addition

to its open space network, a rich offering of cultural, commercial and recreational activities will give Brooklyn Basin importance to Oakland and the Bay Area community. A diverse mix of residents will further enliven this part of the City and establish it as a viable neighborhood with sufficient critical mass to overcome the significant transportation infrastructure that now separates the waterfront from the downtown and the remainder of the community.

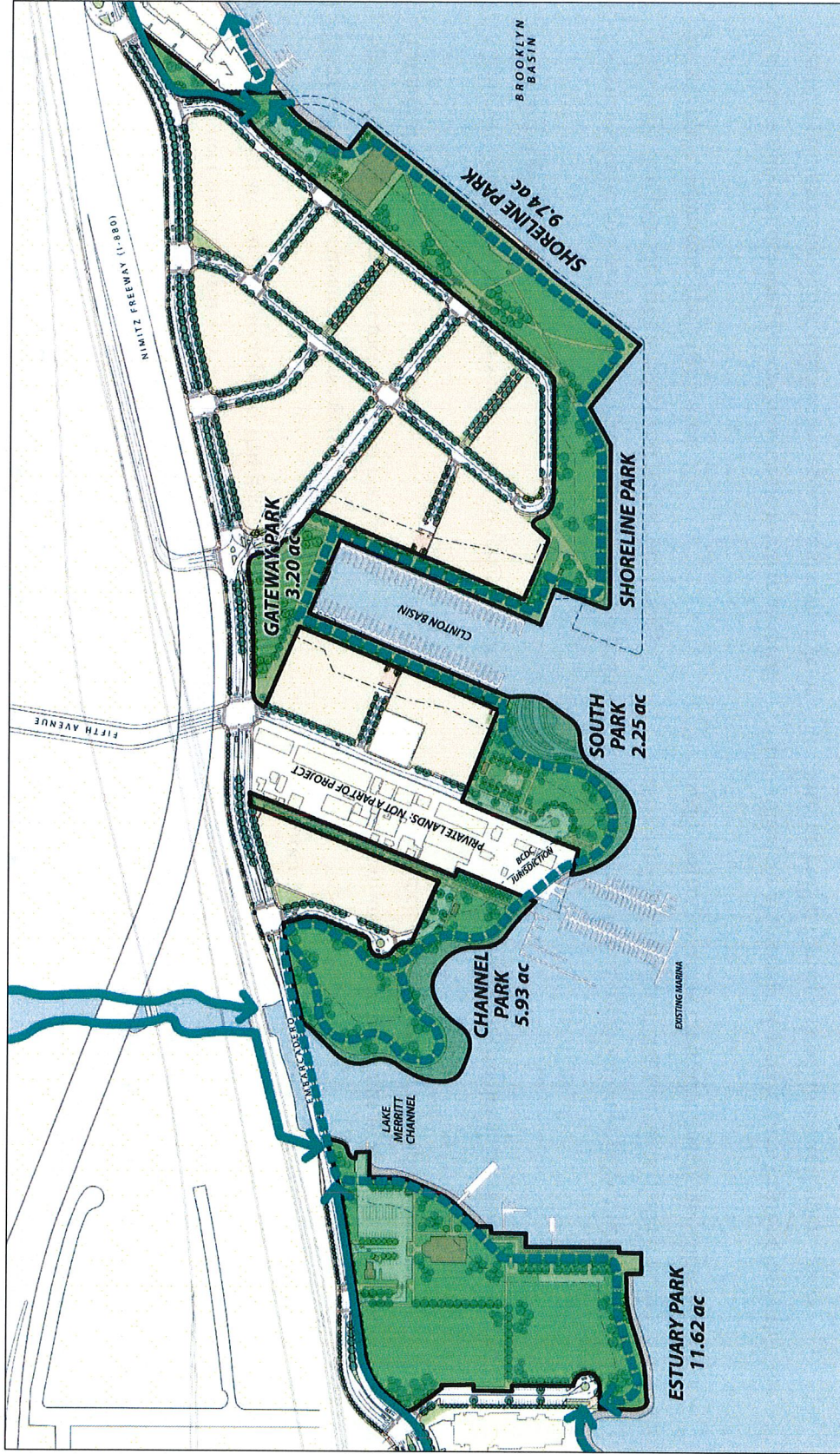
(REVISED JANUARY 2015)



URBAN DESIGN PRINCIPLES

The goal for Brooklyn Basin is to create a vibrant mixed-use neighborhood that furthers Oakland's efforts to promote urban living and to reconnect the city with its waterfront. The following urban design principles are intended to support this goal:

1. Establish a continuous and diverse network of public open spaces, including parks, promenades and plazas along the Estuary shoreline.
2. Configure and design the open space system to serve as a city-wide and regional resource.
3. Create walkable and lively public streets, open spaces and pedestrian ways that provide strong visual and pedestrian linkages between the waterfront and inland areas.
4. Provide a range of cultural, recreational and commercial activities that reinforce the public destination appeal and civic role of the waterfront.
5. Introduce a mix of housing that supports a diverse population of residents and that promotes a day and nighttime environment along the waterfront.
6. Maintain and enhance public views to the waterfront.
7. Configure and design buildings to spatially define and reinforce the public character of streets and open spaces.
8. Introduce ground level activities that enliven streets and public spaces.
9. Develop a dynamic composition of taller and shorter buildings that reinforce the spatial characteristics of the waterfront and open space system, and that dramatize this unique shoreline setting.
10. Allow for a diversity of architectural expressions within the strong public framework of streets and open spaces.



CONTINUOUS WATERFRONT OPEN SPACE

URBAN DESIGN CONCEPT

A Continuous Necklace of Waterfront Open Space

Brooklyn Basin will provide approximately 32 acres of public open space along the Estuary, linked by a continuous pedestrian and bicycle trail system that connects Jack London Square with Oakland's eastern waterfront. The open space system will include a restored wetland, four new parks, an expanded Estuary Park, and a wide public promenade along the perimeter of Clinton Basin. More specifically:

- **Estuary Park** will be expanded by approximately 2 acres to the north and east, and more strongly integrated with the Aquatic Center at the mouth of Lake Merritt Channel; public parking will be provided along the western edge of the open space and the large field space will be enhanced. The park will open up panoramic views to the Estuary from The Embarcadero.
- **Clinton Basin** forms the heart of the new community. The 3.6-acre water space will be a unique urban destination animated by recreational vessels and surrounded by a public esplanade lined with overlooking cafes and restaurants. The 50-foot wide public quay is organized in two stepped tiers, a 15-foot wide promenade with outdoor cafes providing overlook onto a 35-foot wide promenade at the water's edge with public seating and landscaping.
- **Channel Park** across Lake Merritt Channel from Estuary Park will be designed as a large waterfront meadow with a new vegetated edge, suitable for passive recreation, picnicking and sunbathing. Bocce ball courts are incorporated in the southeastern portion of the open space, adjacent to a small public parking lot. A dog park is planned immediately south of the Lake Merritt Channel bridge along the Embarcadero. The
- **South Park** at the southern terminus of Fifth Avenue will provide panoramic views up and down the Estuary. The park also overlooks a reclaimed wetland at the mouth of Clinton Basin, and features a children's playground.
- **Gateway Park** offers dramatic views of Clinton Basin and the Estuary from the Embarcadero and I-880, and a direct visual and pedestrian connection between Fifth Avenue and the shoreline. The park will provide a stage for civic events as well as commercial (e.g., farmers market, arts/crafts fairs, etc.) and recreational activities oriented to both Clinton Basin and Main Street.



Clinton Basin forms the heart of the new community. It is defined by a public esplanade lines with overlooking cafés and restaurants.

- **Shoreline Park** along the southern and western edges of the community provides a grand civic space oriented to the open water of Brooklyn Basin. The park is designed to accommodate large celebrations, concerts, water festivals, as well as day-to-day activities, such as informal play and passive recreation. Much of the park is built on the existing pile-supported pier structure of the 9th Avenue Terminal, the maritime history of which will be celebrated through interpretive elements and displays.

A Rich Pattern of Public Streets and Pedestrian Ways

- Streets in the Brooklyn Basin community are configured and designed as an integral extension of the open space system, providing direct pedestrian and visual linkages between the city and the waterfront. The streets are aligned to offer direct views to the Estuary from the Embarcadero and oriented to ensure maximum exposure to the sun throughout the day and year. Each street is designed to create a unique urban and pedestrian experience with generous sidewalks and adjoining buildings that provide activities, eyes on the street and strong spatial definition. The pattern of blocks, at intervals of 300 to 400-feet, extends the grid pattern of the city and offers multiple and diverse routes between the Embarcadero and the shoreline. More specifically:
- **Main Street** joins the Embarcadero at the foot of Clinton Basin, and terminates at Shoreline Park. The wide street serves as a commercial mixed-use spine and gathering place for the community. Between the Embarcadero and 8th Avenue, it is lined with neighborhood-serving shops that will benefit from the intensity of activity, the high levels of visibility, and convenient on-street diagonal parking. Between 8th and 9th Avenues, workshops, galleries and work-live lofts will extend the commercial character and activity of the street to Shoreline Park.
 - **Ninth Avenue** forms a strong public edge to Shoreline Park, and a direct and welcoming entrance to the community from the Embarcadero. A wide bicycle and pedestrian promenade along the park edge of the street accommodates the significant volumes of waterfront visitors that are expected, and the street offers generous on-street curbside parking as well as access to a public parking lot just north of the 9th Avenue Terminal.
 - **Eighth Avenue** is an urban residential street connecting the Embarcadero with the waterfront at the southeastern tip of the Brooklyn Basin community. The street will have an urban village character, with tree-lined sidewalks defined by ground level lobbies, townhouse and loft units.
 - **Fifth Avenue:** As a major north-south corridor through Oakland, Fifth Avenue will be maintained and enhanced as a critical linking and gateway street in the Brooklyn Basin community. The street provides the principal address and



Shoreline Park provides a grand civic space oriented to the open water of Brooklyn Basin.

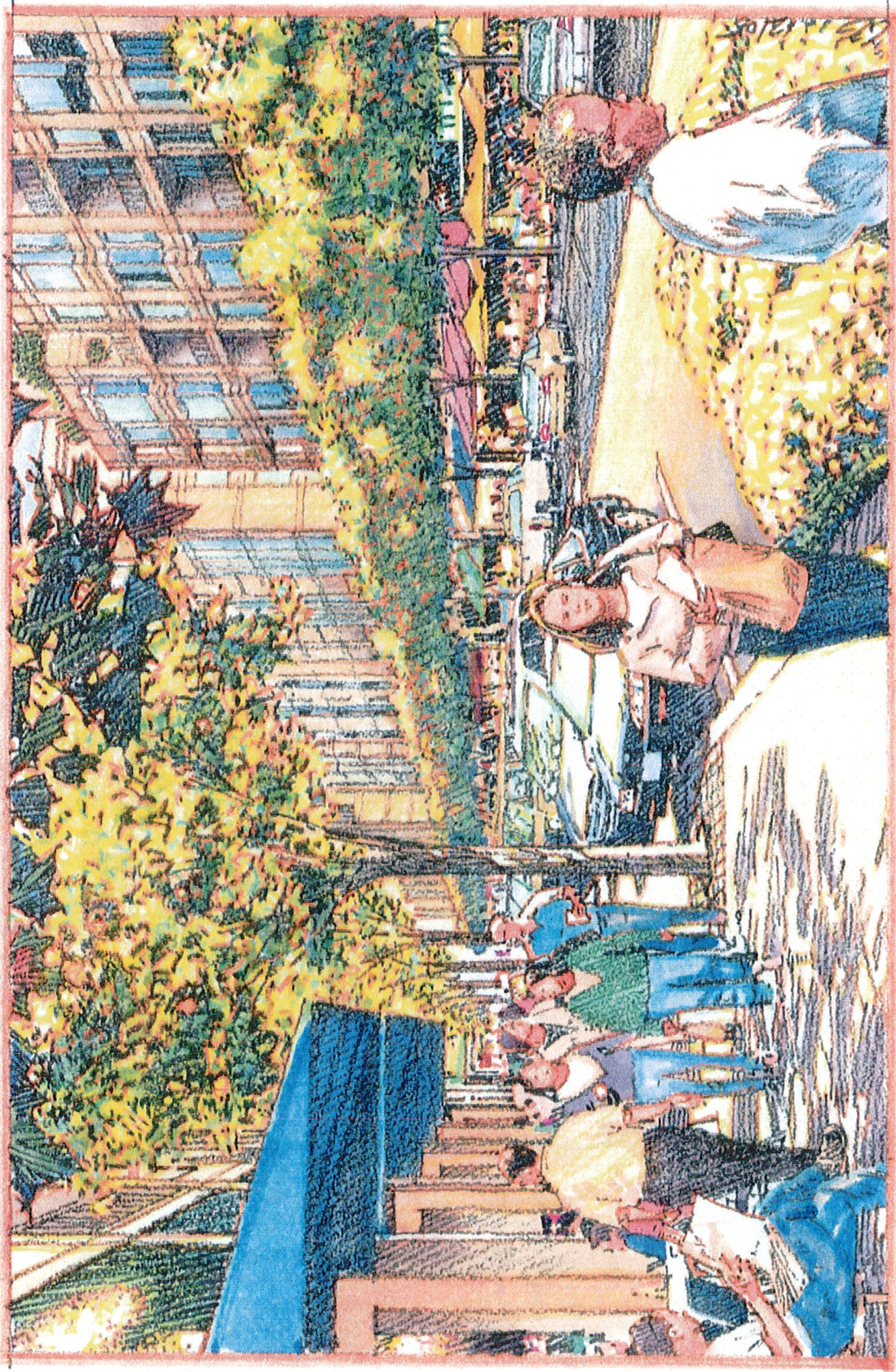
access for the existing artists' community, which will remain. Provision will be made for continuous pedestrian access along the western edge of the street, and the relatively light volumes of vehicular traffic will make the street a comfortable route for recreational cyclists destined for the waterfront.

- **Fourth Avenue** will provide public pedestrian, vehicular and bicycle access along the western edge of Channel Park from the Embarcadero. The street will include on-street public parking and provide access to a small public parking lot for park visitors.
- **Pedestrian Mews:** Complementing and extending the public street network, a series of more intimately scaled pedestrian streets will offer additional access through the community and to the waterfront. These include a pedestrian and bicycle way along the eastern edge of the Fifth Avenue artists' community, which will be lined with workshops and lofts, and two residential mews between Eighth and Ninth Avenues that connect Clinton Basin with Shoreline Park.

A Diverse Mix of Public-Oriented Activities

A program of cultural, recreational and commercial activities has been programmed to reinforce the public spiritedness of the Brooklyn Basin community and its appeal as a citywide resource and waterfront open space destination. More specifically:

- **Ninth Avenue Terminal:** A refurbished section of the Ninth Avenue Terminal will provide an opportunity for historical and interpretive exhibits that celebrate the maritime heritage of the site, a cultural center, community-gathering place, restaurant and retail opportunities.
- **Recreational Boating** will be further expanded in the area through the renovation of the Clinton Basin and Fifth Avenue Marina. The Aquatic Center at Estuary Park will be maintained and enhanced as an integral part of the new community.
- **Commercial Recreation:** Visitor-oriented shops and restaurants will further reinforce the public appeal of Clinton Basin, creating a vibrant urban place at the water's edge, and a waterfront destination unique in the region and indeed the country.



Main Street is envisioned as a commercial mixed-use spine connecting the Embarcadero with Shoreline Park.

- **Neighborhood Serving Commercial Use:** In addition, Main Street is planned with 75,000 square feet of ground level shops and a grocery store that will be attractive to both residents and visitors. The friendly pedestrian environment and the proximity to both Clinton Basin and Shoreline Park will make this a popular new activity center in Oakland.

A Wide Range of Housing Opportunities

Brooklyn Basin is planned and designed as a new Oakland neighborhood, focused on livability and diversity in the spirit of the broader community. As such, the neighborhood includes a wide range of housing types that can meet the needs of families, seniors, young couples and singles. More specifically:

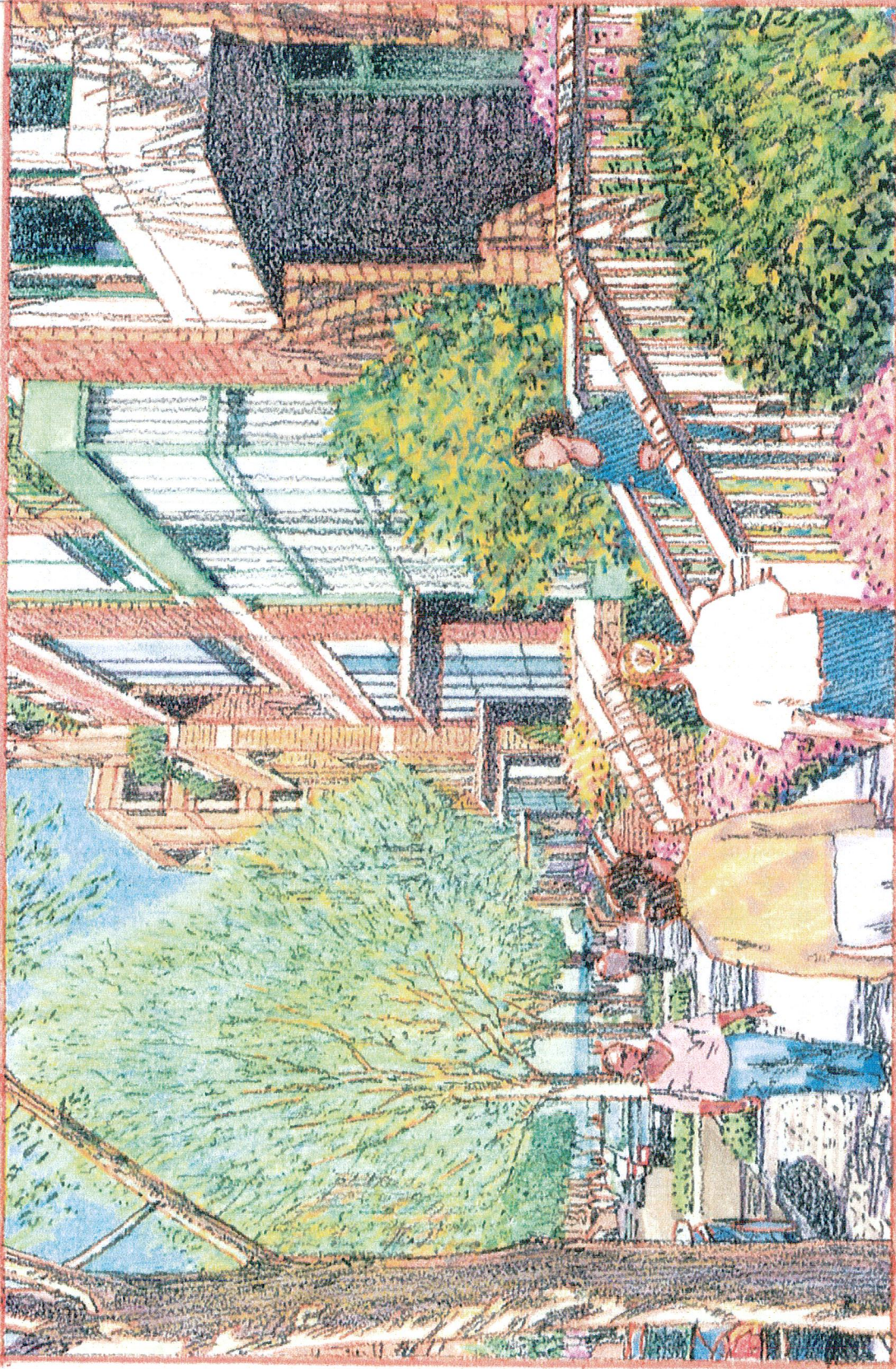
- **Live-Work Loft Units** capable of accommodating artist work-shops or galleries and other small businesses are envisioned in a variety of locations in the Brooklyn Basin community, including along Main Street between 8th and 9th Avenues and along other internal streets of the community where they will contribute to a lively and interesting pedestrian environment.
- **Townhouse Style Units** will also activate sidewalks along the pedestrian mews near Shoreline Park and along the other internal streets of the community. With their direct proximity to the open space and trail system, these units will be particularly suitable for young families.

- **Podium Units** in the mid-rise buildings of Brooklyn Basin will come in a full range of sizes and as such will serve a broad segment of the population including seniors, singles, and young couples. Many of these units will enjoy direct views to the waterfront and/or internal courtyard open spaces with resident serving amenities.

- **High Rise Tower Units:** As an urban neighborhood, Brooklyn Basin also offers high rise living with units that will have broad panoramic views of the Estuary, Bay and Oakland hills.

A Dynamic Composition of Building Forms and Expressions

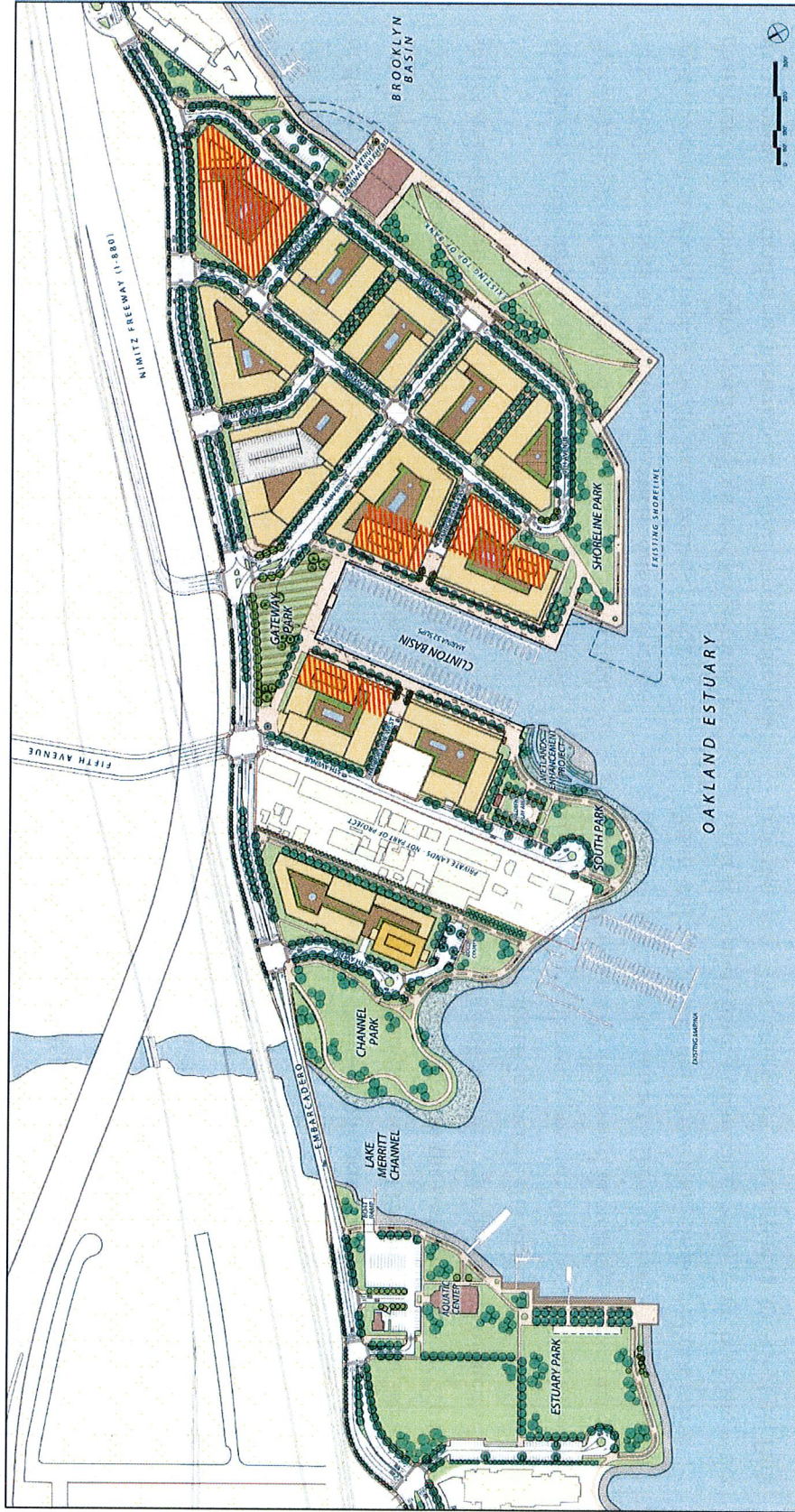
Rather than a homogeneous or monolithic grouping of buildings, the Brooklyn Basin community is conceived as a diverse and varied skyline carefully composed to give form to the waterfront and to the public spaces and streets of the neighborhood. From a distance the community will appear as an extension of the city, with five distinctive towers spaced in a manner that maintains views to the water from the Oakland hills and upland areas. Along the Embarcadero and the I-880 freeway, the building wall will be varied in height and broken at regular intervals by streets and open spaces that provide views to the Estuary and shoreline parks. Within the community, the height and massing of buildings serve to dramatize the visual setting of the waterfront and open space, spatially define



Eighth Avenue will have an urban village character with tree-lined sidewalks defined by ground level lobbies, townhouses and loft units.

key public spaces, and lend diversity and interest to the public environment. The composition of buildings is predicated on the following principles:

- **Four-Sided Architecture:** Although Brooklyn Basin is a waterfront community with dramatic views up and down the Estuary, the waterfront edge is not given priority over any other edge. In order to ensure strong integration with the remainder of the city, a high quality of architectural treatment is planned on all sides, those facing the Embarcadero and I-880 freeway, internal streets and pedestrian ways, as well as the public open spaces and waterfront.
- **Multiplicity of Architectural Expressions:** Buildings within Brooklyn Basin are not restricted to any specific architectural style. Rather, a variety of architectural expressions are encouraged as a means of enhancing the diverse mixed-use, urban character of the community. Each development project will, by use of massing, articulation, materials and detail, contribute to a coherent form and structure within the new community.
- **Buildings that Provide Strong Spatial Definition:** Individual buildings are not conceived as isolated or stand-alone projects, but instrumental in shaping and defining the public spaces and streets of the community. Buildings will be generally built to the property lines of streets and parks to provide such definition and overlook, but will be massed and articulated to avoid the creation of an undifferentiated and monolithic environment. Building walls will become lively and delightful edges to streets and open spaces through the variation of building materials and planes, and the introduction of architectural elements like balconies, loggias, moldings, setbacks, etc.
- **Towers that Punctuate the Urban Landscape:** The placement of tower buildings up to 240 feet in height has been carefully considered relative to the surrounding waterfront context and the overall skyline. Five towers are located where they will have minimal impact on the shading of public spaces, and where they will have a positive effect in creating gateways, defining major public places and in creating an exciting and dynamic urban environment. Three towers flanking Clinton Basin will accentuate the primary importance of this urban water space and create a dramatic gateway from both the water and the land. Two additional towers, one facing Channel Park and the other Shoreline Park provide a visual counterpoint to the horizontal plane of water and open space, and strong gateways along Embarcadero and I-880 Freeway. The spacing of the towers ensures that views from upland areas as well as from within the community are maintained.



TOWER ZONE

DESIGN GUIDELINES

Building Height, Massing and Treatment

Design Intent

The massing of buildings should contribute to the overall form and structure of the community, to the spatial definition of public spaces and streets, and to the visual diversity and interest of the public realm. Taller buildings up to 240 feet in height should be designed and sited to accentuate the form and importance of Clinton Basin, and to mark the key gateways into the community. Mid-rise buildings up to 86 feet in height should be utilized to define internal streets, and building edges should step down to 55 feet along the remainder of the Clinton Basin and along more intimately-scaled residential mews. Portions of buildings should also be permitted to a height of 120 feet where such massing can be visually supported by the adjacent public open space. Within these overall massing envelopes, additional variation and articulation should be provided in both the horizontal plane and the vertical profile of buildings to break down their perceived mass and bulk, and to promote a finer increment of development. Building massing should provide additional variation and architectural interest that promotes a cohesive community scale and an attractive pedestrian environment.

- a. Building volumes should be articulated separately to break down the perceived scale and mass of the structure and to provide visual interest.
- b. Corner locations, visual termini, major entries and other visible building frontages should receive special emphasis and treatment.
- c. A varied building silhouette is encouraged through significant changes in massing at rooflines.

Tower Location and Massing

Buildings above 120 feet and up to 240 feet in height are limited to particular tower zones (see diagram) located in areas that will have less shadow impact, and that will reinforce the overall form and structure of the community. Tower zones are established: at the edges of Clinton Basin and Gateway Park, along the Embarkadero at Channel and Shoreline Parks, and near the foot of Eighth Avenue. Within each of these zones, one tower will be permitted, subject to the following guidelines:

1. The tower should be sited and shaped in a manner that reinforces the spatial characteristics of the public space and/or street on which it is located.



Special treatments (e.g. shaping, fenestration, materials, etc.) like these examples in Vancouver should be employed to accentuate the vertical proportion of towers.

2. The maximum floorplate of all towers should not exceed 15,000 square feet with the exception of the tower at the foot of 8th Avenue, which shall not exceed 12,000 square feet. Towers should have compact floorplates with no dimension exceeding 165 feet.
3. The tower should be spaced such that one tower is at least 200 feet away from another tower.
4. Architectural treatments should be employed to accentuate the vertical proportion of the towers through shaping, fenestration, materials, etc.
5. Special treatments should be introduced to vary and create interest across and enhance the skyline appeal and visual appearance of the structure (e.g., reduction of floorplate size and/or increase in floor-to-floor dimension on top floors, change in fenestration, spires, introduction of special materials or visual features, etc.).
6. The tower should be designed to provide an interesting silhouette, profile and volumetric form on the skyline through variation of building material, building shape, plane and setbacks.
7. The topmost floors of the building should be architecturally differentiated through the use of setbacks or changes in material and fenestration as appropriate to the overall architectural expression of the building.

8. The tower should be architecturally integrated with the perimeter block architecture at its base, differentiated by a change in plane, material and/or fenestration. While setbacks may be appropriate to create a building base, vertical expression of the tower is also encouraged; “wedding-cake” buildings are discouraged.

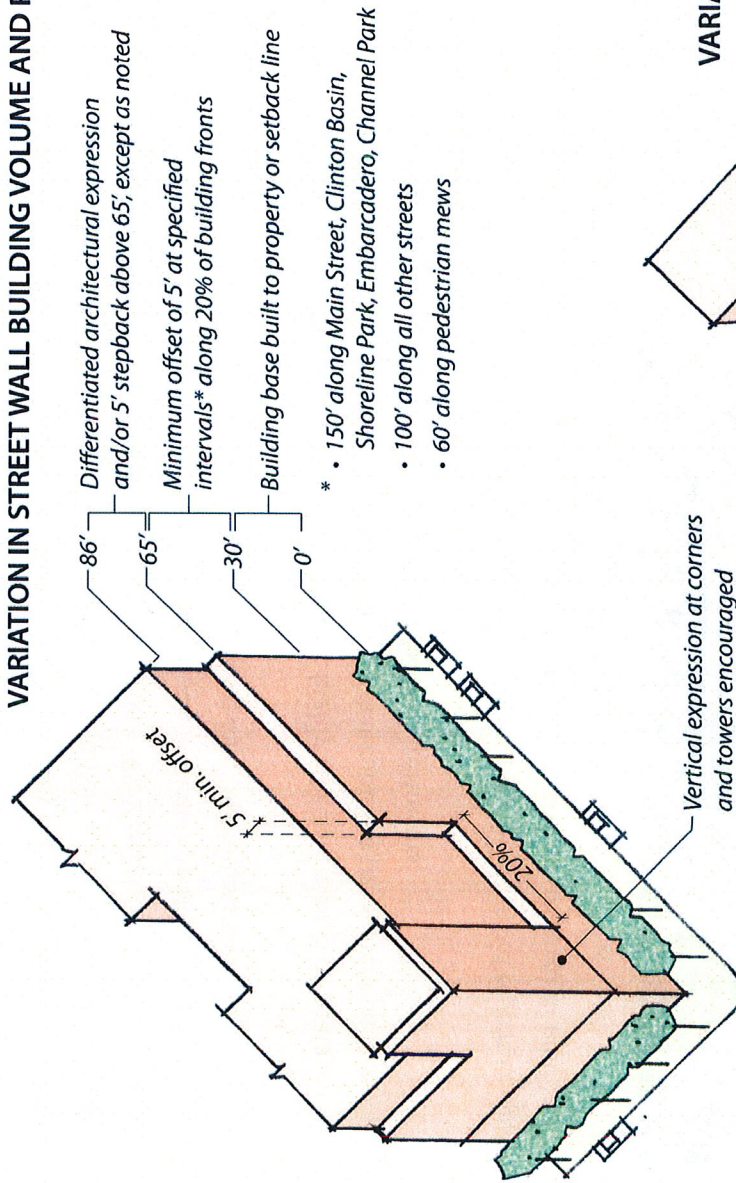
9. The use of mirrored or highly reflective glass is discouraged in favor of tower buildings that combine transparent curtain wall glazing with punctured wall treatments.

10. Placement and design of balconies should avoid repetitive eggcrate patterns, but rather be located and designed to reinforce the overall building form.

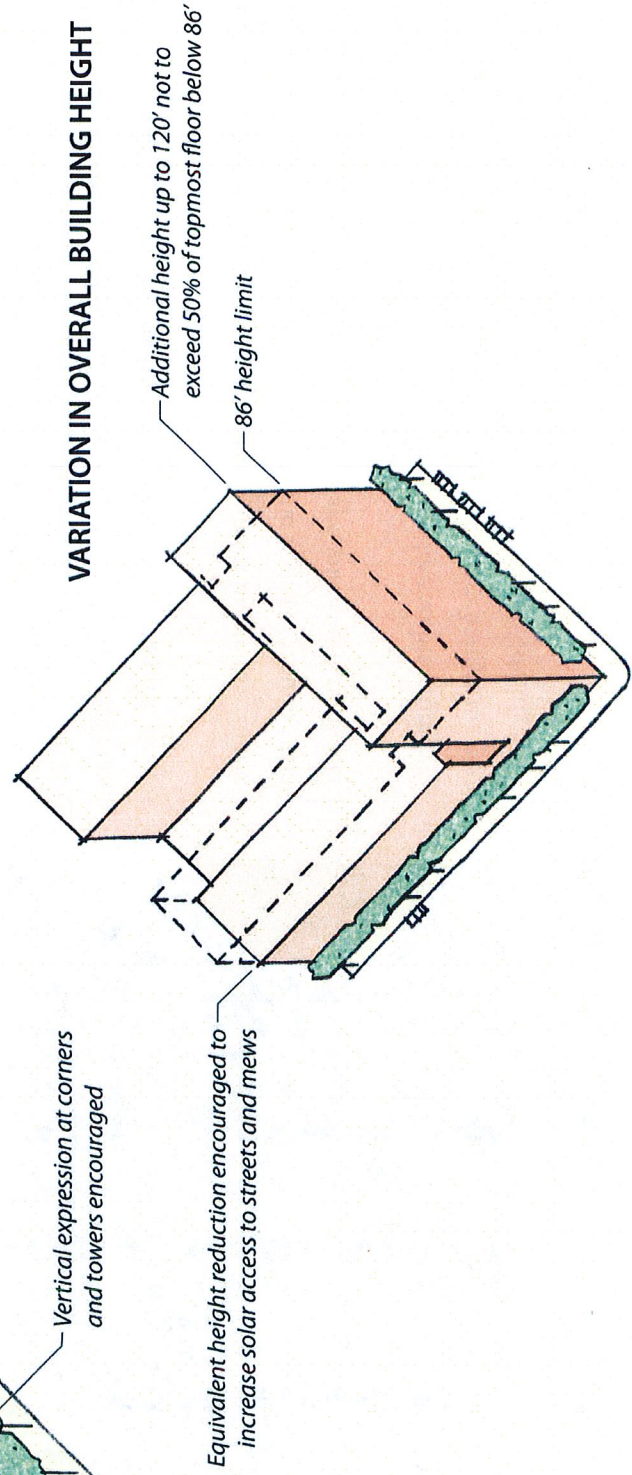


The topmost floors of towers should be architecturally differentiated through the use of setbacks, changes in material, building shape, etc.

VARIATION IN STREET WALL BUILDING VOLUME AND PLANE



VARIATION IN OVERALL BUILDING HEIGHT



Variation in Overall Building Height

Apart from the tower zones, the predominant building height within the Brooklyn Basin community is 86 feet. To promote additional variation in building height and to avoid a “pancake” or benching effect on the skyline, buildings will be permitted additional height of up to 120 feet, subject to the following guidelines:

1. The additional height is located along edges that will not result in excessive shading of public and pedestrian-oriented spaces. Acceptable locations include the 9th Avenue/Shoreline Park edge, on Parcels B, C, D, and H of the Preliminary Development Package.
2. The additional height is employed in areas that articulate key intersections, gateways, and/or street and building geometries.
3. The additional height does not exceed 50% of the area of the topmost floor below the 86-foot height.
4. A reduction of building height is encouraged below 86 feet (equivalent to the total floor area of the additional height above 86 feet); these reduced height areas should be located in areas that will result in increased solar access to streets, mews, or other public spaces.

Variation in Street Wall Building Volume and Plane

Within a clear and coherent architectural composition, building facades should be articulated by means of recesses, changes in plane, bays, projecting elements, variations in exterior finishes or a combination thereof. Articulation strategies may include emphasis of groupings of dwelling units or occupied spaces, establishing vertical and horizontal rhythms, creating a varied building silhouette, adding visual accents and similar architectural strategies. Long unarticulated street walls should be avoided. The following guidelines apply to buildings of 86 feet in height or less:

1. Buildings should introduce a differentiated architectural expression and/or a step of at least 5 feet, above a height of 65 feet, to allow for the uppermost floors to be articulated, and to maintain a perceived street wall height roughly equivalent to, or less than, the building face-to-face dimension across the street. Along Clinton Basin, such expression should be provided above a height of 55 feet. (In order to encourage vertical expression, this setback does not apply to tower buildings, corner elements, or to areas where additional height above 86 feet is permitted.)
2. Significant changes in building massing should be provided above a height of 30 feet. Such changes are defined as a building offset of not less than five (5) feet for 20% of the building frontage along a public street or open space, incorpo-



Buildings should introduce a differentiated architectural expression and/or a setback of at least 5 feet above a height of 65 feet. Varied fenestration, balconies, bay windows, loggia etc., are encouraged to promote variation and articulation along streetfronts.

rated at particular intervals depending upon the frontage and the scale of the adjoining street or public space. These intervals are as follows:

- 150 feet along Main Street, Clinton Basin, Shoreline Park, the Embarcadero, and Channel Park;
- 100 feet along all other internal streets; and
- 60 feet along pedestrian mews.

3. To promote additional variation and articulation, changes in building materials are encouraged, consistent with a coherent volumetric approach to the overall massing and architectural expression. Varied fenestration, balconies, bay windows, loggia, etc. are also encouraged.

Parking Garage Facades

While parking garages are encouraged to be encapsulated within buildings, it is anticipated that some frontages may have portions of garages exposed to public street fronts. In such cases, special architectural treatments should be implemented to reduce their visual dominance and to integrate them into the overall form and character of the primary building, without masking the function of the structure for parking. Exposed parking garage facades should comply with the following guidelines:

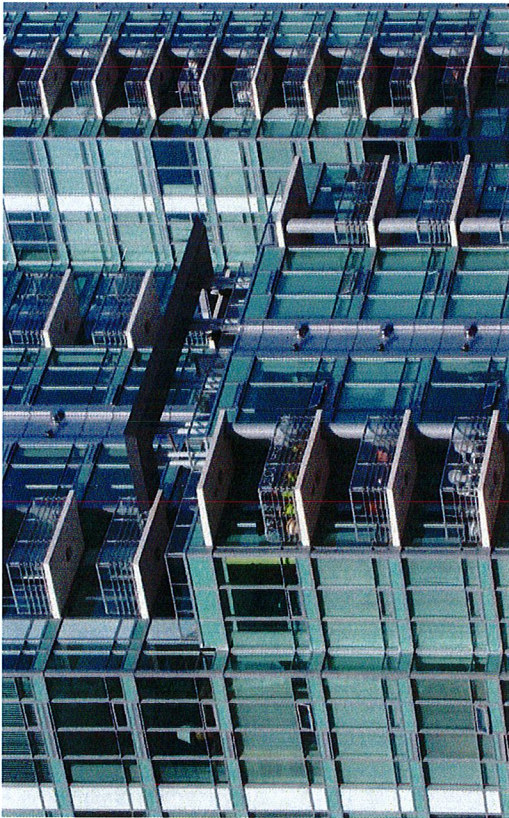
1. The parking garage façade should be architecturally integrated with the façade of the occupied space served by the garage.
2. Patterns of openings at garage facades should be similar in rhythm and scale to other openings within the building.
3. Building materials should be the same as those utilized in the occupied portion of the building.
4. Awnings, canopies, sunscreens, planters, ornamental railings, and other elements should be utilized to provide visual richness.
5. Transparent glazed or unglazed openings should not exceed 50% of the wall area visible from any public street front.
6. Interior lighting of garages should be designed to prevent direct view of the light source from streets or public access areas to the greatest degree practicable.
7. Exposed parking garages are not permitted along Clinton Basin, Shoreline Park or Channel Park.



Windows

The proportion and subdivision of typical windows should reflect the overall proportion and character of the building.

1. Window materials, trim (if any), and detailing should be of a good quality and consistent with the architectural character of the building.
2. Windows set flush with cement plaster (stucco) finish without provision of trim, projecting sills, or other perimeter detailing are discouraged unless it can be demonstrated that the detail is critical to the architectural expression of the building. A recess dimension of not less than 2.5 inches should be the applicable general rule with larger recess dimensions encouraged to provide shadow lines and visual interest.
3. Glazing should be transparent to the maximum extent practicable. Reflective glazing, except at special locations that are consistent with the overall architectural design, is discouraged.
4. Punctured windows inset within an opaque wall should predominate in the lower portions of the building, where they can help to give scale to the public realm. Curtain wall glazing should be primarily utilized on the upper portions of buildings where vertical expression is more desirable.



Roofs should be designed to be visually interesting, using non-reflective materials and colors.

Rooflop Treatment

Since many roofs will be visible from surrounding structures, they should be designed to be visually interesting, using non-reflective materials and colors.

1. Terraces and open spaces for the use and enjoyment of residents are encouraged.
2. Appliance vents, exhaust fans, and similar roof penetrations should be located so as to not be visible from streets or open spaces. Exposed metal penetrations and roof accessories should be finished to match or blend with the roof color.
3. Any screening devices employed should be consistent with the architectural character and composition of the building.

Exterior Wall Materials

All exterior materials should be durable and of a high quality. Acceptable materials include: cement plaster (stucco), cement boards or pre-cast panels, concrete, metal panels, stone, brick and split face block. EIFS (Exterior Insulation and Finish Systems), unfinished concrete block, hardboard or plywood siding, vinyl or aluminum siding are not allowed.

Roofing Materials for Sloped Roofs

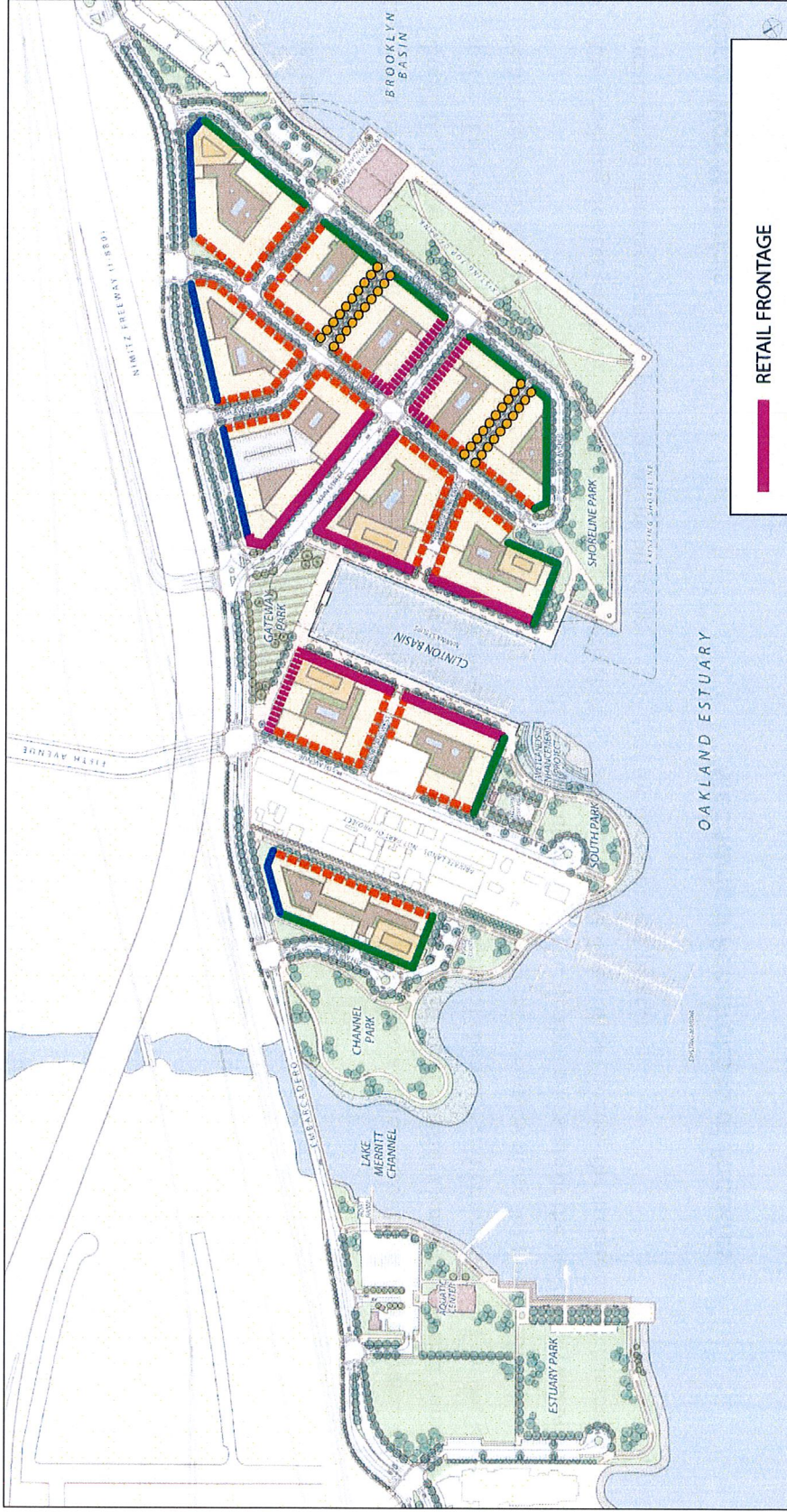
Concrete or clay tile, high quality composition shingles, slate, and standing seam metal roofing are permitted roof materials for slopes of 2:12 or greater. Sheet or roll roofing, synthetic shakes or shingles, high glaze tiles or glossy painted concrete tiles are discouraged.

Exterior Color

Each project should create a cohesive color palette that takes into consideration the finish of all exterior elements, and that complements the architectural character and composition of the building. Projects are encouraged to employ more than one body color to articulate the form, rhythm and scale of the building. Accent colors are encouraged where they enhance the architectural character of the development project.

Mechanical Penetrations at Facades

Mechanical penetrations at building facades, including kitchen and dryer vents, bath exhausts and other penetrations should be minimized to the maximum extent practicable. Where necessary they should be aligned horizontally and vertically with other penetrations, window openings and/or other architectural features to present an organized appearance, consistent with the architectural character and composition of the building.



BUILDING FAÇADE AND STREET FRONTAGE LINKAGE

Building Orientation and the Public Realm

Design Intent

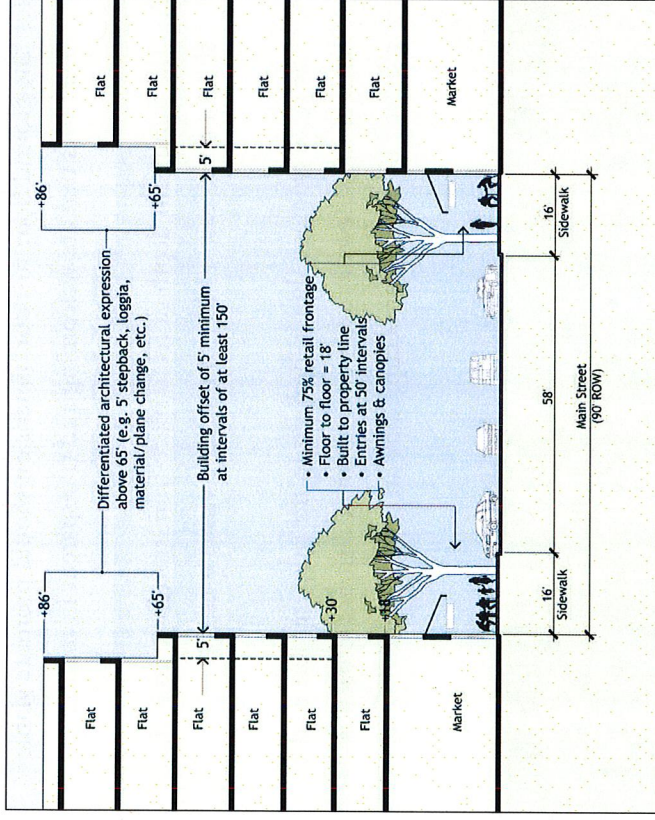
Buildings should contribute to the spatial definition and to the activation of public spaces and streets, through appropriate massing, orientation and treatment. A diversity of conditions should be established throughout the community, to create a rich pedestrian environment suitable to the particular location and to the spatial characteristics of the adjacent public space or street. Six predominant conditions are envisioned for the Brooklyn Basin community: retail edges, commercial and live/work edges, streets with a mixture of edge conditions; the mews edges; edges along the parks and waterfront; and the Embarcadero edges (see diagram). Treatment of blank walls, service areas, waste handling, etc. should also be carefully considered to minimize any negative effects on the public realm. More specifically:

Retail Edges

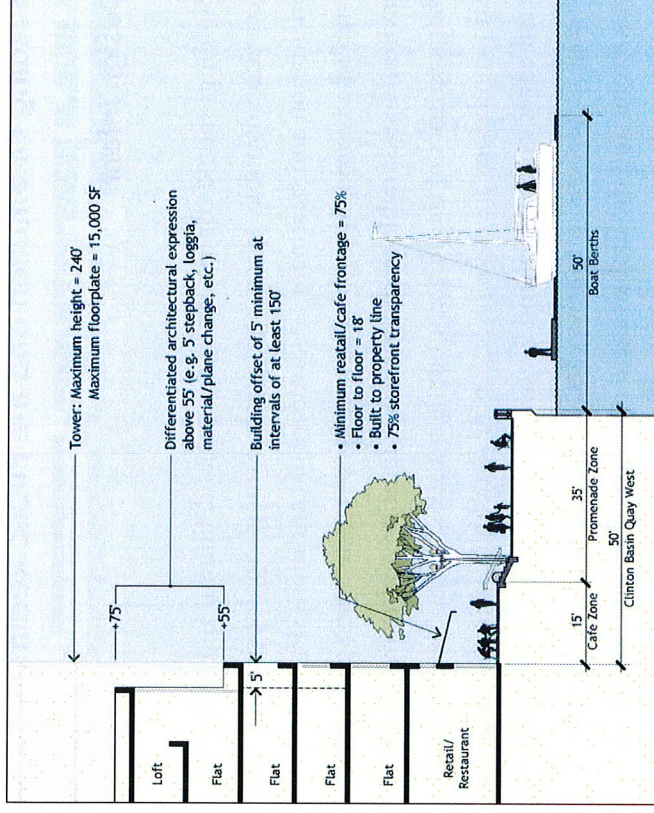
Along Main Street (between 8th Avenue and the Embarcadero), and along the Clinton Basin frontage, at least 75% of the building frontage should be in retail use including shops, restaurants, and cafes. These building frontages should adhere to the following guidelines:

1. The ground floor-to-floor dimension should promote viable retail uses that are welcoming and transparent in nature.
2. The minimum depth of retail space from storefront to rear should be at least 40 feet to promote viable uses.
3. The retail frontage should be built to the property line at the back of the sidewalk, except where an additional setback is required by zoning, or occupied by an outdoor café.





TYPICAL BUILDING SECTION: MAIN STREET RETAIL



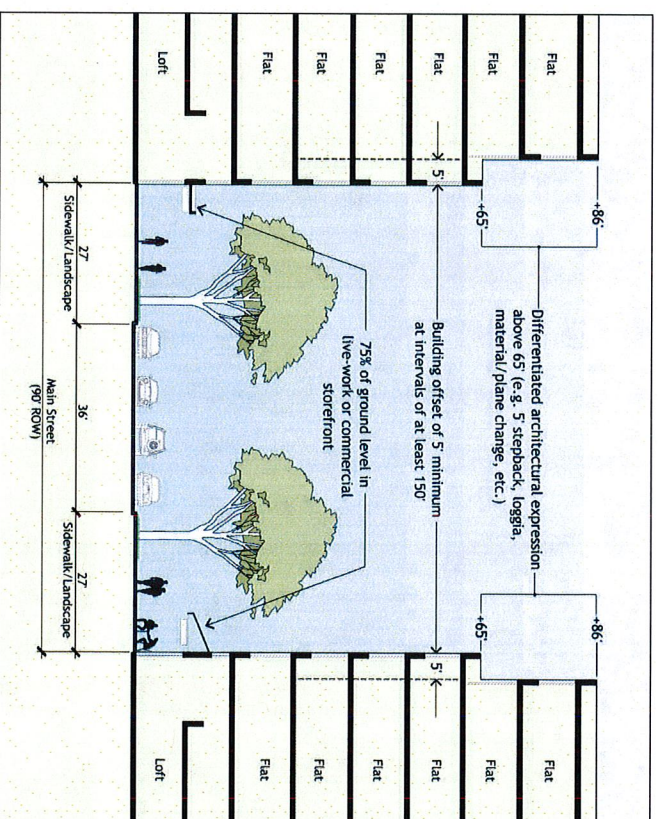
CLINTON BASIN PROMENADE SECTION

4. The interior finished floor elevation should be generally flush with the adjacent street or promenade frontage.
5. Building entries should be oriented to the street or promenade at intervals of approximately 50 feet, except for major anchor tenants such as grocery or drug stores, which could be a greater interval.
6. Shop fronts with a high level of transparency – at least 75% – should be established along these frontages.
7. The use of canvas awnings and metal canopies are encouraged to provide shelter and shade to the pedestrian, and color and life to the building façade (see awnings and canopies below).

Commercial and Work/Live Frontages

Along Main Street (between 8th and 9th Avenues, and along Gateway Park (see diagram), at least 75% of the building frontages should be developed with a retail frontage as described above, and/or with a commercial work/live frontage that includes ground floor work spaces (e.g., workshops, studios, galleries, offices, etc.) with a direct orientation to the street or public space. These building frontages should adhere to the following guidelines:

1. Ground floor uses should have their primary access from the street or public space.
2. The ground level use should be accessible to the public, and as such generally flush with the elevation of the adjacent sidewalk or promenade.
3. The commercial frontage should be built to the front yard setback or build-to line, except where an additional setback is occupied by a publicly accessible entry court that is visible from the street or promenade.
4. Building entries to ground level work-live or commercial space should be oriented to the street or promenade at intervals of approximately 50 feet or less.



TYPICAL BUILDING SECTION: MAIN STREET LIVE/WORK COMMERCIAL

5. Building fronts should include a moderate to high level of transparency – at least 50% – to promote pedestrian interest and security.
6. The use of canvas awnings and metal canopies are encouraged to provide shelter and shade to the pedestrian, and color and life to the building façade.

Streets with a Mixture of Conditions

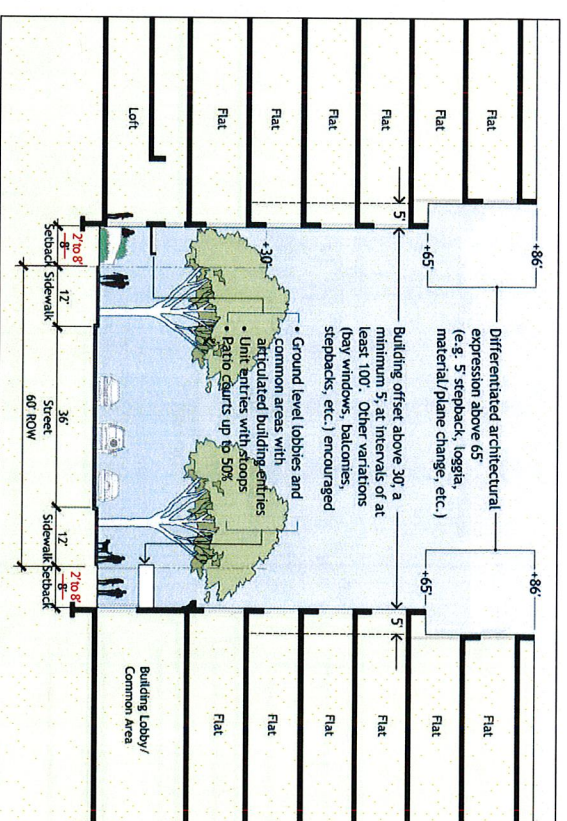
Along 5th, 7th and 8th Avenues, and along Brooklyn Way and Harbor Lane East and West (see diagram), the ground level should be designed to provide an attractive building base, utilizing high quality materials (e.g., stone, precast masonry, etc.), detailing and treatments that complement the public environment. A variety of treatments are encouraged, including retail or commercial live/work frontages.

A two to eight foot building setback along the mixed use streets and along the waterfront/park edges is intended to encourage a variety of urban design features at the street level consistent with ground floor uses; the urban design features may be expressed in the form of lobby entrance setbacks, stoops, planters and landscape buffer, with a variety of design expressions and materials. In order to create a vibrant pedestrian experience, a continuous street wall at the minimum two foot setback line is strongly discouraged. Where the development setback averages less than three feet, ground floor articulation should be provided along non-commercial street frontages. Aside from retail/commercial uses, proposed live/work and street level loft unit should provide appropriate setback to glass line with landscape hedges or planter buffer to provide for privacy. Fifty percent of the setback area (up to eight feet if a deeper setback area is provided) should be softscape (i.e., vegetated) along non-commercial frontages. The fifty percent should be calculated on the total amount of setback area provided, up to eight feet in depth.

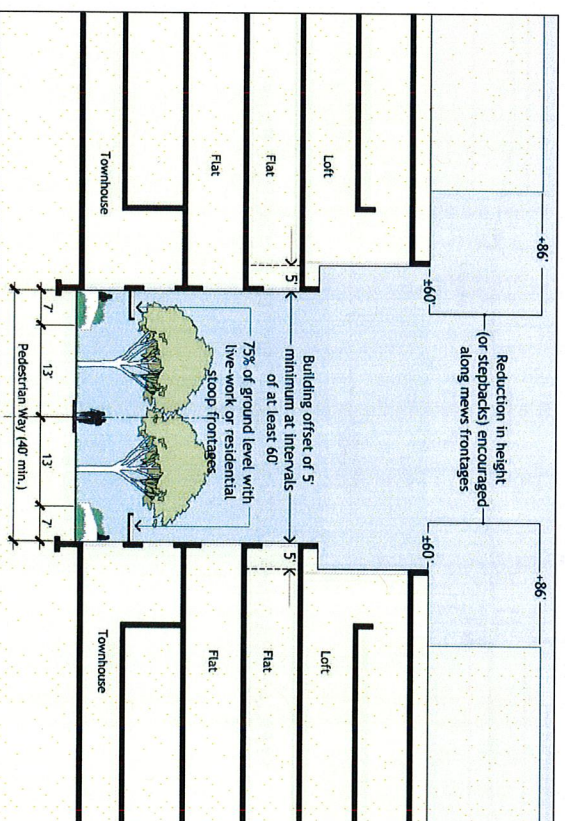


Patio or street front gardens are permitted along residential street frontages provided that they include landscaping, garden walls and frequent entries.

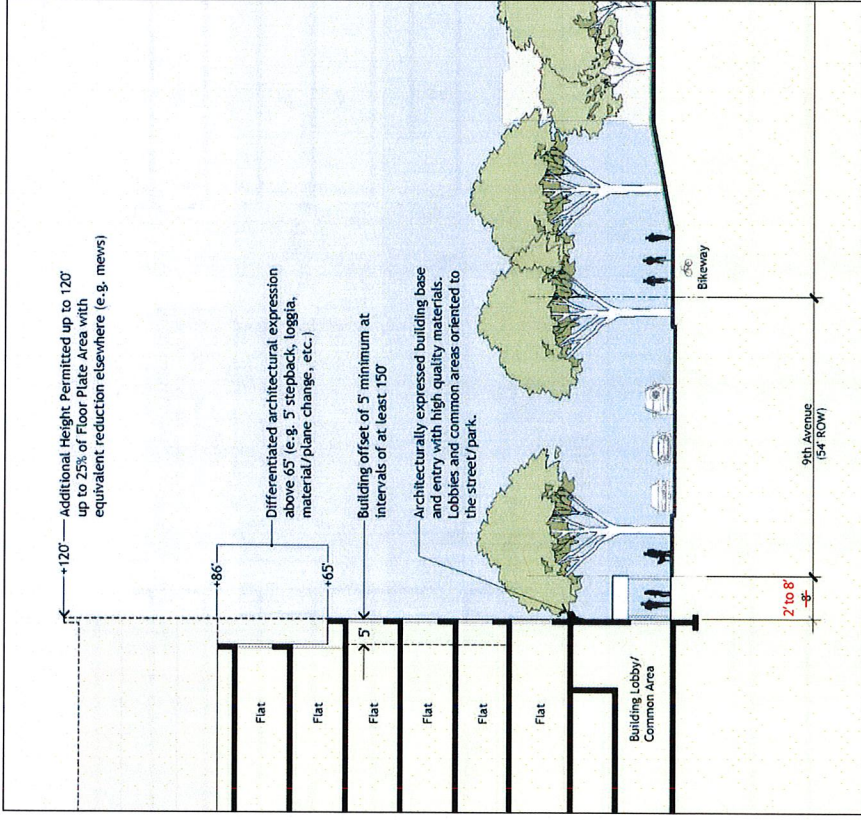
1. Frontages should include one or more of the following:
 - Residential lobbies with articulated building entries that provide a welcoming gesture to the street;
 - Common areas and/or sales or leasing offices generally flush with the elevation of the sidewalk; and
 - Ground level residential units that are at grade or elevated above the adjacent sidewalk should include other devices that protect the privacy of the unit from the street. If the average setback is less than three feet from the property line along a non-commercial street, ground floor residential uses should be raised a minimum of three feet above grade. In addition, setback areas adjacent to residential units should provide separation from the public right-of-way with decorative low fences, vegetation or other attractive barriers.
2. If stoops are used, they should become an attractive addition to the ambience of the street and provide another layer of positive activities to the streetscape environment.
3. Residential street fronts should incorporate landscaping in the front yard setback including planting beds, hedges, planters, etc.
4. Ground level residential windows should generally be located



TYPICAL MIXED USE STREET SECTION



TYPICAL MEWS SECTION



TYPICAL BUILDING SECTION ADJACENT TO SHORELINE PARK

at least 48 inches above the elevation of the sidewalk or include elements that protect privacy.

5. Patio or street front gardens are also permitted within the setback area along residential street frontages, provided that they include attractive garden walls and landscaping to soften the edge, create a positive transition to the street and are well fitted to the scale and architectural character of the building.

Mews Edges

Two pedestrian streets providing public pedestrian and visual access between 8th Avenue and Shoreline Park should be designed as intimately scaled mews lined with residential stoops that provide primary access to individual units. The following guidelines should be followed for these frontages:

1. Ground level residential or live/work units should be located along at least 75% of these frontages.
2. If the ground level use is residential, it should be elevated above the grade of the adjacent sidewalk and/or incorporate devices that protect the privacy of the unit from the street.
3. If the ground level use is live-work, it may be located generally flush with the sidewalk. However, provision should be made for appropriate privacy screening through low walls and landscaping.

4. If stoops are used, they should be an attractive addition to the ambience of the street and provide another layer of positive activities to the streetscape environment.
5. The mews should incorporate landscaping along the building fronts between entries and stoops, including planting beds, hedges, planters, etc.

Waterfront/Park Edge



Along park edges, buildings should introduce high quality architectural finishes and treatments to reinforce the public and civic nature of the open space. Ground level common spaces and second level terraces that overlook the open space are encouraged.

Ground level treatment of buildings facing waterfront open space including those along Shoreline Park (9th Avenue), South Park, Channel Park and Estuary Park should be designed to create a strong and visually attractive edge to the parks. While ground level activities are encouraged along these edges to the maximum extent practicable, it is particularly important for the buildings to introduce high quality architectural finishes and treatments that reinforce the public and civic nature of the open spaces. The following guidelines should be followed for these frontages:

1. Ground level common spaces such as courtyards or gardens that are accessible and visible from adjacent streets are encouraged.
2. Second level terraces and balconies that overlook the open space and provide a sense of security are also encouraged.
3. High quality materials (stone, masonry, terra cotta, architectural pre-cast, etc.), architectural and storefront detailing, and decorative elements, should be employed on the base of the building up to a height of at least 20 feet.
4. Articulated building entries should be provided wherever appropriate, at intervals of at least 200 feet or one per block face.

5. Entries should have a high level of architectural finish and detailing (e.g., moldings, canopies, etc.) that is in scale with the adjacent open space.
6. Landscaping (e.g., planting beds, hedges, etc.) should be incorporated in the setback area along public sidewalks and promenades.

Embarcadero Frontage



Articulated building entries with a high level of architectural finish should be provided along each block face.

Ground level treatment of buildings along the Embarcadero should provide an attractive visual edge to this important street, while offering a buffer from the adjacent freeway. Because of noise issues and the lack of on-street parking, significant street-oriented ground level uses are not anticipated. A greater setback of 25 feet from the back of sidewalk is established along the street, with generous provision for landscaping to create a suitable buffer.

1. High quality materials (stone, masonry, terra cotta, architectural pre-cast, etc.), architectural detailing, and decorative elements, should be employed on the base of the building up to a height of at least 20 feet to create a distinctive appearance that is suitable to this important boulevard.
2. Parking and service facilities should be architecturally screened with finishes that are an integral part of the building design, and that render all parking and service facilities invisible from public view.
3. Ground level uses are encouraged along the Embarcadero frontage (e.g., lobbies, common areas, retail display windows, etc.) to the maximum extent practicable.

4. For the purposes of measuring setback from the Embarcadero,

the back of sidewalk shall be used.

Blank Walls

Blank walls are discouraged along public streets and open spaces, but where they are unavoidable should be treated with high quality materials that are integral with the remainder of the building.

Awnings and Canopies

Along ground level commercial street frontages, storefront awnings and/or canopies are encouraged to provide articulation and interest along the building façade, to avoid solar heat gain and glare within the buildings, and to provide sun and rain protection to pedestrians.

1. Awnings should be canvas or of a similar durable fabric designed for exterior use.
2. Retractable awnings are strongly encouraged and preferred over stretched framed awnings or awnings that are designed as signs.
3. Canopies should be of a lightweight material (e.g., metal) that is complementary with the overall design of the building.
4. Awnings and canopies should be divided into sections that relate to and emphasize the vertical elements and horizontal datum of the building façade.

Service Areas

Along street fronts and public access ways, service doors and gates should be designed as an integral element of the building design, and screened from predominant public view.

1. The aggregate width of service doors should not exceed fifteen (15) feet within 60 (sixty) feet of any frontage.
2. Doors exceeding thirty (30) square feet in area should be recessed a minimum of six (6) inches from the primary building plane.
3. Service doors or gates should not allow any views into spaces served. Louvers required for venting or ventilation purposes are acceptable provided that they do not allow visibility into service areas.

Equipment Screening

Mechanical equipment should be screened from predominant public view. All equipment within twenty (20) feet of a street front or setback line should be screened by one of the following means:

1. By enclosure entirely within the structure of the building with access provided by opaque service access doors, a portion of

which may be exposed for meter reading;

2. By enclosure in a below grade vault or structure;
3. By provision of a fence or wall with a maximum average transparency of 50 percent. The top of the fence or wall should be at least equal in height to the equipment screened but not higher than eight (8) feet;
4. By combination of an open fence and adjoining planting that will reach a height sufficient to screen the equipment within three years.
5. Residential gas meters serving individual dwelling units in groups not exceeding four meters, individual commercial gas meters, and back flow preventers for irrigation systems not exceeding 2" nominal size, are excluded from the screening requirements.

Waste Handling Areas

All waste handling areas should be either enclosed in the structure of the building or screened by a wall or fence consistent with the architectural character of the building and adequate to prevent view of trash or recycling containers from the street, public access areas, common circulation areas, or open spaces.

EXHIBIT C TO ALL APPROVAL DOCUMENTS

CONDITIONS OF APPROVAL

PROJECT: OAK TO NINTH MIXED USE DEVELOPMENT

PROJECT SPONSORS: OAKLAND HARBOR PARTNERS

General Conditions and Compliance with Approved Plans

1. The project shall comply with the following plans and exhibits entitled "Brooklyn Basin - Oak to Ninth Development Project" ("the Project Plans") dated February 2006 and the following other instruments:

- I. Preliminary Development Plan including: Overview – Master Development Plan; Shoreline; Parks and Open Space; Streets; Buildings; Civil Engineering
- II. Estuary Policy Plan text and map amendments
- III. Planned Waterfront Zoning District-4 Zoning Regulations
- IV. Vesting Tentative Map No. 7621
- V. Design Guidelines for the Oak to Ninth Mixed Use Development Project
- VI. Development Agreement

2. The Project Applicant and its agents, heirs, successors and assigns (collectively, the "Project Applicant") shall be bound by these Conditions of Approval. The Project Applicant shall be responsible for assuring that the terms and conditions of this Approval are disclosed to any such successive owner or any of the Project Applicant's agents, heirs, successors and assigns.

3. This action by the Planning Commission ("this Approval") includes the approvals set forth in this Condition of Approval No. 3. Each of these individual approvals shall become effective upon the effective date of the City Council's final approval of amendments to the *Estuary Policy Plan*, the PWD-4 Planned Waterfront Zoning District for the site, and the Development Agreement for the Project, consistent with the Project Plans (the "Effective Date") and shall be subject to these Conditions of Approval. This Approval includes:

- a. Approval of a Planned Unit Development ("PUD") including a preliminary development plan under the PWD-4 Planned Waterfront Zoning District for phased construction of up to 3,100 residential units; 220,000 square feet of retail and commercial space; and 29.9 acres of adjacent parks, open space, and segments of the Bay Trail illustrated in the Project Plans, as modified by these Conditions of Approval.

- b. Approval of amendments to the *Estuary Policy Plan* text and land use map
 - c. Approval of the Planned Waterfront Zoning District– 4 Regulations
 - d. Approval of Vesting Tentative Map No. 7621
 - e. Approval of the Design Guidelines for the Oak to Ninth Mixed Use Development Project
 - f. Approval of the Development Agreement between the City of Oakland, the Redevelopment Agency, and Oakland Harbor Partners, LLC
4. The plans approved as part of the PUD shall be amended to be consistent with the Conditions of Approval, the Planning Commission action on March 15, 2006 and the City Council action on June 20, 2006. These revised plans shall be submitted to the City Planning Department in the form of a “PUD Design and Specification Document for the Brooklyn Basin – Oak to Ninth Development Project” within one hundred twenty (120) days of this Approval or as soon thereafter of all other responsible and trustee agency actions concerning the project. This Design and Specification Document shall include but not be limited to:
- a. All detailed plans and specifications pertaining to Condition of Approval No. 40.
 - b. The Revised Vesting Tentative Map No. 7621, containing all requirements set forth in Conditions of Approval 27-34.
 - c. The approved Design Guidelines for the Oak to Ninth Mixed Use Development Project
 - d. A compendium of all current, vested City regulations, ordinances and policies in effect as of the effective date of the Development Agreement for the project.
 - e. Other information and details deemed necessary by the Development Director or the Development Director’s designee.
 - f. Adjustments, as required, to conform to the final approvals by the Bay Conservation and Development Commission (BCDC), State Department of Toxic Substance Control (DTSC), U.S. Army Corps of Engineers (USACE), and State Lands Commission (SLC) concerning the project.
5. Final inspection and a certificate of occupancy for any unit or other structure within a phase shall not be issued (a) until all landscaping and on and off-site improvements for that Development Parcel are completed in accordance with this Approval, or (b) until cash, an acceptably rated bond, a certificate of deposit, an irrevocable standby letter of credit or other form of security (collectively “security”), acceptable to the City Attorney, has been posted to cover all costs of any unfinished work related to landscaping and public improvements plus 25 percent within that phase, unless already secured by a deferred improvement agreement approved by the City. Unless otherwise expressly provided to the contrary, each Condition of Approval (including, without limitation, the traffic improvements set forth in Conditions of Approval 18 and 19 and the off-site sewer mitigation measure set forth in Condition of Approval

No. 36 shall be completed no later than the time period in the Development Agreement and the Mitigation Monitoring and Reporting Program (Exhibit B) and shall not be permitted to be secured or bonded for unfinished work. In the event of a conflict between the deadline for performance under these Conditions of Approval and the Development Agreement, Mitigation Monitoring and Reporting Program or other applicable requirements, the City may apply the earlier deadline. For purposes of these Conditions of Approval, a certificate of occupancy shall mean a final certificate of occupancy, not temporary or conditional, except as the City determines may be necessary to test utilities and services prior to issuance of the final certificate of occupancy.

6. Except as otherwise provided with respect to City's issuance of a certificate of occupancy, each of the Conditions of Approval shall be enforceable as equitable servitudes and shall constitute covenants running with the land pursuant to California law, including without limitation, Civil Code Section 1468. Each covenant herein to act or refrain from acting is for the benefit of or a burden upon the Development Parcels that are subject to this Approval, as appropriate, runs with the Development Parcels and is binding upon the owner of all or a portion of the Development Parcels and each successive owner. Within ninety (90) days of the Effective Date, the Project Applicant shall cause these Conditions of Approval to be recorded in the Official Records of the County of Alameda, California against all of the Development Parcels. Notice of these Conditions of Approval also shall be attached to each grading permit and each building permit for infrastructure work issued for each phase of construction on all Development Parcels. Upon City's issuance of a certificate of occupancy for any Development Parcel, these Conditions of Approval shall be released from the exceptions to title of the Development Parcel upon which the improvements are located, except the obligations specified in Conditions of Approval No. 11, 12, 13, and 14 (Indemnification Requirements), which obligations shall survive completion of the Project. Upon completion of the Project, as determined by the City, these Conditions of Approval shall be released from the all the Development Parcels, except Conditions of Approval No. 11, 12, 13, and 14 (Indemnification Requirements), which obligations shall survive completion of the Project.

7. For the duration of the project, the Development Director or his/her designee shall have the authority to determine whether the Project Applicant and the project comply with terms and conditions of this approval, including, without limitation, these Conditions of Approval, shall have the authority to suspend further Project approvals, including without limitation final subdivision maps, grading permits, building permits or certificates of occupancy for the duration of such noncompliance. The City shall take reasonable steps to promptly notify, in writing, the Project Applicant of any request (including a request by City staff or by the public) that the City Development Director make a determination of non-compliance, and shall provide the Project Applicant a copy of all documents associated with such requests and a reasonable amount of time to respond and to cure any such alleged non-compliance. The City shall further take reasonable steps to promptly notify, in writing, the Project Applicant of any noncompliance determination by the Development Director, and, as applicable, shall provide the project applicant a copy of all documents used or relied upon in making such determination. On or before June 30 of each year, the Project Applicant shall submit to the City Planning Director for review and approval a report demonstrating the Project Applicant's and the Project's compliance with the terms and conditions of the Approval, including, without limitation, these Conditions of Approval. This report may be used by the Development Director to evaluate the Project Applicant's and the Project's compliance with the terms and conditions of this Approval. Project

Applicant's obligation to submit this annual report shall terminate upon the City's written determination that the Project is complete. To the extent practicable, this review shall be conducted concurrently with the Annual Review conducted pursuant to the Development Agreement.

8. Any failure by the City to perform any action specified herein, or failure of any party timely to execute any agreement specified herein, shall not be construed to limit any right or obligation otherwise specified in these Conditions of Approval. Any failure by City to insist upon the strict or timely performance of any of the provisions of these Conditions of Approval, irrespective of the length of time for which such failure continues, shall not constitute a waiver of City's right to demand strict compliance with such provisions in the future. No waiver by City of any failure of performance of these Conditions of Approval shall be effective or binding upon City unless made in writing by City and no such waiver shall be implied from any omission by City to take any action with respect to such failure.

9. As used in these Conditions of Approval, references to "City" shall include the City of Oakland, its respective officials, officers, employees, agents, departments, subdivisions, agencies (including City's Redevelopment Agency), Boards and Commissions (and individual members of each of the foregoing) and all of respective heirs, legal representatives, successors and assigns of each of the foregoing.

Payment of Fees for Independent Technical Reviews and Project Coordination and Management

10. Within one year following the Effective Date, the Project Applicant shall enter into an agreement to specify how fees and deposits will be managed to implement the project. The City and the Project Applicant acknowledge that the Mitigation Monitoring and Reporting Program (MMRP) requires the Project Applicant to directly contract with a number of independent experts monitoring construction or operation activities, including but not limited to traffic, landscape, cultural resource experts, hazardous materials, geotechnical engineers, air quality and noise monitors, relocation experts, etc. In addition, the Project Applicant shall fund the full costs of all independent technical and other consultants the City reasonably deems necessary to comply with the Conditions of Approval and the mitigation monitoring requirements as set forth in the MMRP, as the final design and building permit plans for each Development Parcel are submitted. All work performed pursuant to this Condition of Approval shall be under the direct supervision of the City. Accordingly, the applicant shall deposit funds in amounts acceptable to the City in order to cover the full costs of independent technical and other types of review, monitoring and inspection, including, without limitation, third party plan check fees.

Indemnification Requirements

11. The Project Applicant shall be bound by the indemnity obligations ("Indemnity Obligations") of the "Developer" specified in the Development Agreement, which Indemnity Obligations are hereby incorporated by this reference as though set forth herein in full. The Indemnity Obligations are conditions of approval to each of the Project Approvals specified in Condition of Approval No. 3 and hereby are incorporated into the Planned Waterfront Zoning District-4. The Indemnity Obligations shall survive the expiration or any earlier termination of the term of the Development Agreement.

12. Notwithstanding any provision to the contrary in these Conditions of Approval, Project Applicant's obligations in Conditions No. 11, 12, 13, and 14 shall survive completion of the Project. A Project applicant may be released from the indemnity Obligations only as specified in the Development Agreement, which terms and conditions for release are incorporated by reference in these Conditions of Approval (including, without limitation, Transfers and Master Developer Obligations).

13. Within 90 days following the Effective Date, the Project Applicant shall enter into an Indemnification Agreement in a form acceptable to the City Attorney to establish in more specific detail the terms and conditions of the Indemnity Obligations. Any failure of any party to timely execute such Indemnification Agreement shall not be construed to limit any right or obligation otherwise specified in these Conditions of Approval or any other Project Approval, except that it shall not limit the authority of the Development Director as set forth in Condition of Approval No. 7 and 8.

14. The Indemnity Obligations are in addition to, and in no way shall be construed to limit or replace, any other obligations or liabilities that Developer may have to City including the obligations specified in the Development Agreement.

15. [Reserved]

Development Agreement Authority

16. Except as otherwise specified in these Conditions of Approval, to the extent any of these Conditions of Approval conflict with the Development Agreement, as adopted by the Oakland City Council in Ordinance ____, these Conditions of Approval shall be construed to be amended to conform to the Development Agreement, provided the Development Agreement remains in effect.

Mitigation Measures as part of the Conditions of Approval

17. All Mitigation Measures in the EIR as deemed to be required in the Environmental Findings shall be considered Conditions of Approval for the project, as may be further refined and/or clarified by this Approval, including the refinements and clarifications set forth in these Conditions of Approval. Implementation of the Mitigation Measures shall be adhered to in accordance with the MMRP. Implementation of the transportation measures that are not within the sole discretion of the City of Oakland may not be feasible, and therefore may not be able to be fully implemented. The MMRP identifies the time frame and responsible party for implementation and monitoring of each measure, as modified by this Approval. Overall monitoring compliance with the mitigation measures will be the responsibility of the Development Director or his or her designee. Each of the improvements identified in the MMRP shall be implemented at the Project Applicant's sole cost and expense (except where only a fair share contribution is required as set forth in the MMRP or these Conditions of Approval) or secured with an improvement agreement, or similar financial assurance, acceptable to the City.

Transportation and Circulation

18. The Project Applicant shall implement all of the mitigation measures described in “Section B. Transportation, Circulation and Parking” of the MMRP. The project Applicant shall have prepared, by a licensed traffic engineer, and shall submit to the City for its approval, a Schematic Master Traffic Improvement Plan for all traffic improvements that are to be funded by the Project Applicant pursuant to Mitigation Measures **B.1.a., B.1.c., B.1.d., B.1.e., B.2.a., B.2.b., B.2.d., B.2.f., B.2.g., B.2.i., B.2.j., B.2.l., B.2.m., B.2.n., B.2.o., B.2.p., B.2.q.**, as set forth in the MMRP. This plan shall be submitted prior to the issuance of the first building permit for a development parcel.

As set forth in the MMRP and refined below, the Schematic Master Traffic Improvement Plan shall include the following improvements:

- a. The schematic design of traffic signals at the unsignalized intersections of:
 - Embarcadero and Oak Street (**MM B.1.a.**)
 - Embarcadero and 5th Avenue (**MM B.1.d.**)
 - Embarcadero and I-880 Northbound Off-ramp – 6th Avenue (**MM B.1.e**)
 - Embarcadero and Broadway (**MM B.2.b**)
 - Embarcadero – I-880 Southbound On-ramp – 10th Avenue (**MM B2.l**)
- b. These schematic plans shall include fixed time controls with permitted left-turn phasing, traffic signal equipment, optimization of signal phasing and timing with the relative traffic volumes on those approaches and coordination with signal phasing and timing of adjacent intersections. Traffic signal equipment shall meet City of Oakland and Caltrans standards. The schematic design and general specifications for the traffic signals shall also include installation of optimization components such as interconnection hardware (modems, microwave antennas, video, etc.) for each intersection roadway approach and coordination with signal phasing and timing of adjacent intersections. In addition, each intersection and roadway approach shall include striping improvements, determination of locations for signal arms and other signal components and any work required to install them such as curb and sidewalk modifications, utility line relocation, etc.
- c. The schematic plans, equipment and specifications for optimization of the traffic signal timing at:
 - The signalized intersection of 6th and Jackson Streets at the I-880 Northbound On-ramp. (**MM B.1.c**)
 - The signalized intersection of 5th and Oak Streets during the PM peak period at the I-880 Southbound On-ramp. (**MM B.2.d**)
 - The signalized intersection of West Grand Avenue and Harrison Street during the AM peak period. (**MM B.2.f**)

- The signalized intersection of Lakeshore Avenue and Foothill Boulevard during the AM peak period. **(MM B.2.g)**
- The signalized intersection of Lakeshore Avenue and Lake Park Avenue during the PM peak period. **(MM B.2.i)**
- The signalized intersection of 5th Avenue and 7th/8th Streets during the PM peak period. **(MM B.2.m)**
- The signalized intersection of 14th Avenue and 7th/12th Streets (Southbound - during the PM peak period). **(MM B.2.n)**
- The signalized intersection of Foothill Boulevard and 14th Avenue (Westbound - during the AM peak period.) **(MM B.2.o)**
- The signalized intersection of Foothill Boulevard and 14th Avenue (Eastbound - during the AM peak period.) **(MM B.2.p)**
- The signalized intersection of 16th Street and 23rd Avenue during the PM peak period. **(MM B.2.q)**

d. The optimization plan shall include the determination of allocation of green time for each intersection approach in tune with the relative projected traffic volumes on those approaches and coordination with signal phasing and timing of adjacent intersections. In addition, a determination of interconnection hardware (modems, microwave antennas, video, etc.) shall be incorporated along with any other physical improvements or modifications required to optimize the signal.

e. Each traffic improvement detailed in the plan shall include cost estimates and an estimated length of time for completion of each improvement.

19. An implementation and phasing plan shall be developed for the traffic improvements established in Condition of Approval No.18 and the MMRP, based on the following schedule for completion of the residential units:

Group 1 Traffic Improvements – to be completed no later than the issuance of an occupancy permit for the 1,000th unit: Installation of signals at Embarcadero and Oak; Embarcadero and 5th, Embarcadero – I-880 Northbound On-ramp and 6th Street and Embarcadero and Broadway. In addition, optimization of existing signals at 6th – Jackson-I-880 Northbound ramp and the 5th and Oak @ I-880 Southbound ramp.

Group 2 Traffic Improvements – to be completed no later than the issuance of an occupancy permit for the 2,500th unit: Installation of signals at Embarcadero – I-880 Southbound On-ramp and 10th Avenue. In addition, optimization of existing signals at 5th Avenue and 7th/8th Streets; 14th Avenue – 7th to 12th Streets; Foothill-14th Avenue (Eastbound and Westbound); 16th Street – 23rd Avenue. Fair share contributions for intersection improvements paid to City of Alameda.

Group 3 Traffic Improvements – to be completed no later than the issuance of an occupancy permit for the 3,100th unit: Optimization of the signalized intersections at West Grand and Harrison; Lakeshore and Foothill Boulevard; and Lakeshore and Park. As set forth in Condition of Approval 5, these traffic improvements must be completed by the issuance of a certificate of occupancy for the unit specified; no security, bonding or other financial assurances shall be used to defer completion.

20. At the City's discretion, an independent traffic engineer shall be hired at the Project Applicant's expense to assist the City in their review and approval process for both the Schematic Master Traffic Improvement Plan and subsequent final design plans for the improvements.

21. Prior to implementation of these improvements, the Project Applicant shall submit final design plans and other specifications to the City and any other responsible agency, for their review and approval, including a traffic management and detour plan to be implemented during construction of the improvements. The final design shall be based on the approved Schematic Master Traffic Improvement Plan.

Transportation Demand Management

22. The Project Applicant shall prepare a transportation demand management plan, following the recommendations included in the report entitled "Oak to Ninth Project, Transportation Demand Management Plan" by Nelson/Nygaard, dated January 2005, as well as the applicable mitigation measures set forth in the EIR (MM B.4.a, B.4.b, C.7.a, C.7.b, C.7.c, C.7.d, C.7.e., C.7.f, C.7.g, C.7.h, C.7.i). The plan shall include a written commitment from AC Transit concerning bus service to the site and a shuttle operations plan serving the project area. An implementation schedule shall be included in the plan, including a specific commitment of financial participation for peak hour service, routing, schedule and phased implementation according to the threshold established for the issuance of occupancy permits for the transportation improvements phasing plan set forth in Condition of Approval No.18. The shuttle service shall become operative within six months of the occupancy of the 1,000th unit. Thereafter, the implementation and service increase required for the shuttle shall be in accordance with the approved schedule. At the Project Applicant's discretion and with the approval of the City, the shuttle program may be implemented through a provider such as AC Transit and may be coordinated with the service commitment required for the Jack London Square Development Project. In these events, the Project Applicant shall execute agreements with such providers or partners as part of the transportation demand management plan.

The final TDM plan shall specify that the management of on-street public parking shall be through two to four-hour time limits rather than charging for parking. The plan shall also include secure bicycle parking for residents.

The final TDM plan shall be reviewed by the Planning Commission and approved by the City Council. Each Final Development Plan submitted for individual development projects or phases shall demonstrate compliance with the approved TDM plan.

Hydrology and Drainage

23. The Project Applicant shall implement all of the mitigation measures described in “Section F. Hydrology and Water Quality” of the MMRP. Final grading and improvement plans for the Project shall include all information, analysis and requirements as set forth in the MMRP. **(MM # D.1., D.2., D.5., D.6.)** Prior to the issuance of a grading permit for any phase of the project, the Project Applicant shall submit a drainage, erosion control and Storm Water Pollution Prevention Plan (SWPPP) incorporating all City and other requirements, including the State General Permit for Construction. The applicant shall also submit the detailed design of the storm water control plan that complies with provision C.3 of the Alameda Countywide NPDES Municipal Stormwater Permit, NPDES Permit No. CAS0029831, Order R2-2003-0021, or any subsequent tentative order, revision, or new permit.

Geology, Soils and Seismicity

24. The Project Applicant shall implement all of the mitigation measures described in “Section F Geology, Soils and Seismicity” of the MMRP. All geotechnical reports and recommendations submitted in accordance with final grading and construction specifications shall incorporate the information, standards, and requirements required in that section. Prior to the issuance of a grading permit for the site, the plans, information and analysis required by this Condition of Approval shall be independently reviewed by a qualified geotechnical engineer hired by the City at the Project Applicant’s expense and approved by the City Engineer. **(MM # F.1., F.2., F.3., F.4., F.5.)**

Cultural Resources

25. The Project Applicant shall implement all of the mitigation measures described in “Section E. Cultural Resources” of the MMRP **(MM # E.1.a, E.1.b, E.1.c, E.1.d., E.2, E.3.a., E.3.b, E.8)**. The project shall also include the following additional measures and standards:

a. Within 90 days of final approval of the close of escrow with the Port of Oakland, the Project Applicant shall take measures to protect the Ninth Avenue Terminal Building, pending demolition of the approved portion of the facility. The building shall continue to be actively used, if feasible, with access for trucks to the site through any development or construction activities, to the greatest practical extent. Within 45 days of the final approval of the close of escrow with the Port of Oakland, the Project Applicant shall submit to the Development Director a description of the proposed measures. The Development Director shall review, and may approve, disapprove, or modify the measures intended to eliminate deterioration, minimize vandalism and assure protection of the building. These measures shall remain in place for the duration of the demolition, grading and other construction activities until building permits are issued for the restoration of the preserved portion of the building.

b. No less than 90 days from the date of scheduled demolition, the Project Applicant shall submit a restoration and reuse plan for the Ninth Avenue Terminal Building including but not limited to the following materials and information:

1) a finance and business plan that establishes a framework for restoring, preserving, and reusing the preserved portion of the building, including a commitment by the project applicant to seek additional public funding, private financing, and/or private philanthropic grants and the funding mechanisms and budget for the work;

- 2) a management plan demonstrating exemplary and continued stewardship of the preserved portion of the building, with recognition of its cultural and historical importance to the City of Oakland and which is accountable to the goals and policies of the *City of Oakland General Plan and the Estuary Policy Plan*;
- 3) a community participation plan providing for input by Oakland community members in decisions concerning the portion of the Ninth Avenue Terminal Building's preservation and reuse;
- 4) a development plan demonstrating that the proposed renovation and reuse of the portion of the Ninth Avenue Terminal Building is consistent with the design standards, policies, and goals of the PWD-4 Planned Waterfront Zoning District, the Design Guidelines for the Oak to Ninth Mixed Use Development Project, and with any other design criteria that the City determines is appropriate to meet said goals and policies up to and including the proposed design for Shoreline Park; and
- 5) a schedule for completing the work. In no case shall the time allotted for project completion exceed the time allotted in Exhibit C of the Development Agreement (issuance of a certificate of occupancy for the 1,000th unit or 5 years from the issuance of the first building permit for Phase I.)
- 6) an application to nominate the remaining portion of the building and the site as a City of Oakland Landmark.

The City Landmarks Preservation Advisory Board shall review this information and the plans and make recommendations to the City Council and the Planning Commission. The Planning Commission shall review and consider the information, plans and recommendations from the Landmarks Preservation Advisory Board and forward its recommendations to the City Council. The City Council shall review and approve the plans and schedule for work.

c. Notwithstanding that the City has fully established in the record that preserving more of the Ninth Avenue Terminal Building is not economically feasible based on the whole of the financial obligations for the project and on the administrative record, the City shall institute an independent process to ascertain whether there are alternative funding sources, whether there is an entity interested in taking a greater financial risk than has been deemed acceptable given standard market conditions and rates of return and whether factors other than economic feasibility can be combined to provide for another set of uses for the preserved portion of the building. This process is in full recognition of the fact that the significant and unavoidable impacts of demolishing a substantial portion of the Ninth Avenue Terminal Building cannot be mitigated to a less than significant level and that the City is not in a position to subsidize the operation, maintenance or rehabilitation of this structure given current capital project needs and current approved budgets for Redevelopment and other funding sources.

The process shall include the following major steps and timeframes:

- 1) By September 15, 2006 the City shall issue a Request for Proposals soliciting projects, uses and funding sources for the preservation of the Ninth Avenue

Terminal building in an amount greater than 40,000 square feet and no more than 90,000 square feet. The RFP shall indicate that uses must be Tidelands Trust consistent, that the building shall be preserved and rehabilitated consistent with the Secretary of Interior Standards, and that the City does not have the financial capacity to contribute to this effort.

2) Proposals shall be received by February 15, 2007, and reviewed and a report prepared for the City Council's consideration of the options available based on specific criteria, including trust consistent purposes, timing of implementation, funding sources, financial capacity, etc.

3) City Council shall make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

In the event the RFP does not result in the alternative re-use of a 40,000 to 90,000 square foot portion of the Terminal Shed building, the developer shall rehabilitate a 20,000 (rather than 15,000 originally proposed) square foot portion of the Terminal Shed building and the \$500,000 developer contribution to the general City-wide historic preservation efforts shall be dedicated to off-set the costs associated with the preservation of the additional 5,000 square feet.

26. Prior to the issuance of a demolition permit for the approved portion of the Ninth Avenue Terminal Building, the Project Applicant shall submit \$500,000 to the City for compensation for the loss of a significant historic resource. These funds shall be used in other historic preservation efforts including but not limited to funding Mills Act projects to offset the loss of property taxes, restoration projects for other landmarks or preservation districts as recommended by the Landmarks Preservation Advisory Board and as finally determined by the City Council.

Vested Tentative Map Conditions

27. The maximum number of residential units for the approved project is 3,100. Any minor revision of the internal circulation plan or lot layout shall be subject to the review and approval of the Development Director at least 45 days prior to filing each final map.

28. Multiple final maps may be filed subject to the Phasing Schedule set forth in Exhibit C of the Development Agreement. Modifications to the Phasing Schedule are subject to the review and approval of the Development Director, and at his/her sole discretion; any modifications may be subject to review of the Planning Commission.

29. Prior to the approval of each Final Map, a site plan and other information as may be required shall be submitted for the review and approval of the Development Director or his/her designee demonstrating substantial compliance with the approved VTM and the "Project Plans" as set forth in Condition of Approval 1, as well as any subsequent permit received from a responsible or other agency with authority over the project site.

30. Prior the submittal of the first Final Map for the project, the covenants, conditions and restrictions ("CC&Rs") for the VTM shall be submitted for review by the City. The CC&Rs shall provide for the establishment of a homeowners association for the maintenance and operation of all landscaping, common open space areas, all common area improvements and common structure

improvements that are not within the purview of the Community Facilities District/Community Services District (CFD/CSD) or similar entity.

31. At least 45 days prior to recording each Final Map, plans shall be submitted for review by the City Building Services Department to obtain addresses and for street name approval. Alternate street names should be submitted in the event of duplication and to avoid similarity with existing street names. Final Maps shall not be certified as ready for approval without the approved street names.

32. The Project Applicant shall revise the Vesting Tentative Map prior to approval becoming effective, as follows:

a. Revisions required to the General Note Section of the Map:

General Note 2: Multiple Parcel Maps may be filed on the lands shown on this map subject to all the Conditions of Approval, the PWD-4 Planned Waterfront Zoning District and Mitigation Monitoring and Reporting Program as set forth in the Preliminary Development Plan and Development Agreement approved by the Oakland City Council on June 20, 2006.

General Note 6: Phasing: This project is proposed to be constructed in Phases as set forth in the Development Agreement, Conditions of Approval and the Mitigation Monitoring and Reporting Program as approved by the Oakland City Council on June 20, 2006.

General Note 7: Street Names: Final street names shall be approved as set forth in the Conditions of Approval as approved by the Oakland City Council on June 20, 2006.

General Note 8: Dedications, Easements and Right of Entry: Additional and specified dedication of property rights and rights of entry as necessary to accommodate all drainage facilities, sewer facilities, public utility easements and other easements as may be necessary to properly serve the lots created shall be dedicated as part of the filing of future final maps.

General Note 9: All utilities shall be installed underground according to the standards and requirements of the City of Oakland and the applicable utility.

b. Other revisions to the Vesting Tentative Map plan set, absent alternative technical authority from a broadly recognized standard, are as follows:

1) At the intersection of Embarcadero and 5th Avenue, some mitigation needs to be proposed as the intersection skew does not meet City standards. Main Street needs to be designed to provide the necessary radius (100 feet).

2) Main Street shall be widened to provide the required depth perpendicular to the face of curb and travel lane, or the diagonal degree needs to be changed to 30 degrees.

- 3) 7th Avenue needs to be redesigned to have the necessary radius of 100 feet.
 - 4) The Embarcadero/8th Avenue intersection needs to be redesigned to get the skew angle under 15 degrees.
 - 5) The Oakland city standard radius for the curve on the relocated Embarcadero is 500 feet.
 - 6) Redesign 9th Avenue to achieve the 50 foot tangent for reverse curves.
 - 7) Rolled curbs details and specifications shall be replaced with concrete curb and gutter following standard City specifications.
 - 8) On 9th Avenue, the potential for illegal parking must be reduced by pulling the inside curb and/or providing a “knuckle” to achieve the 100 foot minimum radius.
 - 9) A 20 foot minimum travel way is acceptable where there is parking on both sides of the street. Where there is no parking the minimum travel way shall be 24 feet.
 - 10) The radius for the 5th Avenue cul-de-sac for fire access must be redesigned to replace the rolled curb with another detail as acceptable to the Public Works Director and the Fire Marshall. The reduction of the 52 foot radius may be acceptable with a review of apparatus specifications and with the approval of the Fire Marshall.
 - 11) Absent an alternative technical authority, the City requires a 50 foot tangent at the intersection of Main Street and the Embarcadero, and 9th Avenue and the Embarcadero.
 - 12) Parcel corners at the intersections must be modified to provide rounded curbs to a radius of 15 feet.
33. Prior to the issuance of a grading permit for the site preparation (not including grading and excavation for soil remediation) of the first development area as set forth in Exhibit C of the Development Agreement, the applicant shall submit a schematic master improvement plan for the entire site prepared by a licensed Civil Engineer, with all conditions and requirements as set forth in these Conditions of Approval, the approved Preliminary Development Plan for the private property and the public rights of way, including but not limited to curbs, gutters, pedestrian ways, sewer laterals, storm drains, street trees, paving details, locations of transformers and other above ground utility structures, the design, specifications and locations of facilities required by the East Bay Municipal Utility District (EBMUD), street lighting, on-street parking and accessibility improvements required to comply with all applicable City standards, and the street tree locations and planting specifications.

34. This Schematic Master Improvement Plan shall be reviewed and approved by the City Engineer and used as the confirmation of compliance with subsequent phased improvement plans. Except with respect to Conditions of Approval No. 18, 19 and 36, final maps may be recorded upon the City's approval of a Subdivision Improvement Agreement and receipt of adequate security in accordance with the Subdivision Map Act and the City's Subdivision Ordinance.

Fire and Life Safety Requirements

35. Prior to the issuance of an occupancy permit for each Development Parcel, a Site Security and Management Plan shall be developed in conjunction with the Oakland Police Department, including parking garage security and lighting, building security features, security personnel staffing organization and management and emergency protocol procedures.

The following standards and requirements shall apply to the project and to each Development Parcel:

- a. Fire hydrants shall be incorporated, as required to attain a standard that achieves coverage so that a hydrant is accessible around a building perimeter with a hose reach of not less than 150 feet as per Oakland Fire Department or within 30 feet of any fire sprinkler or standpipe connection.
- b. All new fire hydrants shall meet East Bay Municipal Utility District (EBMUD) standards, 4.5 inch steamer by 2.5 inch outlet.
- c. A sprinkler system for each building including the capacity to annunciate by zone and tamper switches, as required by the Oakland Fire Department on a building-by-building basis, taking into account building square footage, occupancy limits, height and emergency access. Final building specific annunciation requirements shall be reviewed and approved by the Oakland Fire Department as part of the fire plan check.
- d. All entry gates with either key or push button Knox Box access shall include a minimum 8 inch by 10 inch Knox Box to store required maps, plans and up to five (5) sets of keys for building maintenance areas.
- e. Standpipes shall meet the following requirements:
 - 1) They shall be combined with the building sprinkler system with 2.5 inch NST outlets.
 - 2) Fire Department connections to sprinklers shall be shown as one 30 degree, 5 inch Stortz and two each 2.5 inch NST gated inlets.
 - 3) Final locations of standpipes for each Development Parcel shall be reviewed and approved by the Oakland Fire Department prior to the issuance of a building permit.

- f. Smoke detectors and related initiating and signaling devices shall be shown to be installed to annunciate fire by zone, mechanical (by location), electrical (by location) and other areas as may be required by the Oakland Fire Chief.
- g. A comprehensive fire alarm system for all Development Parcels meeting the following minimum specifications:
 - 1) Activation by water flow or other signaling device to annunciate at the alarm panels.
 - 2) Initiation of an audible and visual alarm in the building.
 - 3) Identification for zone locations on alarm panels for smoke or water flow alarms, as approved by the Oakland Fire Department.
 - 4) Ability for a private alarm company to relay an activated zone to the Oakland Fire Department.
 - 5) Button board or digital alarm panels shall show all smoke detectors by zone, individual or miscellaneous rooms and water flow zones.
 - 6) The communications system for all building sites shall include electrical shut-off, and a general alarm switch to shut off and activate the fire alarm manually for each designated area within the building. For all buildings higher than 86 feet, this requirement shall include a shut-off and reverse HVAC switch.
- h. For the residential towers (125 to 240 feet) an Emergency Response Protocol Plan shall be submitted to the Oakland Fire Department prior to the issuance of a building permit. This plan shall include but not be limited to:
 - 1) The provision of a Command Center at a minimum size of 8 feet by 10 feet, including alarm panels and large Knox Boxes at entry points as required by the Oakland Fire Department.
 - 2) Delineation of emergency evacuation routes, posting locations of emergency information, and the identification of safe zones in the building to accommodate non-ambulatory occupants and to provide staging areas for Fire Department operations.
 - 3) As required by the Oakland Fire Department, the buildings shall be designed so that areas can be shut down using magnetic or other acceptable closures with indicator signals on the enunciator panels or at the Command Center that doors have closed.

Off-Site Sewer Project Requirement

36. The Project Applicant will connect the Project sewer lines to the EBMUD interceptor in the Embarcadero. Although overall wastewater treatment capacity exists to serve the Project, the Public Works Department and EBMUD have determined that the Project

Applicant must complete an off-site Infiltration and Inflow rehabilitation project to increase wet weather sewer capacity. Based on an evaluation prepared by BKF (memo dated June , 2006), the following criteria shall be used to determine the sub-basins that will be selected for the Infiltration and Inflow rehabilitation project: (a) lowest unit cost to rehabilitate 1 gpd; (b) not already completed as part of the East Bay infiltration/inflow studies by the City of Oakland; (c) located within, or upstream of, the Project basins 54, 59, or 64; (d) rehabilitation required to mitigate base flow generated from the Project shall be approximately 95-100 percent of the sub-basin infiltration and inflow. The following basins have been preliminarily selected based on these criteria: basins 58 and 64 from north Oakland and basins 82 and 83 from south Oakland. The final selection of the sub-basins for this rehabilitation project will be made after further investigation of the scope of work based on existing sewer base maps and improvement plans and evaluation of this information in the context of the criteria listed above, with a maximum cost not to exceed \$1.0 million to be completed no later than the completion of Phase II as set forth in the Development Agreement, Exhibit C.

Construction Management and Phasing

37. As a requirement of each submittal of demolition, grading or building permit plans for a Development Parcel(s), the Project Applicant shall submit a Construction Phasing and Management Plan, incorporating all applicable mitigation measures in the MMRP including Air Quality (MM C.1a); Cultural Resources (MM E.1a, E.1.b, E.1.c., E.1.d., E.2, E.3); Hazardous Materials (MM H.1.a, H.1.b., H.1.c., H.1.d., H.1.e, H.2.a., H.2.b., H.2.c., H.2.d., H.3); Noise (MM G.1a, G.1.b., G.1.c., G.1.d., G.2); Traffic, Circulation and Parking (MM B.10) and Biological Resources and Wetlands (MM I.2.a., I.2.b, I.2.c., I.2.d., I.3.a., I.4.a, I.4.b, I.5). The plan shall also include the following additional measures and standards:

- a. A site security and safety plan to assure that grading and construction activities are adequately secured during off-work hours.
- b. A fire safety management plan for all phases of work, including provisions for access, water, and other protection measures during grading and construction activities.
- c. All parcels not under active construction shall be graded to drain to an approved runoff storm water treatment facility. Such facility may be located on the specific parcel not under active construction. Surfaces shall be treated with hydro-seed made up of a mix of native grasses and wildflowers. Slopes that are in excess of 2(h):1(v) shall also have a jute mesh blanket, or similar material, placed on the slope. The parcel shall have perimeter control to prevent either water or wind borne silt and pollutants from leaving the parcel. Access to the parcel shall be controlled by fencing approved by the Development Director.

Establishment of Community Facilities District and a Community Services District

38. Prior to and at the time of approval of the first final map for the project, a Community Facilities District (CFD) or other similar financing mechanism acceptable to the City, shall be fully operational, and all assessments, reserve funding and/or other long-term financing and other requirements necessary to fully fund, in perpetuity, the maintenance of the parks, open space and public right of way. In addition, a Community Services District (CSD) may be formed with the

responsibility for operation and maintenance of all parks, open spaces, shoreline trails, piers and public rights of way within the project, following the Minimum Maintenance Standards set forth in Exhibit F of the Development Agreement. If at any time the CSD is dissolved or is otherwise unable to adequately perform specified functions, the Development Director may exercise his or her authority under the Development Agreement and Condition of Approval No. 7. The CFD shall specify, without limitation, those obligations as set forth in Section 4.4.3, 4.4.4. a., b., c. d., e. and f. in the Development Agreement, along with the following other provisions:

- a. A reserve fund shall be established in the CSD budget to provide for restoration, maintenance, repair or other work associated with all improvements and areas within the jurisdiction of the CSD.
- b. The Project Applicant shall provide start-up funds for the CFD/CSD in an amount to be determined by the City Engineer in accordance with the approved capital development and maintenance plan, which shall be provided no later than recordation of the first final map for the Project. The Project Applicant shall also assume financial responsibility for all related work for a warranty period determined by the Public Works Director.
- c. The CFD/CSD shall include both on going maintenance activities as well as a plan for unexpected maintenance and events, including events or damages that could occur as the result of site improvements associated with geotechnical, drainage or related matters within the CFD/CSD jurisdiction. This work shall be based on the final grading, site soils conditions and specifications for improvements as set forth in Conditions of Approval No. 33 and 40.
- d. The CFD/CSD budget shall separately identify the projected costs associated with (1) standard annual operation, administration and maintenance work; (2) long-term operation and maintenance including life cycle costs of major features such as the Shoreline Park pier; (3) storm water quality maintenance and monitoring; (4) reserve fund and (5) debt service requirements.
- e. The CFD/CSD shall submit an annual report to the City Council detailing (1) compliance with the Minimum Maintenance Standards as set forth in Exhibit F of the Development Agreement and (2) budgetary and other financial information relevant to the CFD/CSD operations.
- f. The CFD/CSD shall obtain general liability insurance and directors' insurance for the Board of Directors to the extent that the CFD/CSD Board determines in its sole discretion that such insurance is available at commercially reasonable rates.
- g. Regardless of whether or when the CSD is formed, the assessments or taxes necessary to fund the above requirements must be determined following a thorough financial analysis and must include adequate funding for the indemnity and insurance obligations set forth in Section 4.4.4.e. of the Development Agreement. The City's attorney and Risk Manager shall also review the adequacy of the funding for the indemnity and insurance and may make recommendations regarding such funding.

h. The taxes or assessments shall be fully authorized and imposed on the project site prior to approval of the first final map.

39. The CSD, if formed, will be responsible for hiring its own staff (or contracting with non-City parties to perform such staff services), including all workers who will undertake operation, maintenance, replacement, repair and other activities of the CSD and no City employees shall perform such services for CSD facilities and improvements. Further, the City shall not fund or otherwise administer any of the operations of the CSD.

Landscaping, Open Space, Park and Trail Requirements

40. The Project Applicant shall prepare and implement a Landscape, Open Space, Park and Trail Plan substantially consistent with the Preliminary Development Plans dated February 2006. This plan shall be part of the Final Development Plan package for each phase of the Project set forth in the Phasing Schedule in Exhibit C of the Development Agreement. The plans shall be developed based on detailed surveys of existing site conditions and locations of major features including utility lines and other public improvements. This plan shall include a phasing and staging schedule showing how the landscaping for each phase of the project shall be implemented along with the detailed master improvement plan set forth in Condition of Approval No. 33 that must accompany and correlate with each Development Parcel. This plan must reference and incorporate all applicable conditions and requirements as set forth in these Conditions of Approval. This plan shall be submitted to the Development Director for review and approval prior to the issuance of the building permit for the first Development Parcel. This plan shall include:

- a. Complete soils information, including soil preparation and amendment specifications, soil particle size for existing site soils and imported soils, representative soils and water table tests confirming the suitability of the site for the plant materials selected.
- b. Plans for each park shall include paving materials, tree and plant materials, street furniture, lighting, major recreational and landscaping features, public art installations, play equipment, courts, plazas, sculptural features, etc.
- c. An evaluation of feasible modifications to the grading and overall elevations to improve views of the Estuary from the western portion of the site, particularly from 9th Avenue and Shoreline Park.
- d. Preservation of a significant portion of the Ninth Avenue Terminal building wharf/apron area on the waterfront side to the recommended 26 foot width and the ramp to the water, as a part of the Shoreline Park and building reuse plan, as practically feasible.
- e. Plans for all street sections including typical paving and materials cross sections, trees and plant materials,
- f. Plans and general specifications for other landscaping features and public art installations.

- g. Plans and general specifications for the segments of the Bay Trail through the site pathways throughout the site, including the boardwalk areas adjacent to the Estuary.
- h. Plans for the historic and interpretive elements in and around the area of the preserved portion of the Ninth Avenue Terminal Building and Shoreline Park, including the reinstallation of existing features honoring the history and use of the area as a breakbulk cargo terminal, with an overall physical theme and other unifying physical elements.
- i. All play surfaces and play structures throughout the development will comply with ADA standards.
- j. Prior to the issuance of the first building permit for each Development Area, a final landscape plan shall be submitted for that phase, based on the results, requirements, information and recommendations contained in the master schematic landscape plan, and including but not limited to the following:
 - Detailed irrigation plans, consistent with water conservation and sustainability practices. Planting details such as location, number and sizes of the plant materials and the specifications for planting.
 - Street trees shown on the site plan.
 - Specifications for driveways, paving, entry and other surface treatments.
 - A detailed landscape maintenance plan for each phase, including short and long term plant and tree care, irrigation system maintenance and other information to assure that the landscape plan will be successfully established and maintained consistent with the Minimum Park Maintenance Standards specified in Exhibit F of the Development Agreement.
 - All applicable mitigation measures in the MMRP.

All landscape plans shall be independently reviewed and approved by a qualified landscape architect and other professional consultant, as deemed required by the Development Director, at the Project Applicant's expense.

The Project Applicant shall work with staff regarding the design of the open space such that, to the extent such uses are approved by the State Lands Commission (now or in the future), the Project Applicant shall engineer and design portions of the open space for active (sports) recreation opportunities.

40.a. Refer to Exhibit N of the Development Agreement

41. Prior to the issuance of the first occupancy permit within each Development Parcel, the Project Applicant shall enter into a two year landscape maintenance agreement with the City, subject to the review and approval of the City Attorney, running from the date the landscaping is deemed complete and in compliance with the approved landscape plan for each phase. The security posted shall be in the form of an acceptably rated bond, cash, an irrevocable letter of credit or a certificate of deposit, and the amount shall be determined based on the contract costs of plants and installation plus 25 percent. At the project applicant's option, a phased plan for securing the two year landscape maintenance agreement may be established, consistent with the

Phasing Plan set forth in Exhibit C of the Development Agreement so that the security required is concurrent with the overall phasing as planting becomes established.

42. The Project Applicant shall prepare and implement a Tree Protection Plan based on the Tree Report for the Oak to 9th Project prepared by HortScience, Inc. dated February, 2006. The City's Arborist has deemed this report consistent with the City's Tree Protection Ordinance and that a tree permit may be issued for the site, prior to soils remediation activities based on the completed review. Further review required to issue the tree removal permit shall be limited to substantial compliance with prior review and recommendations.

Design Requirements

43. *Lighting Standards and Requirements.*

a. The applicant shall submit a lighting plan for review and approval by the Planning and Zoning Division, with referral to other City departments as appropriate. The plan shall include the design and location of all lighting fixtures or standards. The plan shall indicate lighting fixtures that are adequately shielded to a point below the light bulb and reflector and that prevent unnecessary glare onto adjacent properties. All lighting shall be architecturally integrated into the site.

b. The applicant shall maintain all on-site lighting to meet the State Business and Professions Code Section 25612, providing enough illumination to identify loiterers standing in the immediate vicinity of accessways, parking lots, parking structures, the commercial areas and the parks and open spaces in the site. Such illumination shall remain on during all hours of darkness when the businesses, parking areas and open spaces and parks are open and shall be shielded to a point below the light bulb and reflector and not cast unnecessary glare onto adjacent residential properties.

c. The exterior lighting fixtures which serve the parking areas shall be equipped with daylight sensors that will automatically turn the lights on at dusk and off at sunrise, shall be adequately shielded to a point below the bulb and reflector, and shall prevent unnecessary glare onto adjacent properties.

44. Final Development Plans for Parcels K, L and M as identified in Vesting Tentative Map No. 7621 shall incorporate the mitigation measures set forth in "Section A – Land Use Plans and Policies" of the MMRP (MM # A.1., A.2.a., A.2.b., A.3.a., A.3.b.)

Administrative Review Standards for Commercial Uses

45. The following performance standards and review criteria shall be used to administratively review uses for the commercial and portions of the project, prior to the issuance of the first building permit for construction of a building including commercial and retail space on each Development Parcel, if applicable:

a. Review and written verification shall be provided to confirm that loading storage and equipment areas have been designed and designated to account for the needs of the

proposed use without interfering with parking, access or loading areas of adjacent commercial uses.

b. For food related uses such as cafes, delicatessens, restaurants, fast food establishments and similar activities, the following standards and conditions shall apply:

1) Adequate provisions have been made for trash disposal and recycling, including provision of standard City of Oakland containers within the public right of way, following the requirements and standards of the California Uniform Retail Food Facilities Law (Health and Safety Code Sections 37500 et. seq.), as reviewed and approved by the Planning Director or his/her designee.

2) Adequate ventilation, filtration and odor control systems shall be installed for any commercial hoods; along with submittal of provisions for maintenance and inspection of such a system should odor complaints be received.

c. For entertainment uses, live entertainment shall be subject to the cabaret permit review procedures under the Oakland Municipal Code.

Required Disclosure Statements Pertaining to Uses and Activities Associated with the Project

46. *Required Disclosures*

Live/Work Units: The owner of the property shall provide a Statement of Disclosure on the lease or title to all new tenants or owners of the live-work units acknowledging the commercial character of the district and acceptance of the potential for uses in the area to result in certain off-site impacts at higher levels than would be expected in residential areas. The statement of disclosure shall also state that the tenants may only engage in the activities allowed by the PWD-4 Planned Waterfront Zoning District. The statement of disclosure shall also state that at least one tenant of each unit shall apply for and maintain a City of Oakland Business Tax Certificate for a business at the project address. The statement described in this condition of approval shall also be provided to any new owners of the property or any of the new units before a unit or the property is sold.

47. *Mixed Use Character of the Project*

Adjacency of High Use Public Area and Rail Lines: The project applicant shall ensure that future residents sign a notice acknowledging that they are aware of and accept the potential noise levels related to the adjacent railroad lines, commercial activities, live/work activities and large open space and park areas adjacent to the Development Parcels.

Affordable Housing Provisions

48. Provisions for Affordable Housing

The developer's and Agency's responsibilities will be incorporated into the project Development Agreement, Exhibit L. Following is a summary of that agreement:

The Project would include a total of 465 affordable housing units to be located on Parcels F and G. These units are expected to be built in the following four phases:

Phase	Parcel	Units	Construction Type
I	F	150	Type V;
II	G (portion)	132	Type I (over retail);
III	G (portion)	77	Type I (over retail); and
IV	G (portion)	106	Type III (over retail).

a. Purchase of Lots

Developer will provide Lots F and G for sale to the Agency for the purpose of constructing affordable housing. The lots will be in remediated condition with all necessary utilities stubbed out at the lot line and access roads completed along the lot frontage to back of curb prior to construction ("Finished Lot"). The Agency shall close escrow on Lots F and G no later than the date that is 90 days after such lots are completed as Finished Lots (completion currently estimated at fourth quarter of 2009 to first quarter of 2010; therefore, closing is estimated to occur in first quarter of 2010 to second quarter of 2010).

b. Determination of Discounted Purchase Price

Value of the lots will be determined by an appraisal in consideration of the number of market rate residential units allowed to be built at the time the purchase transaction takes place (notwithstanding the affordability restriction contained in the Development Agreement/zoning), minus \$1 million for each lot; subject to a minimum purchase price described below. The initial purchase price for Parcel G will be based upon that portion of the land allocated to the residential component, which shall be determined by dividing the sum of the square footage of all residential units and residential parking by the total building and parking square footage for the entire Parcel G development.

c. Minimum Purchase Price

The purchase price for Parcels F and G would be subject to a possible adjustment based on the developer's actual cost of providing the Finished Lot since the project has very slim margins of profit it cannot sustain losses which might occur if a parcel is sold significantly below the developers cost. Accordingly, a minimum purchase price is established that allows the purchase price to be adjusted upwards if the developer's cost of the finished, ready-to-build lot is more than the appraised value. The discounted purchase price may be adjusted up to the higher of the developers cost (not including profit) or the fair market value at the time of completion or remediation, utilities, and access. However, in no event would the purchase price of the lot be adjusted higher than the fair market value.

d. Early Purchase

The Agency would have the right to purchase Lots F and G prior to their completion as Finished Lots (with the Developer remaining obligated to remediate the property and install the applicable

improvements) in return for a discount on the Purchase Price equal to a percentage discount rate multiplied by the number of years each lot is purchased prior to being completed as a Finished Lot. This discount would apply regardless of any adjustments made under the minimum purchase price provisions described above. The discount would be determined by taking a discount rate per year and multiplying it by the number of years the Agency purchases the lot before it is ready to build on. The discount rate for the lots will be a blend of Developer's preferred return and Developer's cost of financing reflecting the proportions of each in Phase I. For example, if the cost of financing is 8% and the preferred return on equity is 10% and the proportions of financing and equity are 75% financing and 25% equity, then the blended rate would be 8.5%. If the lots are then purchased two years early the discount would be 17%.

e. Additional Contribution

The Developer will make an additional contribution toward affordable housing equal to \$2,000,000, with \$1,000,000 payable at the time of building permit issuance on Parcel F and \$1,000,000 payable at the time of building permit issuance on Parcel G.

f. Commercial Shell and Parking Purchase Provision

Upon completion of the commercial shell and parking for Parcel G, the Developer will purchase the commercial shell and parking at the cost of construction to the Agency or affordable housing developer, including financing and equity costs and developer overhead.

g. Development Rights Transfer

The developer may propose to purchase the right to build market rate units from the pool of affordable units allocated to Parcel G, along with the land value then associated with the units to be sold. Such a purchase would not affect any other contribution toward affordable housing to which the developer would still be bound. The developer may transfer the development rights to any other area within the development and use the rights for development of market rate units.

h. Construction of Affordable Housing

The Agency will warrant that it will cause to be constructed affordable housing units when it is economically feasible for the Agency to do so, subject to bonding constraints, Oak to Ninth project build out schedule, anticipated State funding to cover part of the needed subsidy as such program exists in 2006, and anticipated growth in tax increment from the Central City East Redevelopment Area and other areas contributing to the city-wide housing tax increment pool. It is anticipated that the Agency will fund the construction of units based on the following schedule:

(1) Parcel F (Phase I): No later than July 1, 2013 and when 1000 market rate units have been completed and are on the tax roll.

(2) Parcel G (Phase II): No later than July 1, 2016 and when 1800 market rate units have been completed and are on the tax roll.

(3) Parcel G (Phase III): No later than July 1, 2017 and when 2100 market rate units have been completed and are on the tax roll.

(4) Parcel G (Phase IV): No later than July 1, 2018 and when 2300 market rate units have been completed and are on the tax roll.

The Agency may elect to construct sooner provided sufficient funding is available. Further, the Agency shall covenant to limit the use of the Oak to Ninth project set aside funds to the acquisition and development of Lots F and G until the completion thereof.

i. Affordability Level

Units will be affordable to households at between 30% and 60% of Adjusted Median Income

j. Unit Types

Up to 25 percent of all units may be configured for seniors. At least 30 percent of all non-senior units will be three bedroom units and at least 20 percent of all non-senior units will be two bedroom units.

k. Environmental Remediation of Estuary Park

To the extent that the City Council may decide to provide funds for environmental remediation of Estuary Park, the developer has agreed to provide additional subsidy for affordable housing equal to the amount of any remediation the Council funds. This will cause the park to be built earlier than would otherwise be feasible. Additionally, this will cause two of the four phases of affordable housing to be funded one year earlier than would otherwise be feasible and would result in citywide affordable housing funds being available for use elsewhere in the City. The developer proposes to pay interest on any funding provided by the City for environmental remediation equal to the rate the Redevelopment Agency would otherwise get, until such time as the first phase of Oak to Ninth affordable housing is built, at which time the developer would provide funding equal to the environmental remediation contribution plus interest to the Agency for use in funding affordable housing within the Oak to Ninth Mixed Use Development Project.