

CITY OF OAKLAND
AGENDA REPORT

2006 NOV 16 PM 4:12

TO: Office of the City/Agency Administrator
ATTN: Deborah Edgerly
FROM: Community and Economic Development Agency
DATE: November 28, 2006

RE: **Joint City and Agency Public Hearing and Action Relating to Development of the Former Oakland Army Base Including Adopting:**

- (1) Agency Resolution Amending the Oakland Army Base Final Reuse Plan to Add as an Additional Conceptual Reuse Strategy: (a) Locating the Proposed Freeway Auto Mall within the North Gateway Area; and (b) Relocating Ancillary Maritime Support uses to the East and/or Central Gateway Areas;**
- (2) City Resolution Certifying the Final Supplement Environmental Impact Report for the Oakland Army Project and Amending the Oakland Army Base Final Reuse Plan to Add as an Additional Conceptual Reuse Strategy: (a) Locating the Proposed Freeway Auto Mall within the North Gateway Area; and (b) Relocating Ancillary Maritime Support uses to the East and/or Central Gateway Areas;**
- (3) Agency Resolution Authorizing a Disposition and Development Agreement with Sojitz Motors, Incorporated for the Sale of Approximately 5.2 acres within the Former Oakland Army Base for the appraised fair market value to Develop a BMW Dealership;**
- (4) City Resolution Approving the Sale of Approximately 5.2 acres within the Former Oakland Army Base for the appraised fair market value to Sojitz Motors, Incorporated for its Development of a BMW Dealership;**
- (5) Agency Resolution Authorizing a Disposition and Development Agreement with Simi Management Corporation for the Sale of Approximately 4.7 acres Within the Former Oakland Army Base for the appraised fair market value to Develop a Chrysler-Jeep-Dodge Dealership;**
- (6) City Resolution Approving the Sale of Approximately 4.7 acres Within the Former Oakland Army Base for the appraised fair market value to Simi Management Corporation for its Development of a Chrysler-Jeep-Dodge Dealership;**
- (7) Agency Resolution Authorizing a Disposition and Development Agreement with Argonaut Holdings, Inc. for the Sale of Approximately 6.3 acres Within the Former Oakland Army Base for the appraised fair market value to Develop a General Motors Dealership.**
- (8) City Resolution Approving the Sale of Approximately 6.3 acres Within the Former Oakland Army Base for the appraised fair market value to Argonaut Holdings, Inc. for its Development of a General Motors Dealership.**

SUMMARY

Staff is recommending the approval of three companion Disposition and Development Agreements (DDAs) that would allow the sale of land to auto dealerships in the North Gateway portion of the former Oakland Army Base. The three dealerships would establish the first phase of a freeway auto mall at the base of the Oakland-San Francisco Bay Bridge: BMW, Chrysler-Jeep-Dodge, and Chevrolet-Cadillac-Buick-GMC-Pontiac. In order to meet the requirements of the California Environmental Quality Act (CEQA) the City is being asked to certify the Final Supplemental Environmental Impact Report for the auto mall project. In addition, the City/Agency is being asked to approve the amended Oakland Army Base Final Reuse Plan in order to be consistent with the Agency’s plan to locate a freeway auto mall in the North Gateway.

FISCAL IMPACT

Under the proposed resolutions, the Agency would sell approximately 16.5 acres of land to three auto dealerships. The land sale and resulting development would generate the following estimated one-time and ongoing revenues (which are also discussed in greater detail in the “Project Description” and “Sustainable Opportunities” sections of this report):

	Estimated Revenues
City Sales Tax Revenue (per year)	
Retention of existing Oakland Dealerships ¹	\$500,000
Attraction of Non-Oakland Dealership (BMW) ²	800,000
Projected Sales Tax Growth (due to increased sales in freeway location) ³	400,000
<i>Total Annual Sales Tax Revenue:</i>	<i>\$1,700,000</i>
Agency Revenues	
Land Sales Proceeds (one-time) ⁴	\$17,400,000
Tax Increment Revenue (per year) ⁵	\$735,000

The development of the North gateway will require the Agency to build new roads, utilities, and other infrastructure. In early 2007, after obtaining bids for the project, staff will return to the Agency Board to seek approval for the construction of the required infrastructure improvements.

BACKGROUND

On December 20, 2005, the Agency Board approved a plan to create a freeway auto mall within the North Gateway of the Oakland Army Base, and to study the East Gateway as the potential site for additional auto retail (see Map, Attachment A).

¹ Based on current sales tax receipts as reported by HdL.

² Based on first-year revenue estimates of \$80 million per year for a BMW dealership.

³ Based on anticipated sales growth of 20% for BMW and 50% for General Motors and Chrysler-Jeep-Dodge.

⁴ Based on the sale of 16.2 acres of land at the current appraised value of \$24 to \$25 per square foot. Note: This amount does not include approximately \$1,150,000 that the Agency would pay to partially offset foundation costs for the General Motors dealership, as discussed in the “Project Description” section of this report.

⁵ Based on a total of \$45 million in new construction, plus \$17.3 million in land sale proceeds, yielding a total of \$62.3 million in Assessed Value (AV). Assuming Tax Increment revenues at 1.18% of AV, the improvements would generate \$735,000 in Tax Increment revenues per year.

The freeway auto mall is intended to help retain some of the 11 dealerships on Broadway Auto Row – which generate 650 jobs and \$3.2 million per year in sales tax. In recent years, Auto Row has been unable to compete effectively with other auto centers (e.g., Walnut Creek, San Leandro) that offer freeway visibility, modern facilities, and more space for car inventory. Even as Auto Row becomes less viable for auto retail, the lease rates have risen substantially, due to the encroachment of housing development and other economic trends. As a result, many auto dealers are planning to relocate within the next four years.

The North Gateway will provide 24 acres for auto retail, which is enough space to accommodate 4-5 dealerships. In January 2006, the Agency directed staff to negotiate the sale of land to several dealerships, including BMW, Mercedes-Benz, Chrysler-Jeep-Dodge, and General Motors. Staff has completed negotiations with three of these dealerships and is returning to ask approval of the necessary Disposition and Development Agreements (DDAs).

PROJECT DESCRIPTION

1. Project Options Studied Under the EIR Process

As discussed below, the Agency has sponsored a Supplemental Environmental Impact Report (SEIR) to investigate the environmental impacts of a freeway auto mall. The SEIR examined several potential options for developing the North Gateway and possibly the East Gateway. The primary development options are as follows:

- *Option A:* Freeway auto mall on the North Gateway, including four to five dealerships, a new road, and all other required infrastructure.
- *Option B:* Freeway auto mall on the North Gateway and approximately 16 acres of the East Gateway; “big box” retail developed on approximately 15 acres of the East Gateway; and new roads and infrastructure installed as well.
- *“New Ancillary Maritime Support (AMS) Alternative”:* Approximately 30 acres of ancillary maritime service (AMS) uses in the North Gateway and 60 acres of AMS uses in the East Gateway.
- *“Partial AMS Alternative”:* Freeway auto mall on the North Gateway and approximately 16 acres of the East Gateway; ancillary maritime service (AMS) uses developed on approximately 15 acres of the East Gateway; and new roads and infrastructure installed.
- *“Partial AMS and Compact Auto Mall Alternative”:* A high-density freeway auto mall on the North Gateway and approximately 16 acres of the East Gateway; ancillary maritime services developed on approximately 15 acres of the East Gateway; and new roads and infrastructure installed. Dealerships would be up to four stories in height. Up to 5-6 dealerships could be sited on the North Gateway and four additional dealerships placed on the 16 acres in the East Gateway. Dealership facilities could include small restaurant uses to serve the employees and customers of the auto mall.

At this time, staff is pursuing only dealerships within the North Gateway, which corresponds to Option A. Under the current proposed layout, the North Gateway would be divided into five lots, ranging from two to six acres in size (see Attachment A). Three of the parcels are proposed for specific dealerships. By negotiating with the dealers to accept smaller parcels, staff was able to create a fifth parcel that can accommodate a small dealership (as yet unidentified). In addition, the smaller parcel sizes will encourage a denser, more urban design.

A new road – tentatively designated “Bay Bridge Auto Plaza” – would be built to serve the North Gateway parcels. The new road is designed to increase traffic safety and to accommodate access through the North Gateway into the adjacent EBMUD and Army Reserve properties. The auto mall would also feature landscaping, a small event plaza, and other design elements to create an attractive experience for shoppers (see Attachment B).

The Agency would install the new roads, utilities, and other infrastructure for the site (which must be built in order to make the parcels developable. Staff plans to return to the Agency Board at a later date to seek approval for a construction contract to build out the required infrastructure. As currently planned, the Agency would start construction on the roads and utilities in May 2007, with the infrastructure completed by early 2008.

The dealerships have indicated that freeway signage is extremely important in order to ensure the economic success of the auto mall. The dealers have asked that, as a precondition for closing escrow on their properties, a reader board must be placed along the I-30 corridor. They have also asked that additional freeway signage be considered. Staff plans to explore various options for freeway signage and to return to the Agency Board to seek further direction and consideration of a reader board.

2. Dealerships Proposed for North Gateway

Pursuant to the Agency’s direction, staff has negotiated DDAs with the three dealerships shown in Table 1 below:

Table 1: Dealers Recommended for North Gateway

<i>Parcel</i>	<i>Dealership</i>	<i>Car Lines</i>	<i>Approx. Lot Size</i>	<i>Annual Sales Tax</i>
1	Simi Management Corp.	Chrysler, Jeep, Dodge	4.7 acres	\$200,000
2	Sojitz Motors, Inc.	BMW	5.2 acres	\$800,000
3	(Available)	--	4.7 acres	--
4	Argonaut Holdings, Inc.	Buick, Chevrolet, Pontiac, GMC, Cadillac	6.3 acres	\$300,000
5	(Available)	--	2.1 acres	--

Staff is currently negotiating to see if it is possible to locate other local dealerships on Parcels 3 and/or 5. If these negotiations are successful, staff will return to the Agency to ask for a DDA.

For all of the DDAs now being considered, the land would be sold at Fair Market Value, as determined by the Agency’s appraiser at the time of conveyance of the property. Currently, the appraised value of land is estimated to be \$24 to \$25 per square foot.

For the General Motors dealership, the Agency would reimburse the dealership for a portion of the extra construction costs they will incur – up to \$1,150,000 – because they are building a multi-story car facility that requires a special foundation system in Army Base property (which has unstable soils). By building a multi-story facility, General Motors is able to take up only 6.3 acres (versus their standard 10 acres) and produce a building with better urban design and higher quality construction. Their total construction cost is estimated at \$14 million. The estimated sales prices are shown in Table 2 below:

Table 2: Estimated Land Sale Proceeds from North Gateway Dealerships

<i>Dealership</i>	<i>Car Lines</i>	<i>Approx. Lot Size</i>	<i>Estimated Land Sale Proceeds</i>
Simi Management Corp.	Chrysler, Jeep, Dodge	4.7 acres	\$5,000,000
Sojitz Motors, Inc.	BMW	5.2 acres	\$5,700,000
Argonaut Holdings, Inc.	Buick, Chevrolet, Pontiac, GMC, Cadillac	6.3 acres	\$6,700,000
Total Land Sale Proceeds			\$17,400,000

It is proposed that the land sale proceeds be used to pay (a) the construction costs for the new roads and utilities built on the site; and (b) the remaining loan balance for the Subaru Lot (which is a portion of the North Gateway that the Agency acquired in 2004).

For all three of the dealerships, the other DDA terms remain essentially identical. Some of the key deal points include the following:

- Each dealership must pay a non-refundable deposit at the time the DDA is executed.
- The dealerships pay Fair Market Value for the land, as determined by a third-party appraisal within 120 days after approval of the DDAs.
- The dealerships must meet a specific schedule of performance. Dealers must be ready to start construction at the time the Agency completes construction of the new roads and utilities (see discussion above) in early 2008; and the dealers must complete construction of their dealerships by mid-2009.
- The dealerships are required to pay their fair share of traffic mitigations and other mitigations that are referenced in the Oakland Army Base EIR.
- The Agency is required to use its best efforts to obtain a “media center” (i.e., electronic) billboard that can help promote the auto mall. The dealerships have the right to terminate their DDAs if the Agency fails to provide adequate freeway signage.
- Each dealer is required to participate financially in a dealership association to market and promote the new auto mall.

- The Agency has the right to review and approve the designs of the dealership buildings. Design guidelines will be established to ensure a consistent, high-quality architectural environment.
- The dealership must purchase the property on an “as-is, where-is” basis and assume any obligations for environmental remediation or reporting that may come with the site.
- The dealerships are required – through CC&Rs that are recorded against the property – to keep their property well-maintained, and to restrict the use of the property to auto retail.
- The Agency has the right to approve any transfer of the property by Developer.

The full list of terms is detailed in Attachment C. Due to the financial and employment benefits generated by the project, staff is recommending approval of the three proposed DDAs.

KEY ISSUES AND IMPACTS

1. Use of East Gateway for Additional Auto Retail

The Agency has yet to decide whether or not part of the East Gateway should be used to provide additional space for auto retail. According to a consultant analysis done by Ware Malcolm, the new auto mall should have 40-60 acres to create enough critical mass of dealers to be economically successful.⁶ By adding approximately 16 acres in the East Gateway (immediately adjacent to the North Gateway) the Agency could achieve the minimum target size of 40 acres for the freeway auto mall – and provide enough space to accommodate all of the dealerships that need to relocate immediately.

At this time, only the North Gateway is being considered for dealerships. Staff plans to negotiate DDAs for the remaining available land in the North Gateway and, at that time, make recommendations for the potential future use of the East Gateway for additional auto retail.

2. Ancillary Maritime Support Uses

In developing the former Oakland Army Base site, the Agency must fulfill an obligation to the San Francisco Bay Conservation and Development Commission (BCDC). BCDC requires that the Agency reserve at least 15 acres of the Army Base for “ancillary maritime support” (AMS) uses, which is a category that includes truck parking, warehouses, logistics centers, or other similar port-related uses. Originally, this AMS requirement was attached to the North Gateway. However, it is now envisioned that the 15-acre AMS should be located in the East and/or Central Gateway, where the AMS uses could be located in closer proximity to Port operations. The proposed changes to the Oakland Army Base Final Reuse Plan would relocate AMS uses to the East and/or Central Gateway Areas.

3. Amendment of OBRA Final Reuse Plan

In July 2002, the OBRA Governing Body adopted a Final Reuse Plan for the Oakland Army Base. The Reuse Plan considered a broad range of conceptual development scenarios, with the

⁶ Ware Malcomb, “Oakland Army Base Gateway Development Area: Auto Mall Site Planning Study” (April 2005)

preferred scenario being the “Flexible Alternative.” As its name indicates, the Flexible Alternative envisions a variety of uses: waterfront, light industrial, maritime support, research and development, “flex-office,” selected retail, and/or a hotel. The Reuse Plan anticipated that the eventual development plan would be further refined by current conditions and demands at the time the property is developed.

In 2002, at the time that the Reuse Plan was approved, an auto mall concept was not envisioned for the Army Base. In order for the Reuse Plan to be consistent with Agency plans for the Army Base, staff is requesting direction to amend the Reuse Plan to include as an alternative reuse strategy, the new land use activities identified in the auto mall project, for the North Gateway only. The proposed Final Reuse Plan Amendment is included as Attachment D.

4. Environmental Study & EIR Certification

In July 2002, the Planning Commission certified the Oakland Army Base Area Redevelopment Plan Environmental Impact Report (EIR). This EIR explored a number of development options for the Base, but it did not include any discussion of an auto mall concept.

In order to examine the potential environmental impacts of an auto mall, the Agency has sponsored a Supplemental EIR, which builds upon the original 2002 Army Base EIR. The Draft SEIR was published on April 17, 2006; and the public comment period ended on June 30, 2006. Staff then prepared a Final SEIR, which responds to comments received during the public comment period, and brought the Final SEIR to the Planning Commission for certification. The major findings of the Draft SEIR are:

- Additional mitigations – related to traffic and air quality – are recommended to reduce or avoid potentially significant impacts that could result from the proposed auto mall.
- There are only two new significant and unavoidable traffic impacts associated with the Auto Mall Project, as a result of the previously identified mitigation measures being deemed infeasible for impacts to West Grand Avenue/I-880 Frontage Road, and 7th Street/Maritime Street.

The SEIR identifies new mitigations, and modifies those from the 2002 Redevelopment Plan EIR that apply to the Auto Mall project. Because the Agency is considering specific project approval actions at this time, the Agency must adopt a package of mitigations required to reduce adverse impacts from the auto mall. The MMRP is included as Attachment E.

The SEIR focused significant attention on traffic circulation issues particularly in the North Gateway area. Specifically, the SEIR examined the access from West Grand Avenue to the neighboring EBMUD wastewater treatment facility. Staff believes that reasonable accommodations for EBMUD access have been made (these are detailed in the Final SEIR) and that the environmental impacts associated with the proximity of the treatment facility to the Auto Mall project have been adequately addressed per CEQA. Staff will continue to work with EBMUD to resolve any outstanding concerns.

On October 18, 2006, the Planning Commission considered certification of the SEIR (see Attachment F). However, the Planning Commission declined to vote either for or against certification, thus electing to defer certification to the City of Oakland. During the October 18 meeting, two of the Commissioners were absent and one recused himself, leaving only four Commissioners able to vote. In making a decision to forward the SEIR without recommendation to the City Council, some of the Commissioners noted that:

- There is an ongoing concern about the loss of industrial jobs, and the proposed auto mall is being located in an area that is traditionally industrial.
- Many public speakers spoke against the auto mall project because they feel there are other uses for the Army Base that would more adequately address socioeconomic issues in West Oakland.
- The Army Base represents a unique opportunity to relocate trucking uses out of West Oakland, and many people feel that the issue of truck parking should be addressed prior to any approval of the auto mall project.
- Several public speakers questioned whether the proposed auto mall project adequately addresses traffic circulation.

At this time the SEIR is being forwarded to the Oakland City Council (as the “Lead Agency” required by CEQA) for certification and making the other required CEQA findings. The Redevelopment Agency, as a “Responsible Agency” under CEQA is also requested to make specific findings. These detailed findings are contained in Exhibits to the various resolutions that the Council and Agency are requested to adopt, and in Attachment G of this report. The Draft and Final SEIR documents were distributed in April 2006 and October 2006, respectively. For reference, they are also posted on the City of Oakland website at: www.oaklandnet.com.

SUSTAINABLE OPPORTUNITIES

Economic: The three proposed DDAs would establish a new freeway auto mall at the North Gateway; and they would produce economic benefits as shown in Table 4 below:

Table 4: Public Benefits from Proposed Auto Dealership DDAs

Employment	
Existing Oakland Jobs Retained	155
Additional Jobs from Non-Oakland Dealership (BMW)	145
Anticipated new jobs (due to increased sales in freeway location)	60
Total Jobs:	360
Land Sales Proceeds	\$17,400,000
New Construction	\$45,000,000
Tax Increment Revenue (per year)	\$735,000
Sales Tax Revenue (per year)	
Retention of three existing Oakland Dealerships	\$500,000
Attraction of Non-Oakland Dealership (BMW)	800,000
Projected Sales Tax Growth (due to increased sales in freeway location)	400,000
Total Annual Sales Tax Revenue:	\$1,700,000

It should be noted that the jobs generated by the auto mall project have an average salary of \$48,000 and do not necessarily require college degrees, thus making them potentially attractive employment opportunities for residents with limited educational experience.

Environmental: The proposed auto mall development would co-locate auto dealerships on an urban in-fill site with approximately 40 acres. By contrast, a standard suburban auto mall would require as much as 100 acres on previously undeveloped land.

Social Equity: The dealerships offer a range of jobs that are accessible to Oakland residents with limited educational background, and that pay an average salary of approximately \$48,000.

DISABILITY AND SENIOR CITIZEN ACCESS

The proposed development would be designed to comply with all applicable accessibility laws and regulations.

RECOMMENDATIONS AND RATIONALE

Staff is recommending the approval of three DDAs that would allow the sale of land to auto dealerships in the North Gateway portion of the former Oakland Army Base. These dealerships would establish the first phase of a freeway auto mall at the base of the Oakland-San Francisco Bay Bridge: BMW, Chrysler-Jeep-Dodge, and Chevrolet-Cadillac-Buick-GMC-Pontiac. In order to meet the requirements of the California Environmental Quality Act (CEQA) the City is being asked to certify the Final Supplemental Environmental Impact Report for the auto mall project.

The proposed DDAs would retain 155 high-quality jobs; generate 205 new jobs; retain \$500,000 in City sales tax revenues; generate \$1.2 million in new City sales tax revenues; generate \$735,000 per year in Tax Increment; yield \$17.4 million in land sale proceeds; generate approximately \$45 million in new construction; and create urban in-fill housing opportunities along Upper Broadway.

Staff further recommends that the City/Agency: (1) certify the Final Supplemental Environmental Impact Report for the auto mall project, in order to meet the requirements of CEQA; and (2) amend the Oakland Army Base Final Reuse Plan in order to be consistent with the Agency's plan to locate a freeway auto mall in the North Gateway.

ACTION REQUESTED OF THE CITY COUNCIL/REDEVELOPMENT AGENCY

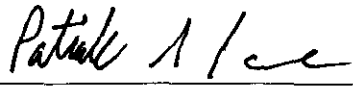
Staff recommends that the Agency:

- Approve the attached resolutions authorizing the Agency Administrator to negotiate and enter into three DDAs – with Sojitz Motors, Incorporated, Simi Management Corporation, and Argonaut Holdings, Incorporated – in order to develop three auto dealerships in the North Gateway;

- Approve the attached resolution amending the Oakland Army Base Final Reuse Plan to include as an alternative reuse strategy: (a) Locating the Proposed Freeway Auto Mall within the North Gateway Area; and, (b) Relocating Ancillary Maritime Support uses to the East and/or Central Gateway Areas.

Staff further recommends that the City of Oakland approve the attached resolution to certify the Final Supplemental EIR for the auto mall project and to approve the amended Oakland Army Base Final Reuse Plan in order to include a freeway auto mall in the North Gateway and to relocate Ancillary Maritime Support uses to the East and/or Central Gateway Areas.

Respectfully submitted,

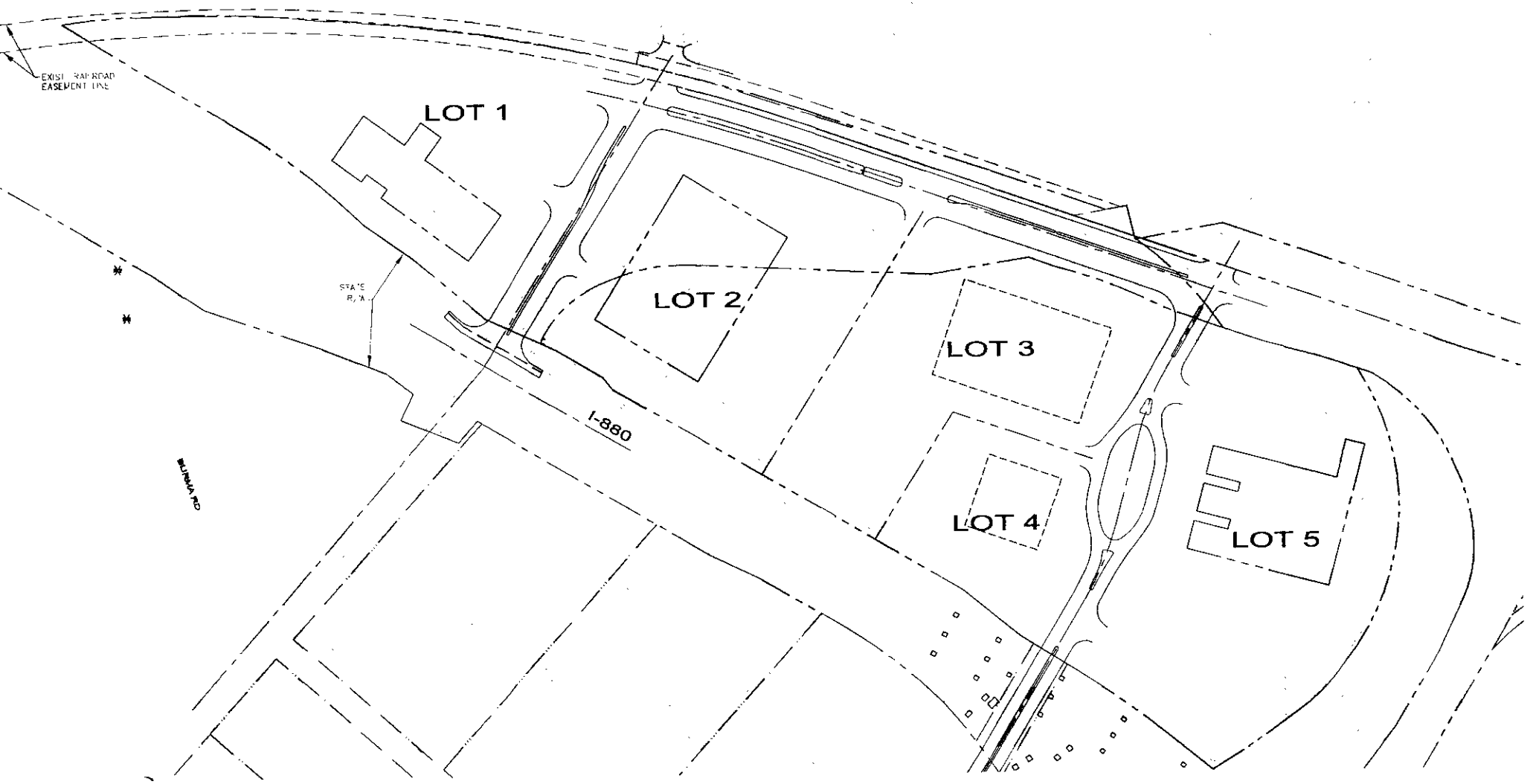

for DAN VANDERPRIEM
Director of CEDA Redevelopment, Economic
Development, Housing & Community Development

Prepared by:
Alex Greenwood
Urban Economic Coordinator, CEDA,
Redevelopment Division

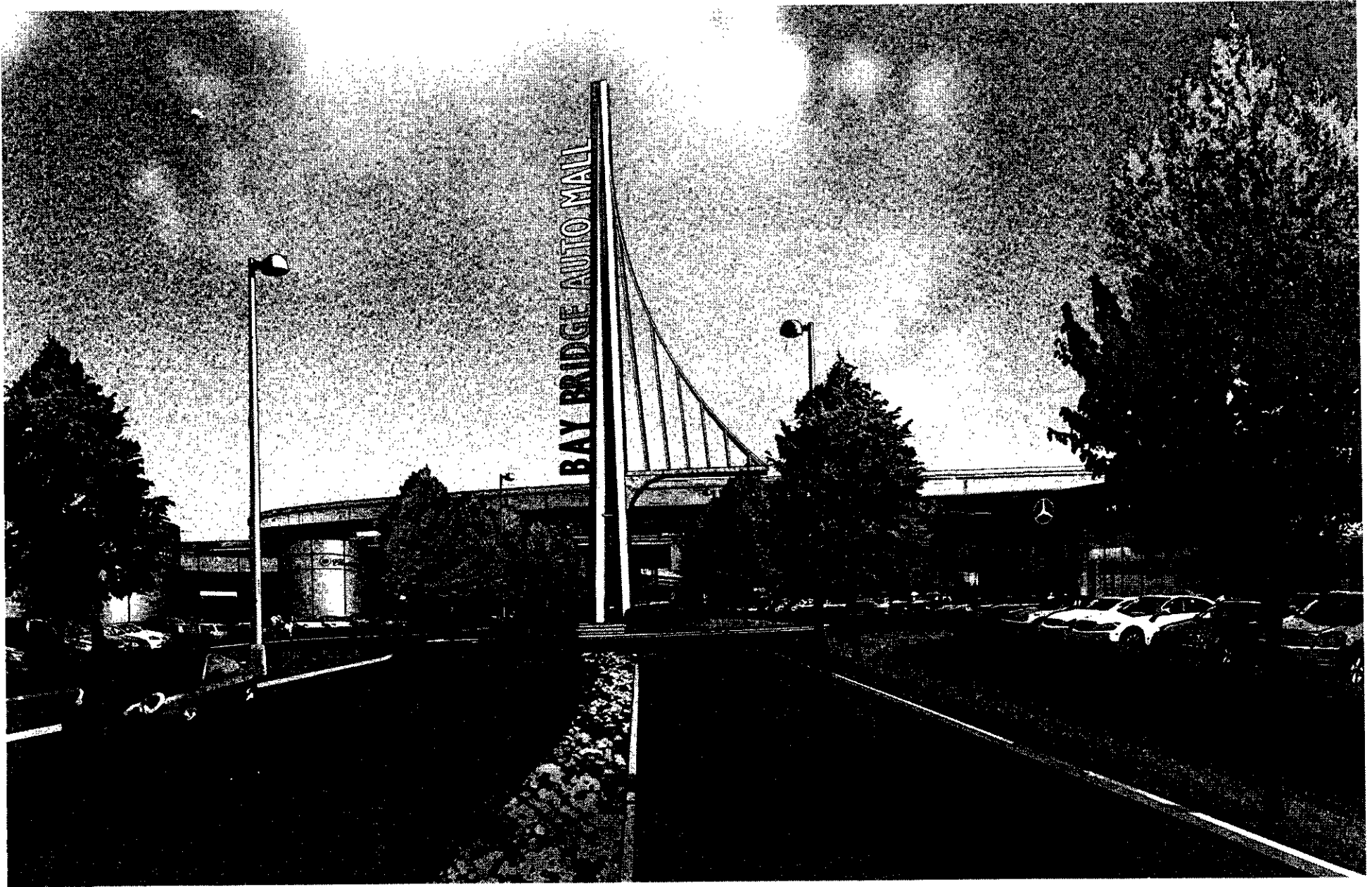
APPROVED AND FORWARDED TO
THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE:


HEIDI A. LOGGINS
OFFICE OF THE CITY ADMINISTRATOR
/ AGENCY ADMINISTRATOR

ATTACHMENT A



ATTACHMENT B



ATTACHMENT C

Conceptual Term Sheet Used for Proposed Auto Dealership Projects¹

PRICE:	Purchase price to be a cash sum equal to the fair market value at time of purchase, currently estimated at \$24.00 per square foot, or the net equivalent thereof, subject to any price adjustments thereto that may be agreed upon in the DDA.
PROJECT DESCRIPTION:	Developer agrees to develop a _____ (name of car brand) dealership, including _____ sq. ft. of building construction, showroom, parts and service, inventory, signage, body shop, etc., that meets all factory requirements by no later than June 30, 2009 (the "Project").
TERMS OF PAYMENT:	Purchase price to be due and payable in cash at the closing of the purchase and sale of the Property. The Developer must pay a non-refundable deposit at the time the DDA is executed.
METHOD OF TRANSFER:	Title will be free and clear of all encumbrances except for specific matters provided in a DDA including, without limitation, environmental covenants.
ON-SITE AND OFF-SITE IMPROVEMENTS:	Agency will be responsible for providing, or causing the provision of, access and egress roads and utilities stubbed to the edge of the Property. Developer will be responsible for all on-site improvements of the Property. The Developer is required to pay their fair share of traffic mitigations and other mitigations set forth in the Oakland Army Base EIR.
ENVIRONMENTAL / SITE CONDITIONS:	The Developer will be purchasing the Property on an "as-is, where-is" basis. The Developer and the Agency will agree in the DDA in respect of any remediation of hazardous materials contamination on the Property that may be required by any local, State or Federal agency. The Agency will provide all available information to assist the Developer in the environmental review process.

¹ Note: These terms are based on the Letters of Intent that were authorized by the Agency Board in its Closed Session Meeting of January 9, 2006. The precise terms vary for each dealership, but these terms are representative of all of the three DDAs that are now being brought to the Agency Board for approval, i.e.: BMW, General Motors, and Chrysler-Jeep-Dodge.

DEVELOPER'S
OBLIGATIONS:

The DDA will provide for certain obligations, including:

- Restrictions on transfer of Property by Developer;
- Use of the Property to be restricted to auto retail;
- Covenant to keep property well-maintained;
- Requirements to participate financially in: (i) an advertising association along with other dealers located within the Army Base auto mall area; (ii) an annual assessment for a joint-advertising campaign; and (iii) other activities as deemed appropriate by the advertising association to be formed.
- Temporary easements to accommodate the phased development of roadways for the auto mall;
- Compliance by the Developer with Oakland Army Base Reuse Plan and Redevelopment Plan; and
- Compliance with all applicable state, City and Agency employment and labor laws.

CERTAIN CONDITIONS:

Close of escrow is subject to various conditions, including the following:

- Completion of acceptable financing arrangements, if any, in place to develop the Project;
- Satisfactory completion by the Developer of an acquisition due diligence review of the Property;
- Satisfactory completion by the Developer of environmental investigation and/or testing of the Property;
- Compliance with applicable legal requirements and the obtaining of necessary legal and third party approvals of any person, agency or other governmental body having jurisdiction over the Property and the Project, including, without limitation, the Agency and the City;
- Conveyance of good and marketable title to the Property to the Developer, free and clear of any liens or other encumbrances, except for specific matters to be agreed upon by the parties and set forth in the DDA;
- Approval by the Agency and the City of any amendments to redevelopment and/or implementation plans that are needed to permit the Project;
- Receipt by the Agency of any necessary approvals from State or Federal authorities or other agencies having jurisdiction over the Property;
- Receipt by the Developer of an ALTA "as-built" survey to be prepared and certified by a title company, which shall comply with any City, county, or state requirements for surveys, and shall otherwise be acceptable to the title company; and

- PROJECT FEASIBILITY:** The Developer will provide the Agency with a preliminary and pro forma budget in respect of the source and use of funds, which shall include a breakout of estimated construction costs.
- FREEWAY SIGNAGE** The Agency is required to use its best efforts to obtain a “media center” (i.e., electronic) billboard that can help promote the auto mall. The Developer has the right to terminate the DDA if the Agency fails to provide adequate freeway signage.
- DESIGN REVIEW:** The Agency has the right to review and approve the designs of the dealership buildings. Design guidelines will be established to ensure a consistent, high-quality architectural environment.
- CERTAIN REPRESENTATIONS,
AND WARRANTIES;
INDEMNITIES:** The DDA shall contain representations, warranties, covenants and indemnities of each of the parties, customary to transactions of this type, or required by the nature of this transaction.
- REPURCHASE OPTION:** If the Project is not completed by December 31, 2009, the Agency will have the option to repurchase the Property for the lesser of fair market value at that time, or the original sale price. In case of repurchase, the total amount of relocation assistance or other subsidy will be refunded to the Agency.
- CLOSING COSTS:** Developer will pay all escrow fees and closing costs including, without limitation, city and county transfer taxes, subject to final agreement in respect of the same in the DDA.
- STUDIES AND REPORTS:** Agency will deliver to the Developer copies of all environmental studies and reports relating to the Property, as it may have or as may come into its possession.
- RIGHT OF ENTRY:** The Developer and any legal, environmental and other consultants thereof (the “Developer Agents”) shall be given right of entry to the Property to conduct tests or feasibility studies before the execution of a DDA, with 48 hours advance notice to the OBRA and the Agency. The Developer will indemnify the City, the Agency, and OBRA for any negligent acts or omissions of the Developer Agents occurring at the time of or resulting from such entry.

NO COMMISSIONS:

The City, the Agency and OBRA will not be liable for any broker or other commissions. The Developer will indemnify the City, the Agency and OBRA for any such commissions.

EXPENSES:

Except as specifically provided herein, each party will pay its own expenses (legal, accounting and the like) incident to the proposed purchase and sale of the Property.

**November 28, 2006 Amendment to July 31, 2002 Oakland Army
Base Final Reuse Plan
Alternative Conceptual Reuse Strategy:**

The following is to be inserted after Section 3.2.1 of the 2002 Oakland Army Base Final Reuse Plan:

**◆ Auto Mall Project in the North Subarea of the Gateway Development Area
◆ Relocation of Ancillary Maritime Support Services**

In addition to the “Flexible Alternative” reuse strategy that was approved in the July 31, 2002 Oakland Army Base (OARB) Final Reuse Plan, the “Auto Mall” strategy may be alternatively be developed in the North subarea of the OARB Gateway Development Area (GDA). In pursuing this alternative the Oakland Redevelopment Agency is seeking to achieve several goals, including: local business retention and attraction, job creation, and community benefits.

Currently, Oakland is facing the loss of most of its existing auto dealers within 4-6 years, due to rising land values, the encroachment of housing development, pressure from the auto manufacturers to modernize facilities, and substandard physical conditions on Broadway Auto Row. The 11 dealerships on Auto Row account for 650 jobs and \$3.2 million per year in sales tax. Of the 11 dealerships, six have leases that expire by 2009. If a large number of dealers leave Auto Row, there is a risk that the remaining dealers would also need to relocate, since there would no longer be a critical mass of dealerships to attract shoppers to Broadway.

In order to retain the dealerships in Oakland – and to allow them to become competitive with other auto retail centers in the Bay Area – it is critical to relocate them to a freeway location. The trend in auto retail has been for a substantial number of dealerships to co-locate in a freeway auto mall that offers a uniformly modern, attractive, high-quality shopping environment with direct freeway visibility and access.

For these reasons, the Redevelopment Agency has focused on creating a freeway auto mall within the Army Base that has sufficient size, visibility, and attractiveness to serve as a long-term viable location for auto retail.

The Auto Mall Project conceptual reuse strategy would be implemented in the North subarea of the GDA only and consists of the following activities:

▪ Automobile Dealerships

Four or five separate automobile dealerships would occupy five separate parcels of approximately 4 to 6 acres each (Parcels A through E). Each dealership would include 1- to possibly 3-story building to accommodate auto showrooms, sales space, and auto repair and service facilities. Each dealership also includes outdoor surface area for automobile storage, employee and customer parking and circulation.

▪ Access Road and Utilities

Wake Avenue would be abandoned and instead Maritime Street would be extended north from the intersection of West Grand Avenue, then continued to the east and south as a North Gateway access road. This road would carry traffic on the north side of West Grand Avenue and provide access to auto dealership sites in the North Gateway. The access road would end in a cul-de-sac near the raised West Grand Avenue.

These activities are illustrated on the attached Map summarized on the Table below.

OARB Auto Mall Project, Land Use Summary					
Parcel	Use	# of Buildings	Floors	Total Area (sq.ft.)	Floor Parcel Size (acres)
North Gateway Subarea					
A	Auto dealership	1	1	40,000	5.1
B	Auto dealership	1	2	160,000	6.0
C	Auto dealership	1	2	120,000	5.5
D	Auto dealership	2	1	40,000	3.8
E	Auto dealership	1	1	30,000	3.9
Access Road					5.7
Project Total		6		390,000	30

This alternative requires relocation of Ancillary Maritime Support (AMS) services activities that is depicted in the Flexible Alternative on the Baldwin Yard within the North Subarea. If the Auto Mall reuse strategy is pursued, AMS activities would be relocated to either the East and/or Central subareas of the GDA.

The remaining East, Central, West and Park subareas of the GDA would remain as depicted in the 2002 Reuse Plan. For reference, the Conceptual Reuse Strategy for all areas of the GDA under the Auto Mall alternative is summarized in the chart below.

Gateway Development Area Revised Conceptual Reuse Strategy				
<i>East Subarea: Flexible Alternative with Possible Inclusion of AMS activities</i>	<i>Central Subarea: Flexible Alternative with Possible Inclusion of AMS activities</i>	<i>West Subarea: Flexible Alternative</i>	<i>North Subarea: Flexible Alternative OR Auto Mall</i>	<i>Park Subarea: East Bay Regional Park Project</i>
Light Industrial and Flex-Office facilities ranging in floor-plate area from 44,000 – 111,600 square feet in size, yielding a total of approximately 376,000 square feet of development area. Possible	High yield of Research and Development facilities and Flex-Office buildings. The buildings would range in floor plate area from 57,000 – 90,000 square feet, yielding approximately 552,000 square feet	Four- to five-story corporate campus-like buildings with floor plates averaging 46,000 square feet, yielding a total of 600,000 square feet of Office area. Within this intense development envelope is the possibility of also	Flexible Alternative Uses: The Baldwin Yard would be used to provide 15 acres of ancillary maritime support services as required by BCDC. The Subaru site could be developed with up to	Public Park Use for EBRPD

Gateway Development Area Revised Conceptual Reuse Strategy

<i>East Subarea: Flexible Alternative with Possible Inclusion of AMS activities</i>	<i>Central Subarea: Flexible Alternative with Possible Inclusion of AMS activities</i>	<i>West Subarea: Flexible Alternative</i>	<i>North Subarea: Flexible Alternative OR Auto Mall</i>	<i>Park Subarea: East Bay Regional Park Project</i>
location of the Homeless Collaborative if an off-site location is not secured.	of Research and Development/ Flex Office and 444,000 square feet of Light Industrial activity, and 25,000 square feet of High-end Retail activity.	developing a Four-Star Hotel.	approximately 300,000 square feet of Warehouse and Distribution facilities or additional Light Industrial activities	
Possible AMS uses	Possible AMS uses		OR	
			Auto Mall Uses: Auto Mall Project consisting of auto showrooms, sales space, repair and service facilities, outdoor surface area for automobile storage, employee and customer parking; restaurant activities and event plaza	

Attachment:

Auto Mall Project Conceptual Development Plan (*Figure 2-6 of Draft Supplemental Environmental Impact Report for Auto Mall Project*)

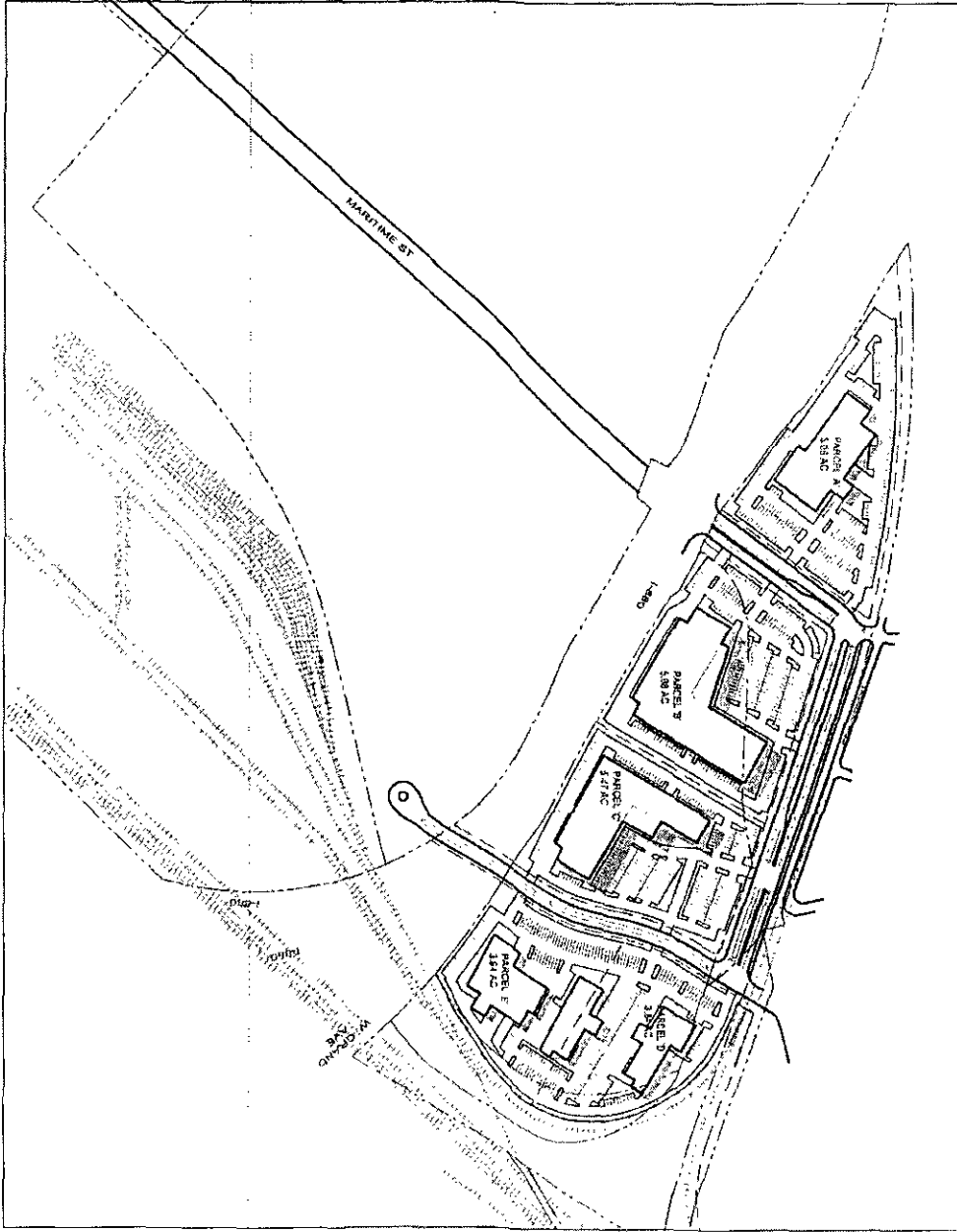


Figure 2.6: Project Conceptual Development Plan

CARB AUTO MALL - DRAFT SEIR

Source: FME Architecture + Design

APRIL 2006

ATTACHMENT E

Oakland Army Base Auto Mall Project Mitigation Monitoring and Reporting Program (MMRP)

INTRODUCTION

This Mitigation Monitoring and Reporting Program (MMRP) for the Oakland Army Base (OARB) Auto Mall Project has been prepared pursuant to Public Resources Code Section 21081.6. The mitigation measures presented in this MMRP are as contained in the Oakland Army Base Area Redevelopment Plan Environmental Impact Report (EIR) (SCH No. 2001082058) as revised and certified on July 31, 2002 by the City of Oakland Planning Commission and the Oakland Base Reuse Authority (OBRA), referred to in this document as “Redevelopment EIR”. Revised and additional mitigation measures are as derived from the Oakland Army Base Auto Mall Project Draft Supplemental EIR dated April 17, 2006 and Final Supplemental EIR dated October 6, 2006 (SCH No. 2006012092), referred to in this document as “Auto Mall EIR”.

Throughout this document, “City” includes the Redevelopment Agency of the City of Oakland and the City of Oakland; “Port” refers to the Port of Oakland. Implementation of mitigation measures will be carried out in accordance with the standard policies and practices and documented in the files of the City.

This MMRP applies only to the Oakland Army Base Auto Mall Project, the sponsors/developers of that project and the City of Oakland and its Redevelopment Agency.

The OARB Auto Mall Project proposed development in the North Gateway area of the former Oakland Army Base. The EIR also evaluates a larger option, termed Option B, that includes the North Gateway development as well as development on the East Gateway portion of the former Oakland Army Base. Where unspecified in this MMRP, mitigation measures apply to development in the North Gateway and/or East Gateway. In some cases, as specifically noted in the attached table, implementation of a mitigation measure is linked to development in one but not the other of these Gateway areas. Note that while discussed as the OARB *Auto Mall* Project, under Option B the project would include a parcel not used for Auto Dealerships, but used for big box retail and/or AMS uses.

Summary tables of the mitigation measures are followed by detailed mitigation descriptions.

SUMMARY TABLE 1:

MITIGATION MEASURES WITH IMPLEMENTATION RESPONSIBILITY BY OARB AUTO MALL DEVELOPERS/SPONSORS

Note: See also accompanying Detailed Mitigation Measures following the Summary Tables.

The following mitigation measures apply to development in the North Gateway (Project site) and/or East Gateway (additional Option B area) of the City’s Gateway Development Area on the former Oakland Army Base. Developers/sponsors of the OARB Auto Mall Project are responsible for implementation of these measures. The City, acting through the Community and Economic Development Agency is responsible for enforcing these measures and providing the mechanism for fair-share contributions where applicable.

Impact	Mitigation Measures^a	Schedule to Begin Implementation^b
Impact 4.2-1: Under proposed redevelopment, dissimilar land uses may be located proximate to one another.	Redevelopment EIR 4.2-1: Land Use Compatibility/Gateway	Pre-construction
Impact Traf-3: At the N. Access Road / EBMUD Driveway intersection, both the Project and Option B would substantially increase traffic hazards to motor vehicles and perhaps bicyclists and pedestrians due to the configuration of the intersection.	Auto Mall EIR Traf-3: Design Hazards/EBMUD Access	Pre-construction
Impact Traf-4: Construction of the access road from the northern extension of Maritime Street would end in a cul-de-sac for the Project and could result in less than two emergency access routes for streets exceeding 600 feet in length.	Auto Mall EIR Traf-4: Emergency Vehicle Access	Pre-operations, if/when North Gateway is developed before roadway connections are constructed in the East Gateway.

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b:

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- “Construction” includes remediation, demolition and construction.
- “Pre-operations” means prior to issuance of certification of occupancy or its equivalent.
- “Operations” means occupation and ongoing use of structures or facilities.

Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Cumulative</p> <p>Impact Traf-6: At the West Grand Avenue / Maritime Street intersection, Option B would increase traffic in 2025 and would cause the average vehicle delay to increase by more than two (2) seconds where the future baseline level of service would be LOS F during the p.m. peak and Saturday peak hours.</p>	<p>Cumulative</p> <p>Auto Mall EIR Traf-6: West Grand Avenue / Maritime Street</p>	<p>Pre-construction</p> <p>Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.</p> <p>The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 4.3-1 from the 2002 OARB Redevelopment EIR.</p>
<p>Cumulative</p> <p>Impact Traf-10: At the 7th Street / Maritime Street intersection, both the Project and Option B would increase traffic in 2025 and would cause the average vehicle delay to increase by more than two (2) seconds where the future baseline level of service would be LOS F during both the a.m. and p.m. peak hours.</p>	<p>Cumulative</p> <p>Auto Mall EIR Traf-10: 7th Street / Maritime Street</p>	<p>Pre-construction</p> <p>Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.</p> <p>The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 4.3-3 and 5.3-1 from the 2002 OARB Redevelopment EIR.</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Cumulative Impact Traf-11: At the 7th Street / I-880 Northbound Ramp intersection, both the Project and Option B would increase traffic in 2025 and would cause the average vehicle delay to increase by more than four (4) seconds where the future baseline level of service would be LOS E during the p.m. peak hour.</p>	<p>Cumulative Auto Mall EIR Traf-11: West Grand Avenue / I-880 Northbound Ramp</p>	<p>Pre-construction</p> <p>Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.</p> <p>The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 5.3-2 from the 2002 OARB Redevelopment EIR.</p>
<p>Cumulative Impact Traf-15: At the S. Access Road / Maritime Street intersection, Option B would increase traffic in 2025 and would cause the future baseline LOS to operate at below LOS D at this new intersection.</p>	<p>Cumulative Auto Mall EIR Traf-15: S. Access Road / Maritime Street</p>	<p>Pre-construction</p> <p>Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.</p>
<p>Cumulative Impact Traf-16: At the Parcel I / Maritime Street intersection, Option B would increase traffic in 2025 and would cause the future baseline LOS to operate at below LOS D at this new intersection.</p>	<p>Cumulative Auto Mall EIR Traf-16: Parcel I / Maritime Street</p>	<p>Pre-construction</p> <p>Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Cumulative</p> <p>Impact Traf-17: Both the Project and Option B would increase traffic on study area freeways in 2025 and would cause freeway segments to operate at LOS F.</p>	<p>Cumulative</p> <p>Auto Mall EIR Traf-17: Transportation Demand Management Program</p>	<p>Pre-operations</p> <p>Note that the OARB Auto Mall project-specific TDM plan satisfies the fair-share obligation of this mitigation measure.</p> <p>This mitigation measure replaces mitigation measure 4.3-4 from the 2002 OARB Redevelopment EIR for the OARB Auto Mall project.</p>
<p>Impact 4.3-3: Redevelopment could result in traffic hazards to motor vehicles, bicycles, or pedestrians due to inadequate design features or incompatible uses.</p> <p>Impact 5.3-3: Increase in traffic hazards.</p>	<p>Redevelopment EIR 4.3-5: Standard Design Practices</p>	<p>Pre-construction</p>
<p>Impact 4.3-5: Redevelopment could fundamentally conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks).</p>	<p>Redevelopment EIR 4.3-9: Alternative Transportation Facilities</p>	<p>Pre-construction</p>
<p>Impact 4.3-6: Redevelopment could result in an inadequate parking supply at the Gateway development area, the 16th/Wood sub-district, or for trucks serving the Port of Oakland.</p>	<p>Redevelopment EIR 4.3-10: Parking</p>	<p>Pre-construction</p>
<p>Impact 4.3-11: Remediation, demolition/deconstruction, and construction activities within the redevelopment project area would utilize a significant number of trucks and could cause significant circulation impacts on the street system.</p>	<p>Redevelopment EIR 4.3-13: Construction Period Traffic</p>	<p>Pre-construction</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Impact 5.3-1: Increased congestion at intersections exceeding the cumulatively significant threshold.</p>	<p>Redevelopment EIR 5.3-3: 3rd / Adeline Street.</p> <p>Redevelopment EIR 5.3-4: 3rd / Market Street.</p> <p>Redevelopment EIR 5.3-5: 12th / Brush Street.</p> <p>Redevelopment EIR 5.3-6: Powell Street/I-80 Northbound Ramps.</p>	<p>Mitigation measures 5.3-3 through 5.3-6 are derived from the 2002 OARB Redevelopment EIR. Based on information that is now known, it is recommended these measures be rejected as infeasible for the OARB Auto Mall project as there is no mechanism for accepting fair-share contributions for these intersections.</p>
<p>Impact 4.4-1: PM as fugitive dust would be emitted during construction and remediation activities.</p> <p>Impact 5.4-1: Redevelopment would result in significant cumulative air quality impacts associated with emissions of nitrogen oxides (NO_x), reactive organics gases (ROG), carbon monoxide (CO), particulate matter less than 10 microns in diameter (PM₁₀), and diesel exhaust (almost entirely particulate matter less than 2.5 microns in diameter (PM_{2.5}), the latter defined as a toxic air contaminant by the California Resources Board (CARB).</p>	<p>Redevelopment EIR 4.4-1: Dust Control</p>	<p>Construction</p>
<p>Impact 4.4-2: Construction equipment exhaust could increase levels of NO_x, ROG, CO, and PM₁₀ (the latter primarily as diesel PM) that could exceed 15 tons per year, or result in substantial increase in diesel emissions.</p> <p>Impact 5.4-1: See above.</p>	<p>Redevelopment EIR 4.4-2: Construction-period Exhaust Controls</p> <p>Redevelopment EIR 4.4-4: Diesel Emission Reduction Program</p>	<p>Construction</p> <p>Pre-operations; at time of Port and Gateway Development Area redevelopment</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Impact Air-1: Permanent Regional Impacts. Additional trips to and from the project would result in new air pollutant emissions within the air basin.</p> <p>Cumulative</p> <p>Impact Air-5: As part of the cumulative growth of the OARB Area Redevelopment Plan, the Project or Option B, together with anticipated future development in the area, could result in long-term traffic increases and could cumulatively increase regional air pollutant emissions.</p>	<p>Auto Mall EIR Air-1: Transportation Control Measures</p>	<p>Pre-operations; Operations</p> <p>This mitigation measure replaces mitigation measure 4.4-5 from the 2002 OARB Redevelopment EIR for the OARB Auto Mall project.</p>
<p>Impact 4.4-5: Space and water heating as well as routine maintenance of office buildings, warehouses, retail stores, and live-work space, could emit NO_x, ROG, CO and PM₁₀ in quantities that could exceed thresholds.</p>	<p>Redevelopment EIR 4.4-6: Sustainable Development Design and Construction</p>	<p>Pre-construction</p>
<p>Impact 4.5-1: Construction, including remediation, could result in short-term noise levels in excess of established standards, or that violate the City of Oakland Noise Ordinance at and near the redevelopment project area, and along construction haul routes.</p>	<p>Redevelopment EIR 4.5-1: Noise Reduction Plan</p>	<p>Construction</p>
<p>Impact 4.6-1: Redevelopment has the potential to encounter previously unknown subsurface cultural resources during ground-disturbing activities.</p>	<p>Redevelopment EIR 4.6-1: Discovery of Cultural Resources</p>	<p>Construction</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
	<p>Redevelopment EIR 4.6-10: Historic Brochure</p> <p>Redevelopment EIR 4.6-11: Historic Archive</p> <p>Redevelopment EIR 4.6-14: Historic Building Demolition, Timing</p> <p>Redevelopment EIR 4.6-15: Historic Building, Deconstruction and Salvaging</p> <p>Redevelopment EIR 4.6-16: Historic Resource Documentation Program</p>	<p>Operations; to be available at time Bay Trail opens in the vicinity</p> <p>Pre-construction</p> <p>Pre-construction, East Gateway under Option B only</p> <p>Pre-construction, East Gateway under Option B only.</p> <p>Pre-construction</p>
<p>Impact 4.7-2: Hazardous or acutely hazardous materials (AHMs) may be handled or emitted within ¼ mile of an existing or proposed school.</p>	<p>Redevelopment EIR 4.7-1: Haz. Mat. Business Plan</p> <p>Redevelopment EIR 4.7-2: Risk Management and Prevention Plan</p>	<p>Pre-operations; Operations</p> <p>Pre-operations; Operations</p>
<p>Impact 4.7-4: Site preparation, remediation and development of areas that contain contaminated soil and groundwater could expose remediation and construction workers, and future utility workers, tenants, and visitors to soil and groundwater contamination conditions.</p> <p>Impact 4.7-5: Potential exposure to contaminants in soil and groundwater remaining in place after remediation could be a hazard to future residents, employees and visitors.</p> <p>Impact 5.7-1: Increased exposure to hazardous wastes during construction.</p>	<p>Redevelopment EIR 4.7-3: RAP/RMP Implementation</p>	<p>Pre-construction</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
	Redevelopment EIR 4.7-4: For the project area not covered by the DTSC-approved RAP/RMP, investigate potentially contaminated sites; if contamination is found, assess potential risks to human health and the environment, prepare and implement a clean-up plan for DTSC or RWQCB approval, prepare and implement a Risk Management Plan, and prepare and implement a Site Health and Safety Plan prior to commencing work.	Completed (As documented in the Army Reserve FOST report, June 2004)
Impact 4.7-5: Potential exposure to contaminants in soil and groundwater remaining in place after remediation could be a hazard to future residents, employees and visitors.	Redevelopment EIR 4.7-5: For the project areas not covered by the DTSC-approved RAP/RMP, remediate soil and groundwater contamination consistent with the City of Oakland ULR Program and/or other applicable laws and regulations.	Completed (As documented in the Army Reserve FOST report, June 2004)
Impact 4.7-6: Workers and others could be exposed to LBP in buildings, ACM or PCBs during demolition, remediation, renovation and site work activities. Impact 5.7-1: Increased exposure to hazardous wastes during construction.	Redevelopment EIR 4.7-6: Building Survey, Lead-Based Paint Redevelopment EIR 4.7-7: Asbestos Safety Requirements Redevelopment EIR 4.7-8: Building Survey, PCBs	Pre-construction Pre-construction Pre-construction
Impact 4.7-7: Workers or others could be exposed to hazardous materials and contamination in and around ASTs and USTs during remediation and redevelopment activities. Impact 5.7-1: Increased exposure to hazardous wastes during construction.	Redevelopment EIR 4.7-9: RAP/RMP for Underground Storage Tanks Redevelopment EIR 4.7-10: Underground Storage Tank Closure/Removal	Pre-construction; Construction Construction

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Impact 4.7-8: Workers or others could experience direct contact exposure to LBP-contaminated soil, concrete, and pavement surrounding buildings that have LBP.</p> <p>Impact 5.7-1: Increased exposure to hazardous wastes during construction.</p>	<p>Redevelopment EIR 4.7-11: Lead-Based Paint Safety Requirements</p>	<p>Pre-construction</p>
<p>Impact 4.7-10: During interim or future use of existing buildings, people could be exposed to ACM or other environmental hazards.</p>	<p>Redevelopment EIR 4.7-13: RAP/RMP Update</p>	<p>Pre-operations</p>
<p>Impact 4.7-11: Workers could be exposed to polychlorinated biphenyls (PCBs) and PCB-contaminated equipment during remediation, construction and future operations.</p> <p>Impact 5.7-1: Increased exposure to hazardous wastes during construction.</p>	<p>Redevelopment EIR 4.7-15: Removal of PCB Transformers</p> <p>Redevelopment EIR 4.7-16: PCB Investigation</p> <p>Redevelopment EIR 4.7-17: PCB Safety Requirements</p>	<p>Pre-construction; Construction; Operations</p> <p>Pre-construction; Construction; Operations</p> <p>Pre-construction; Construction; Operations</p>
<p>Impact 4.9-1: Construction activities and increases in employees and residents as well as increased building density would increase demand for fire, hazmat, and first responder medical emergency services.</p> <p>Impact 4.3-4, see above.</p> <p>Impact 5.9-1: Increased demand for fire-related services.</p>	<p>Redevelopment EIR 4.9-1: Fire and Emergency Response</p> <p>Redevelopment EIR 4.9-3: OES Notification</p>	<p>Pre-operations; at time Port and Gateway development area employees exceed 2,044 (1995 baseline)</p> <p>Pre-construction</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Impact 4.9-8: Redevelopment would increase potable water demand.</p> <p>Impact 5.9-5: Increased demand for water.</p>	<p>Redevelopment EIR 4.9-4: Reclaimed Water Pipelines</p> <p>Redevelopment EIR 4.9-5: Individual buildings with gross floor area exceeding 10,000 square feet shall install dual plumbing for both potable and recycled water, unless determined to be infeasible by the approving agency (City or Port).</p> <p>Redevelopment EIR 4.9-6: Compliance with Title 22 Requirements</p> <p>Redevelopment EIR 4.9-8: Concrete and Asphalt Recycling</p> <p>Redevelopment EIR 4.9-9: Solid Waste Diversion</p>	<p>Pre-construction.</p> <p><i>EBMUD NOP comment letter dated 2/7/2006 directs developers coordinate directly with EBMUD to determine project-specific feasibility.</i></p> <p>As per EBMUD NOP comment letter dated 2/7/2006, this requirement is deferred because EBMUD has not yet tested the feasibility of dual plumbing.</p> <p>Pre-construction</p> <p>Construction</p> <p>Pre-operations; Operations</p>
<p>Impact 4.11-3: New security lighting and/or lighting for night time operations would alter current patterns of light or glare, and could alter nighttime views in the area.</p>	<p>Redevelopment EIR 4.11-1: Lighting Standards</p>	<p>Pre-construction</p>
<p>Impact 4.11-4: New construction could introduce building or landscaping elements that would now or in the future cast shadow on existing collectors or photovoltaic cells, or a building using passive solar heat collection.</p>	<p>Redevelopment EIR 4.11-3: Solar Energy Setbacks</p> <p>Redevelopment EIR 4.11-4: Solar Energy Access</p>	<p>Pre-construction</p> <p>Pre-construction</p>

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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures^a	Schedule to Begin Implementation^b
Impact 4.12-9: Loss of up to approximately 0.5 acre of isolated, urban wetlands. Impact 5.12-2: Loss of protected wetlands and waters of the U.S.	Redevelopment EIR 4.12-13: Contractors and developers shall comply with all conditions imposed by the RWQCB for fill of wetlands.	Completed as documented and implemented by the <i>Wetlands Offset Plan</i> , approved by RWQCB on May 3, 2004 and implemented in August 2004.
Impact 4.13-1: Redevelopment could expose increased numbers of people and structures to strong seismic ground shaking. Impact 4.13-2: Redevelopment could expose increased numbers of people or structures to seismic related ground failure, including liquefaction, lateral spreading, subsidence, or collapse. Impact 4.13-3: Localized landsliding may occur in sloped shoreline areas. Impact 4.13-5: Redevelopment could occur on expansive soils. Impact 4.13-6: Redevelopment elements may be located above a well, pit, sump, mound, tank vault, unmarked sewer line, landfill, or unknown fill soils. Impact 5.13-1: Exposure of persons or property to seismic risk.	Redevelopment EIR 4.13-1: Construction Standards Redevelopment EIR 4.13-2: Geotechnical Report	Pre-construction Pre-construction
Impact 4.13-4: Under certain conditions, disturbance of soils during construction or remediation could result in erosion.	Redevelopment EIR 4.13-3: Stormwater Pollution Prevention / Erosion Control	Pre-construction
Impact 4.13-6: Redevelopment elements may be located above a well, pit, sump, mound, tank vault, unmarked sewer line, landfill, or unknown fill soils.	Redevelopment EIR 4.13-4: Environmental Records Review Redevelopment EIR 4.13.5: Due Diligence	Pre-construction Pre-construction

a:

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b:

- "Pre-construction" means prior to issuance of demolition, grading, or building permits, or the equivalent.
- "Construction" includes remediation, demolition and construction.
- "Pre-operations" means prior to issuance of certification of occupancy or its equivalent.
- "Operations" means occupation and ongoing use of structures or facilities.

Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures ^a	Schedule to Begin Implementation ^b
<p>Impact 4.14-1: Operation of wells could cause saltwater to intrude into shallow groundwater.</p> <p>Impact 5.14-1: Concurrent operation of multiple remediation wells or construction dewatering activities could further impair groundwater quality.</p>	<p>Redevelopment EIR 4.14-1: Groundwater Extraction</p>	<p>Construction; Operations</p>
<p>Impact 4.14-2: Operation of wells could cause contaminants to migrate to uncontaminated groundwater.</p>	<p>Redevelopment EIR 4.14-2: Groundwater Dewatering</p>	<p>Construction; Operations</p>
<p>Impact 4.15-2: Under certain circumstances, disturbance of soils during construction and remediation could result in erosion, which in turn could increase sediment loads to receiving waters.</p> <p>Impact 5.15-1: Construction-related increases in erosion and sedimentation/turbidity.</p>	<p>Redevelopment EIR 4.15-2: Subsequent Permit Conditions</p> <p>Redevelopment EIR 4.15-3: Stormwater Pollution Prevention / Erosion Control</p>	<p>Pre-construction</p> <p>Pre-construction</p>
<p>Impact 4.15-3: During construction or remediation, shallow groundwater may be encountered that could be contaminated with sediment or chemicals, and could enter nearby receiving waters as could contaminated stormwater.</p> <p>Impact 5.15-2: Increases in 303(d) pollutants and toxics.</p>	<p>Redevelopment EIR 4.15-4: Stormwater Pollution Prevention Plan</p>	<p>Pre-construction</p>
<p>Impact 4.15-4: Net changes in impervious surface could result in higher pollutant loads to receiving waters.</p>	<p>Redevelopment EIR 4.15-5: Post-Construction Stormwater Controls</p>	<p>Pre-construction</p>
<p>Impact 4.15-5: Use of recycled water for non-potable purposes could lead to degradation of surface water quality.</p>	<p>Redevelopment EIR 4.15-6: Recycled Water Runoff</p>	<p>Pre-construction</p>
<p>Impact 4.15-6: New construction could result in changes in localized flooding.</p>	<p>Redevelopment EIR 4.15-7: Flood Protection</p>	<p>Pre-construction</p>

a:

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b:

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SUMMARY TABLE 2:

MITIGATION MEASURES WITH IMPLEMENTATION RESPONSIBILITY BY THE CITY (RELATED TO THE OARB AUTO MALL PROJECT)

Note: See also accompanying Detailed Mitigation Measures following the Summary Table.

The following additional mitigation measures are related to development in the North Gateway (Project site) and/or East Gateway (additional Option B area). Implementation of these measures is the responsibility of the City of Oakland, acting through the Community and Economic Development Agency or other city Departments/Agencies. Implementation of these mitigation measures may include a requirement for fair-share contributions from project developers.

Impact	Mitigation Measures	Schedule to Begin Implementation
<p>Impact 4.2-1: Under proposed redevelopment, dissimilar land uses may be located proximate to one another.</p>	<p>Redevelopment EIR 4.2-3: Land Use Coordination</p>	<p>Pre-construction; Operations</p>
<p>Impact 4.3-3: Redevelopment could result in traffic hazards to motor vehicles, bicycles, or pedestrians due to inadequate design features or incompatible uses.</p> <p>Impact 5.3-3: Increase in traffic hazards.</p>	<p>Redevelopment EIR 4.3-7: Truck Management Plan</p>	<p>Pre-construction</p>
<p>Impact 4.3-4: Due to site constraints, it may not be possible to provide two emergency access routes to the western portion of the Gateway development area, which would be in excess of 1,000 feet from the nearest major arterial.</p> <p>Impact 5.3-4: Inadequate emergency access.</p>	<p>Redevelopment EIR 4.3-8: Emergency Evacuation Plan</p>	<p>Pre-operations; at time Port and Gateway development area employees exceed 2,044 (1995 baseline)</p>

a:

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b:

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- "Construction" includes remediation, demolition and construction.
- "Pre-operations" means prior to issuance of certification of occupancy or its equivalent.
- "Operations" means occupation and ongoing use of structures or facilities.

Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures	Schedule to Begin Implementation
<p>Impact 4.3-9: Redevelopment would increase the peak hour average ridership at the West Oakland BART station by 3 percent where average waiting time at fare gates could exceed 1 minute.</p> <p>Impact 5.3-8: Increased waiting time during peak weekday hours at BART fare gates.</p>	<p>Redevelopment EIR 4.3-12: BART Capacity Assessment</p>	<p>Operations</p>
<p>Impact 5.3-5: Inadequate truck-related parking.</p>	<p>Redevelopment EIR 5.3-7: Truck Impact Reduction Program</p>	<p>Operations</p>
<p>Impact 5.3-7: Increased ridership on BART trains.</p>	<p>Redevelopment EIR 5.3-8: BART Capacity Improvements</p>	<p>Operations</p>
<p>Impact 5.4-1: Redevelopment would result in significant cumulative air quality impacts associated with emissions of nitrogen oxides (NOx), reactive organics gases (ROG), carbon monoxide (CO), particulate matter less than 10 microns in diameter (PM10), and diesel exhaust (almost entirely particulate matter less than 2.5 microns in diameter [PM2.5]), the latter defined as a toxic air contaminant by the California Air Resources Board (CARB).</p>	<p>Redevelopment EIR 5.4-1: Emission Reduction Projects</p>	<p>Pre-operations; Operations</p>
<p>Impact 4.6-2: Redevelopment would remove all resources contributing to the OARB Historic District.</p> <p>Impact 4.6-3: Redevelopment would render the OARB Historic District no longer eligible to the National and/or California Registers of Historic Places or Local Register.</p> <p>Impact 5.6-1: Loss of historic resources.</p>	<p>Redevelopment EIR 4.6-3: Public Trail Access</p>	<p>Pre-construction</p>

a:

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b:

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- “Construction” includes remediation, demolition and construction.
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Oakland Army Base Auto Mall Project – Mitigation Monitoring and Reporting Program

Impact	Mitigation Measures	Schedule to Begin Implementation
Impact 4.9-6: Redevelopment construction could interfere with operation of the Maritime Street emergency response staging area, or with the West Grand Avenue and 7 th Street evacuation routes.	Redevelopment EIR 4.9-2: OES Coordination	Pre-construction
Impact 4.15-6: New construction could result in changes in localized flooding.	Redevelopment EIR 4.15-8: Flood Hazard Mapping	Pre-construction

a:

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b:

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- “Construction” includes remediation, demolition and construction.
- “Pre-operations” means prior to issuance of certification of occupancy or its equivalent.
- “Operations” means occupation and ongoing use of structures or facilities.

DETAILED MITIGATION DESCRIPTIONS

This section provides details of each mitigation measure, and is a companion to the MMRP tables included in this document.

The following text is presented by environmental factor. Each section presents the mitigation for impacts affecting that particular environmental factor. For each mitigation measure, the following information is provided:

- The full mitigation measure;
- a more detailed description of each mitigation measure, where necessary.

In the detailed discussion of mitigation measures, the work “should” or “may” indicates a preference or option for action, but not a requirement. The word “shall” indicates a required element of the mitigation measure.

Mitigation Measures with Implementation Responsibility by the OARB Auto Mall Sponsors/Developers:

The following mitigation measures apply to development in the North Gateway (Project site) and/or East Gateway (additional Option B area) of the City’s Gateway Development Area on the former Oakland Army Base. Developers/sponsors of the OARB Auto Mall Project are responsible for implementation of these measures. The City, acting through the Community and Economic Development Agency is responsible for enforcing these measures and providing the mechanism for fair-share contributions where applicable.

LAND USE

Redevelopment EIR 4.2-1: The City shall ensure that Gateway development area redevelopment activities adjacent to Port of Oakland industrial maritime facilities are designed to minimize any land use incompatibilities to the extent feasible.

Design of Gateway development area activities adjacent to Port activities shall be designed to avoid or minimize land use incompatibilities through such measures as, the placement of least sensitive elements

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(such as parking, waste collection, storage, etc.) toward Port facilities. The City shall take compatibility of uses into consideration during planning and design review.

TRANSPORTATION AND TRAFFIC

Auto Mall EIR Traf-3: The Project Sponsors shall work with the property owners to develop an access design that provides adequate levels of safety. One option would be to relocate the EBMUD driveway to connect as the north leg of the N. Access Road / E. Access Road intersection. If the driveway were relocated, the N. Access Road / E. Access Road intersection would operate in compliance with the City's level of service standards with all-way stop traffic control. Design plans for the project and all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

Phasing of the demolition of Wake Avenue and construction of the Maritime Street extension and North Access Road must occur such that reasonable access to the EBMUD facilities is maintained at all times.

The angle of the intersection at the EBMUD driveway appears to be between 30 and 35 degrees – a very acute angle. Good design practice requires intersection angles to be as close to 90 degrees as practicable. Otherwise, safety may be compromised. Acute angles at intersections and driveways are typically associated with higher than normal collision rates. The acute angle could obstruct the line of sight of motorists exiting the driveway who would essentially have to look over their shoulder to see oncoming traffic. This could result in conflicts with oncoming traffic or might cause exiting traffic to stop suddenly, resulting in rear-end collisions. The acute angle also would create a wide driveway that would not provide adequate access control. The driveway angle would make right turning movements into the driveway difficult.

Auto Mall EIR Traf-4: Construct an emergency vehicle access to the east end of the Project. Design plans shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

The Project proposes a cul-de sac either as a permanent measure or prior to development in the East Gateway (under Option B) that would continue and connect the roadway. Full development of Option B in both the North Gateway and the East Gateway would not include a cul-de-sac, but instead continuation and connection of the North Gateway access road, so would have adequate emergency access with no need to implement mitigation measure Traf-4.

Note:

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Auto Mall EIR Traf-6: As part of the cumulative growth of the OARB Area Redevelopment Plan, the Project Sponsors shall fund a fair share of the following modifications at the West Grand Avenue / Maritime Street intersection:

- Revise the northbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, and two right turn lanes with overlap signal phasing (green arrow)
- Revise the southbound Maritime Street lanes to provide one left turn lane, one combination through-right lane, and one right turn lane
- Revise eastbound West Grand Avenue exit ramp to provide one left turn lane, two through lanes, and one right turn lane with a receiving third southbound lane south of the intersection (free right)
- Revise westbound West Grand Avenue to provide one left turn lane, one combination left-through lane, and one combination through-right lane
- Provide split signal phasing for east and westbound traffic movements on West Grand Avenue

Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

The intersection improvements that are feasible are limited by the bridge piers supporting the I-880/I-80 connector roadway that passes above West Grand Avenue. To fully mitigate cumulative impacts at the intersection would require modification of the overhead structure, development of new roadways, or other measures that would require significant right-of-way and/or the development of major roadway structural elements. No feasible mitigation measures have been identified that would reduce cumulative impacts to a level that is less than significant; therefore, residual cumulative impacts at the West Grand Avenue / Maritime Street intersection would be significant and unavoidable.

Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.

The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 4.3-1 from the 2002 OARB Redevelopment EIR.

Note:

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Auto Mall EIR Traf-10: As part of the cumulative growth of the OARB Area Redevelopment Plan, the Project Sponsors shall fund a fair share of the following modifications at the 7th Street / Maritime Street intersection:

- Revise the northbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, one through lane, and one right turn lane with overlap signal phasing (green arrow)
- Revise the southbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, and one combination through-right turn lane
- Revise the eastbound 7th Street lanes to provide one left turn lane, two through lanes, and one right turn lane with overlap signal phasing (green arrow)
- Revise the westbound 7th Street lanes to provide two left turn lanes, two through lanes and one right turn lane with overlap signal phasing (green arrow)
- Provide split phasing for the north and southbound traffic movements.

Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

The intersection improvements that are feasible are limited by the structural supports for the elevated BART tracks that pass over Maritime Street just south of the intersection. To fully mitigate cumulative impacts at that intersection would require modification of the overhead structure, development of new roadways, or other measures that would require significant right-of-way. No feasible mitigation measures have been identified that would reduce cumulative impacts to a level that is less than significant; therefore, residual cumulative impacts at the 7th Street / Maritime Street intersection would be significant and unavoidable.

Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.

The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 4.3-3 and 5.3-1 from the 2002 OARB Redevelopment EIR.

Note:

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Auto Mall EIR Traf-11: If Option B is developed, the Project Sponsors shall fund a fair share of the following modifications at the West Grand Avenue / I-880 Northbound Ramp intersection:

- Revise the eastbound 7th Street lanes to provide one left turn lane, one combination left-through lane, and one through lane.
- Provide split signal phasing for east and westbound traffic movements on 7th Street.

Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.

The improvements identified in this mitigation measure replace those improvements recommended in mitigation measure 5.3-2 from the 2002 OARB Redevelopment EIR.

Auto Mall EIR Traf-15: If Option B is developed, the Project Sponsors shall fund a fair share of the modifications at the S. Access Road / Maritime Street intersection to add a southbound right turn lane with southbound right turn overlap phasing (green arrow). Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.

Auto Mall EIR Traf-16: If Option B is developed, the Project Sponsors shall fund a fair share of the modifications at the Parcel I / Maritime Street intersection to add a southbound right turn lane with southbound right turn overlap phasing (green arrow). Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

Note that as per the 2002 OARB Redevelopment EIR, fair-share allocations will be assessed for all OARB developers, whether or not their individual contribution to the impact would be significant under CEQA.

Note:

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Auto Mall EIR Traf-17: As part of the cumulative growth of the OARB Area Redevelopment Plan, the Project Sponsors shall fund a fair share of a transportation demand management program established by the City for the Redevelopment Area to reduce the demand for single-occupant, peak hour trips, and to increase access to transit opportunities.

This project will likely progress before other projects are finalized in the OARB Area and therefore before an area-wide Transportation Demand Management (TDM) Plan can be instituted to which the developers of this project would otherwise pay a fair share. A project-specific TDM Plan satisfies the fair-share obligations of this measure for the OARB Auto Mall project.

The City shall, in cooperation with the area businesses, cause to be prepared a Transportation Demand Management Plan to be implemented for the OARB Auto Mall project. The OARB Auto Mall TDM Plan shall include, at a minimum, the following measures:

1. Provide a shuttle to and from one or two local BART stations (West Oakland and/or 12th and Broadway).
2. *The future big box retail shall be conditioned to provide secure, weather-protected bicycle parking for employees.*
3. Provide signalized pedestrian crossings at all signalized intersections adjacent to the project site.
4. Provide employees with a guaranteed ride home in emergencies if they take transit, bicycle, walk or carpool to work.
5. *Utilize only electric or natural gas forklifts and landscaping equipment in project operations.*

Additionally, the following TDM measure should be considered for reduction of internal trips:

6. Consider shared customer parking in a centralized location.

These measures shall be coordinated with BAAQMD and CAP Transportation Control Measures implemented under Auto Mall EIR mitigation measure Air-1.

Until such time as redevelopment further progresses in the area, the proposed project would not generate enough demand for a bus line. AC Transit Line 13 runs near the project area (as close as Maritime and 14th Street) and less than a half mile from the closest portion of the expanded Option B area.

Note:

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- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

Construction of the OARB Auto Mall Project would not preclude construction of Class II bicycle lanes on W. Grand Avenue. Construction of bicycle lanes on W. Grand Avenue would provide limited relief of traffic congestion by providing an alternative commute option but would only have a slight effect on traffic congestion. The limited benefit of the bike lanes would not justify the cost of implementation.

The Bay Trail planned along Maritime Street will be constructed on the west side of Maritime Street as redevelopment on that side progresses.

Bulb-outs would not have a significant mitigating effect on any of the traffic impacts identified in the Draft SEIR; however, bulb-outs will be considered by the City in its review of design plans for modifications to project area roadways and may be provided at locations where they would not obstruct turning paths of large vehicles.

This mitigation measure replaces mitigation measure 4.3-4 from the 2002 OARB Redevelopment EIR for the OARB Auto Mall project.

Redevelopment EIR 4.3-5: Redevelopment elements shall be designed in accordance with standard design practice and shall be subject to review and approval of the City or Port design engineer.

Through design review, the City shall ensure the design of roadways, bicycle and pedestrian facilities, parking lots, and other transportation features comply with design standards and disallow design proposals that likely to result in traffic hazards. Any mitigation or redevelopment features that may directly affect Caltrans facilities shall be submitted for review by that agency.

Redevelopment EIR 4.3-9: Redevelopment plans shall conform to City of Oakland or Port development standards with facilities that support transportation alternatives to the single-occupant automobile.

Facilities that support transportation alternatives to the single-occupant automobile may include, and are not limited to, bus turnouts, bicycle racks, on-site showers, on-site lockers, and pedestrian and bicycle ways.

Note:

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- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

Redevelopment EIR 4.3-10: The number of parking spaces provided in the project area shall comply with City Code or Port requirements, and/or with recommendations of a developer funded parking demand analysis.

Through project review, the City shall ensure an adequate supply of parking spaces will be provided.

Redevelopment EIR 4.3-13: Prior to commencing hazardous materials or hazardous waste remediation, demolition, or construction activities, a Traffic Control Plan (TCP) shall be implemented to control peak hours trips to the extent feasible, assure the safety on the street system and assure that transportation activities are protective of human health, safety, and the environment.

Construction and remediation TCPs shall be designed and implemented to reduce to the maximum feasible extent traffic and safety impacts to regional and local roadways.

The TCP shall address items including but not limited to: truck routes, street closures, parking for workers and staff, access to the project area and land closures or parking restrictions that may require coordination with and/or approval by the City and/or Caltrans. The TCP shall be submitted to the City Traffic Engineering and Planning divisions for review and approval prior to the issuance of any building, demolition or grading permits. The City and the Port shall coordinate their respective approvals to maximize the effectiveness of the TCP measures. DTSC would have ongoing authority under its Remedial Action Plan/Remedial Monitoring Plan oversight and the Hazardous Substances Account Act to regulate remediation transportation activities, which must be protective of human health, safety and the environment.

Remediation and demolition/construction traffic shall be restricted to designated truck routes within the City, and the TCP shall include a signage program for all truck routes serving the site during remediation or demolition/construction. A signage program details the location and type of truck route signs that would be installed during remediation and demolition/construction to direct trucks to and from the project area. Truck access points for entry and exit should be included in the TCP. In addition, as determined by the City, the developer shall be responsible for repairing any damage to the pavement that is caused by remediation or demolition/construction vehicles for restoring pavement to pre-construction conditions.

Remediation and demolition/construction-related trips will be restricted to daytime hours, unless expressly permitted by the City, and to the extent feasible, trips will be minimized during the a.m. and p.m. peak hours.

Note:

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- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

The TCP shall identify locations for construction/remediation staging. Remediation staging areas are anticipated to be located near construction areas, since remediation will be largely coordinated with redevelopment. In addition, the TCP shall identify and provide off-street parking for remediation and demolition/construction staff to the extent possible throughout all phases of redevelopment. If there is insufficient parking available within walking distance of the site for workers, the developer shall provide a shuttle bus or other appropriate system to transfer workers between the satellite parking areas and remediation or demolition/construction site.

The TCP shall also include measures to control dust, requirements to cover all loads to control odors, and provisions for emergency response procedures, health and safety driver education, and accident notification.

Redevelopment EIR 5.3-3: 3rd/Adeline Street. Project area developers shall fund a fair share of the modifications at the 3rd/Adeline Street intersection.

Improvements for cumulative effects shall include the following:

1. Convert the traffic signal that is currently functioning as a flashing beacon to a fully operational traffic signal.
2. Provide permitted phasing for the northbound Adeline Street left-turning movement.
3. Revise the southbound Adeline Street lanes to provide:
 - a. 1 left-turn lane
 - b. 1 combination through right-lane lane
4. Revise the eastbound 3rd Street lanes to provide:
 - a. 1 left-turn lane
 - b. 1 combination through-right lane
5. Revise the westbound 3rd Street lanes to provide:
 - a. 1 left-turn lane
 - b. 1 combination left-through-right lane

It is recommended this measure be **rejected as infeasible** for the OARB Auto Mall project as there is no mechanism for accepting fair-share contributions for this intersection.

Note:

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Redevelopment EIR 5.3-4: 3rd/Market Street. Project area developers shall fund a fair share of modifications at the 3rd/Market Street intersection.

Improvements for cumulative effects shall include the following:

1. Install 4-way stop sign control.
2. Revise the westbound 3rd Street lanes to provide:
 - a. 1 combination left-through lane
 - b. 1 right-turn lane

It is recommended this measure be **rejected as infeasible** for the OARB Auto Mall project as there is no mechanism for accepting fair-share contributions for this intersection.

Redevelopment EIR 5.3-5: 12th /Brush Street. Project area developers shall fund a fair share of modifications to the 12th/Brush Street intersection to increase the signal cycle length to 102 seconds.

It is recommended this measure be **rejected as infeasible** for the OARB Auto Mall project as there is no mechanism for accepting fair-share contributions for this intersection.

Redevelopment EIR 5.3-6: Powell Street/I-80 Northbound Ramps. Project area developers shall fund a fair share of modifications at the Powell Street/I-80 northbound ramps intersection.

Improvements for cumulative effects shall include the following:

1. Revise the northbound I-80 ramp lanes to provide:
 - a. 1 left-turn lane
 - b. 1 combination through-right lane
 - c. 1 right-turn lane

It is recommended this measure be **rejected as infeasible** for the OARB Auto Mall project as there is no mechanism for accepting fair-share contributions for this intersection.

Note:

- "Redevelopment EIR" denotes mitigation measures from the 2002 Redevelopment Plan EIR
- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

AIR QUALITY

Redevelopment EIR 4.4-1: Contractors shall implement all BAAQMD “Basic” and “Optional” PM10 (fugitive dust) control measures at all sites, and all “Enhanced” control measures at sites greater than four acres.

The following BAAQMD fugitive dust control measures shall be implemented as indicated at construction sites, and shall be enforced through contract specifications. A list of the feasible dust control mitigation measures with cost-benefits is included in the 2002 OARB Redevelopment EIR (p.4.4-25) based on an extensive evaluation of potential air quality mitigation measures conducted as part of the Berths 55-58 EIR (Port of Oakland 1998) as follows:

BAAQMD Fugitive Dust Control Measures			
Control Measure	BAAQMD Category	Emission Source Controlled	Measure
1	Basic	Land	Water all active construction areas at least twice daily
2	Basic	Trucks	Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least 2 feet of freeboard.
3	Basic	Land	Pave, apply water 3 times daily, or apply (nontoxic) soil stabilizers on all unpaved access roads, parking areas and staging areas, at construction sites.
4	Basic	Land	Sweep daily (with water sweepers) all paved access roads, parking areas, and staging areas at construction sites.
5	Basic	Streets	Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets.
6	Enhanced	Land	Hydroseed or apply (nontoxic) soil stabilizers to inactive construction areas (previously graded areas inactive for 10 days or more).
7	Enhanced	Stockpiles	Enclose, cover, water twice daily or apply (nontoxic) soil binders to exposed stockpiles (dirt, sand, etc.)
8	Enhanced	Streets	Limit traffic speeds on unpaved roads to 15 mph.
9	Enhanced	Land	Install sandbags or other erosion control measures to prevent silt runoff to public roadways.
10	Enhanced	Land	Replant vegetation in disturbed areas as quickly as possible.
11	Optional	Land	Limit the area subject to excavation, grading, and other construction activity at any one time.
12	Optional	Land	Suspend excavation and grading activity when sustained ^a wind speeds exceed 25 mph.
13	Optional	Trucks	Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site.

Source: BAAQMD, 1996 as revised through 1999. Table 2.
Note: ^a Modified as per the Berths 55-58 EIR.

Note:

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Redevelopment EIR 4.4-2: Contractors shall implement exhaust control measures at all construction sites.

Exhaust control measures shall be implemented where feasible at each construction site, and may include, but not be limited to the following:

Exhaust Control Measures	
Control Measure	Measure
1	Prohibit truck idling in excess of 2 minutes
2	Use electricity from power poles rather than generators
3	Limit the size of construction equipment engines to the minimum practical size
4	Configure construction equipment with two to four degree engine timing retard or pre-combustion chamber engines
5	Install high pressure injectors on diesel construction equipment
6	Install soot traps
7	Install catalytic oxidizers
8	Minimize concurrent operation of vehicles
9	If they are available in the air basin, purchase emission offsets if ROG or NO _x emissions from construction where emissions exceed 6 tons/quarter

Redevelopment EIR 4.4-4: The City and the Port shall jointly create, maintain and fund on a fair share basis, a truck diesel emission reduction program. The program shall be sufficiently funded to strive to reduce redevelopment related contributions to local West Oakland diesel emissions to less than significant levels, consistent with applicable federal, state and local air quality standards, and shall continually reexamine potential reductions toward achieving less than significant impacts as new technologies emerge. The adopted program shall define measurable reduction within specific time periods.

In the absence of such a plan, the City (as project sponsor) has agreed to implement, or cause to be implemented, the following diesel emission reduction measures as project conditions of approval:

- Provide 110 and 220 volt electrification at all loading docks and areas.
- Require all delivery trucks capable of utilizing electrification to power their vehicles' equipment to immediately turn off their engines when making deliveries in the project area.
- Prohibit all on-site diesel truck idling longer than three minutes by providing notification, installing signage and requiring enforcement by security personnel.

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Auto Mall EIR Air-1: Transportation Control Measures. Major developers shall fund on a fair share basis BAAQMD-recommended feasible Transportation Control Measures (TCMs) for reducing vehicle emissions from commercial, institutional, and industrial operations, as well as all CAP TCMs the BAAQMD has identified as appropriate for local implementation.

This project will likely progress before other projects are finalized in the OARB Area and therefore before area-wide Transportation Control Measures (TCM) or an area-wide Transportation Demand Management (TDM) Plan can be instituted to which the developers of this project would otherwise pay a fair share. A project-specific TDM/TCM Plan satisfies the fair-share obligations of this measure for the OARB Auto Mall project.

The City shall, in cooperation with the area businesses, cause to be prepared a TDM/TCM Plan to be implemented for the OARB Auto Mall project. The OARB Auto Mall TDM/TCM Plan shall include, at a minimum, the following measures:

7. Provide a shuttle to and from one or two local BART stations (West Oakland and/or 12th and Broadway).
8. The future big box retail shall be conditioned to provide secure, weather-protected bicycle parking for employees.
9. Provide signalized pedestrian crossings at all signalized intersections adjacent to the project site.
10. Provide employees with a guaranteed ride home in emergencies if they take transit, bicycle, walk or carpool to work.
11. Utilize only electric or natural gas forklifts and landscaping equipment in project operations.

Additionally, the following TDM measure should be considered for reduction of internal trips:

12. Consider shared customer parking in a centralized location.

These measures shall be coordinated with Transportation Demand Management measures implemented under Auto Mall EIR mitigation measure Traf-17.

Until such time as redevelopment further progresses in the area, the proposed project would not generate enough demand for a bus line. AC Transit Line 13 runs near the project area (as close as Maritime and 14th Street) and less than a half mile from the closest portion of the expanded Option B area.

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Construction of the OARB Auto Mall Project would not preclude construction of Class II bicycle lanes on W. Grand Avenue. Construction of bicycle lanes on W. Grand Avenue would provide limited relief of traffic congestion by providing an alternative commute option but would only have a slight effect on traffic congestion. The limited benefit of the bike lanes would not justify the cost of implementation.

The Bay Trail planned along Maritime Street will be constructed on the west side of Maritime Street as redevelopment on that side progresses.

Bulb-outs would not have a significant mitigating effect on any of the traffic impacts identified in the Draft SEIR; however, bulb-outs will be considered by the City in its review of design plans for modifications to project area roadways and may be provided at locations where they would not obstruct turning paths of large vehicles.

This mitigation measure replaces mitigation measure 4.4-5 from the 2002 OARB Redevelopment EIR for the OARB Auto Mall project.

Redevelopment EIR 4.4-6: Title 24 of the Uniform Building Code (UBC) requires that new construction include energy-conserving fixtures and designs. Additionally, the City and Port shall implement sustainable development policies and strategies related to new development design and construction.

Implementation of UBC requirements would reduce the need for space and water heating that would emit pollutants.

City policies and strategies shall be conditioned for all new development within the redevelopment project area. Specific examples may include, and are not limited to the following:

- Wood fire heating shall be prohibited in new live/work development.
- Where siting allows and where feasible, buildings shall be oriented to take advantage of passive and active climate control designs.
- To the maximum extent feasible, central water heating systems shall be installed.

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Redevelopment EIR 4.5-1: Developers and/or contractors shall develop and implement redevelopment-specific noise reduction plans.

This measure shall be enforced via contract specifications. The measure as written is intended to effectively limit construction noise, while allowing the sponsors of redevelopment activities and their contractors flexibility in controlling site-specific noise.

Each developer and/or contractor should be contractually required to demonstrate knowledge of the Oakland Noise Ordinance, and to construct in a manner whereby noise levels do not exceed significance criteria. *Contractors may elect any combination of legal, non-polluting methods to maintain or reduce noise to thresholds levels or lower, as long as those methods do not result in other significant environmental impacts or create a substantial public nuisance.* The developer and/or contractor shall perform a site-specific acoustical analysis, and, if necessary, shall develop and implement a noise reduction plan subject to review and approval by the City. The plan for attenuating these noises shall include some or all of the following measures, as appropriate and feasible, and shall be implemented prior to any required activities.

Schedule

- Schedule operation of one piece of equipment that generates extreme levels of noise at a time.
- Schedule activities that generate low and moderate levels of noise during weekend or evening hours.
- Standard construction activities shall be limited to between 7:00 a.m. and 7:00 p.m. Monday through Friday. No construction activities shall be allowed on weekends until after the building is enclosed without prior authorization of the Building Services and Planning Divisions of the Community and Economic Development Agency, or unless expressly permitted or modified by the provisions of a building and/or grading permit.

Pile Driving and/or Other Activities that Generate Extreme Levels of Noise for Noise Levels Greater than 90 dBA

- Pile-driving and/or other activities that generate noise above 90 dBA shall be limited to between 8:00 a.m. and 4:00 p.m., Monday through Friday, with no activity generating extreme levels of noise permitted between 12:30 and 1:30 p.m. No construction activities that generate extreme levels of noise shall be allowed on Saturdays, Sundays, or holidays unless expressly permitted or modified by the provisions of a building and/or grading permit.
- Install engine and pneumatic exhaust controls as necessary to ensure exhaust noise from pile driver engines are minimized. Such controls can reduce noise levels by 6 dBA Leq.

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- Employ sonic or vibratory pile drivers (sonic pile drivers are only effective in some soils). Such drivers may reduce maximum noise levels by as much as 12 dBA (L_{max}). In some cases however (e.g., sheet pile driving) vibratory pile drivers may generate more noise than impact pile drivers/methods. The specific circumstances should be evaluated.
- Tie rubber aprons lined with absorptive material around sheetpile.
- Hydraulically drive piles.
- Pre-drill pile holes.
- Erect temporary plywood noise barriers around the entire construction site.
- Use noise control blankets on the building structure as it is erected to reduce noise emission from the site.
- Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings.
- Monitor the effectiveness of noise attenuation measures by taking noise measurements.

Other Equipment, Methods

- A pre-construction meeting shall be held with the job inspectors and the general contractor/on-site project manager to confirm that noise mitigation and practices are completed prior to the issuance of a building permit (including construction hours, neighborhood notification, posted signs, etc.).
- All construction equipment, fixed and mobile, and motor-vehicles shall be properly maintained to minimize noise generation. This would include maintaining equipment silencers, shields, and mufflers in proper operating order. “Quiet package” or “hush” equipment, which is readily available for such equipment as trailer-mounted compressors, welders, etc. shall be used. All equipment shall be operated in the quietest manner practicable.
- Equipment and trucks used for construction shall use best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically attenuating shields or shrouds, wherever feasible).
- Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed-air exhaust from pneumatically powered tools. However, where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed-air exhaust should be used; this muffler can lower noise levels from

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the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible, which could achieve a reduction of 5 dBA. Quieter procedures should be used, such as drills rather than impact equipment, where practicable.

- Stationary noise sources should be located as far from sensitive receptors as possible, and they should be muffled and enclosed within temporary sheds, or insulation barriers, or other measures should be incorporated to the extent feasible.
- Material stockpiles and/or vehicle staging areas should be located as far as practicable from dwellings.
- Public address systems would be designed and to minimize “spill over” of sound onto adjacent properties.
- Physical barriers/screens (e.g., along fence lines) may be used to attenuate noise.
- Project workers exposed to noise levels above 80 dBA would be provided personal protective equipment for hearing protection (i.e., ear plugs and/or muffs).
- Areas where noise levels are routinely expected to exceed 80 dBA would be clearly posted “Hearing Protection Required in this Area.”
- A process with the following components shall be established for responding to and tracking complaints pertaining to construction noise:
 - A procedure for notifying City Building Division staff and Oakland Police Department;
 - A list of telephone numbers (during regular construction hours and off-hours);
 - A plan for posting signs on-site pertaining to complaint procedures, permitted construction days and hours, day and evening contact telephone numbers for the job site and day and evening contact telephone numbers for the City in the event of a problem;
 - Designation of a construction complaint manager for the project who will respond to and track complaints; and
 - Notification of neighbors within 300 feet of the project construction area at least 30 days in advance of construction activities.

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CULTURAL AND HISTORIC RESOURCES

Redevelopment EIR 4.6-1: Should previously unidentified cultural resources be encountered during redevelopment, work in that vicinity shall stop immediately, until an assessment of the finds can be made by an archaeologist. If the resource is found to be significant under CEQA, an appropriate mitigation plan must be developed.

The City or its developer will retain an archaeologist, upon any unanticipated discovery. The archaeologist will prepare a preliminary evaluation to assess the archaeological sensitivity of the specific site(s) under consideration and will recommend actions to protect archaeological resources. If the archaeologist's evaluation indicates a more detailed site assessment is warranted, an archaeologist shall initiate a testing program. The archaeologist will prepare a report determining the potential significance of the find and recommend measures to minimize potential effects on archaeological resources; measures might include a site security program, additional on-site investigations, or documentation, preservation, and recovery of cultural material.

If, after testing, the archaeologist determines that the discovery is not significant as defined in CEQA, no further investigations or precautions are necessary to safeguard the find. The archaeologist will prepare a final report to be sent to the responsible agency, the Oakland Landmarks Advisory Board, and the California Historical Resources Information System Northwest Information Center.

If, after testing, the archaeologist determines that the discovery is significant as defined in CEQA, ground-disturbing activities in the immediate vicinity of the discovery will remain suspended until an appropriate plan can be agreed upon and implemented. If further investigations or precautions are necessary or appropriate, the City and the archaeologist will jointly determine what additional procedures are necessary to protect the resource and/or mitigate any significant impacts. Additional measures might include a redesign of the project, data recovery excavations, or a program to monitor all site excavation, during which the archaeologist will record observations in a permanent log. The archaeologist will prepare a final report to be sent to the responsible agency, the Oakland Landmarks Advisory Board, and the California Historical Resources Information System Northwest Information Center.

Should any human remains be encountered, work in the vicinity shall halt and the County Coroner notified immediately. If the remains are determined to be Native American, the coroner will contact the California Native American Heritage Commission (NAHC) pursuant to subdivision (c) of Section 7050.5 of the Health and Safety Code. The NAHC in Sacramento will identify a Most Likely Descendant (MLD) pursuant to subdivision (a) of Section 5097.98 of the Public Resources Code. The City and the contracted archaeologist will consult with the MLD. The MLD may, with the permission of the owner of the land, or his or her authorized representative, inspect the site of the discovery of the Native American remains and may

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recommend to the owner or the person responsible for the excavation work means for treating or disposing, with appropriate dignity, the human remains and any associated grave goods. The descendants shall complete their inspection and make their recommendation within 24 hours of their notification by the Native American Heritage Commission. The recommendation may include the scientific removal and nondestructive analysis of human remains and items associated with Native American burials. Work may not commence until the coroner's approval has been received.

Redevelopment EIR 4.6-2: The City, Port and OARB sub-district developers shall fund on a fair-share basis development of a commemoration site, including preparation of a Master Plan for such a site, at a public place located within the Gateway development area.. The City shall ensure that the scale and scope of the commemoration site reflects the actual loss of historic resources.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-3: The City shall ensure the commemoration site is linked to the Gateway Park and the Bay Trail via a public access trail.

Within the Gateway development area, this trail may be located along the shoreline. Beyond the Gateway, the trail would follow the new alignment of Maritime Street, connecting to 7th Street, which connects to the Port's Middle Harbor Shoreline Park and other existing and planned trail segments.

Construction of the OARB Auto Mall Project would not preclude construction of the Bay Trail along the west side of Maritime Street south of Burma Road, nor the connection of the Bay Trail from Maritime Street to the Bay Bridge and Emeryville. An appropriate alignment of the Bay Trail would be along the west side of Maritime Street to avoid an unnecessary crossing of Maritime Street. This portion of the Bay Trail will be constructed as a subsequent element of implementation of the Oakland Army Base Area Redevelopment Plan on the west side of Maritime Street, but not as a part of the OARB Auto Mall project.

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Redevelopment EIR 4.6-4: The City, Port and OARB sub-district developers shall fund on a fair-share basis collection and preservation of oral histories from OARB military and civilian staff.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-5: The City, Port, and OARB sub-district developers shall fund on a fair share basis collaboration with “military.com” or a similar military history web site.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-6: The City, Port, and OARB sub-district developers shall fund on a fair share basis distribution of copies of the complete OARB HABS/HAER documentation prepared by the Army to: Oakland History Room, Oakland Public Library; Bancroft Library, University of California; and Port of Oakland Archives for the purpose of added public access to these records.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-7: *If determined of significant historical educational value by the Oakland Landmarks Preservation Advisory Board and the Oakland Heritage Alliance, the City, Port, and OARB sub-district developers shall fund on a fair share basis distribution of copies of “A Job Well Done” documentary video published by the Army.*

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

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Redevelopment EIR 4.6-8: The City, Port, and OARB sub-district developers shall fund on a fair share basis preservation and long-term curation of murals from OARB Building No. 1, and OBRA shall either donate the murals to the Oakland Museum of California, or provide a permanent location elsewhere.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-9: The City, Port, and OARB sub-district developers shall fund on a fair share basis a program to salvage as whole timber posts, beams, trusses and siding of warehouses to be deconstructed. These materials shall be used on site if deconstruction is the only option. Reuse of a warehouse building or part of a warehouse building at its current location, or relocated to another Gateway location is preferable.

To the extent feasible, these materials shall be used in whole, on site, in the construction of new buildings within the Gateway development area. Special consideration shall be given to the use of these materials at the commemoration site through the site's Master Planning effort

If on-site reuse is found infeasible, opportunities shall be sought for reuse of these materials in other East Bay Area construction, or be sold into the recycled construction materials market. Landfill disposal of salvageable construction material from contributing historic structures shall be prohibited by contract specification. Salvage and reuse requirements shall be enforced via contract specification.

Salvage operations shall employ members of local job-training bridge programs (Youth Employment Program, Joint Apprenticeship Training Committee, Homeless Collaborative) or other similar organizations, if feasible, to provide construction-training opportunities to Oakland residents.

Salvage and reuse of the timber from these structures will help to reduce the impacts on the environment and save this ecologically and historically valuable material for reuse in the local community.

Redevelopment EIR 4.6-10: The City, Port, and OARB sub-district developers shall fund on a fair share basis production of a brochure describing history and architectural history of the OARB.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

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Redevelopment EIR 4.6-11: The City, Port, and OARB sub-district developers shall fund on a fair share basis acquisition of copies of construction documentation and photographs of historic buildings currently in the OARB files and transfer the copies to the Oakland History Room files and Port historic archives, including funding to cover costs of archiving and cataloging these materials, as well as curator costs at the Oakland History Room. While select photos and information may be exhibited at the commemoration site, the Oakland History Room is the most appropriate location for this archive.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

Redevelopment EIR 4.6-14: No demolition or deconstruction of contributing structures to the OARB Historic District shall occur until necessary. ~~All efforts shall be made to retain as much of Building 1 as possible while still achieving remediation goals.~~

Building 1 has previously been demolished.

Development in the East Gateway, under Option B, could include demolition of structures in the OARB Historic District (there are no structures in the North Gateway, Project area).

Demolition or deconstruction of contributing structures to the OARB Historic District necessary for the protection of public health and safety, particularly as related to the remediation of hazardous materials and hazardous wastes within the OARB, may be initiated at any such time as determined necessary by the lead agency undertaking such remediation activity. The potential for partial removal of structures where remediation activity will not require the total demolition of the historic district contributor building shall be considered. The totality of costs involved in partial building salvage shall be included in this consideration.

Demolition or deconstruction of contributing structures to the OARB Historic District necessary for redevelopment activity within the Gateway development area (except as necessary for the protection of public health and safety, including hazardous material or waste remediation) shall not occur until such time as actual development projects are proposed and permits for their construction have been approved. No such permits shall be approved until such development projects can demonstrate that they have considered adaptive reuse of historic structures, but that adaptive reuse is found to be infeasible. OBRA and/or any developer shall make a pro-active, good faith effort to incorporate preservation of some of the following buildings - 4,60,85, the westerly portion of 808, 812, 821,822, and 823 - in a location proximate to the final alignment of the Bay Trail. The consideration of adaptive reuse, including reuse as a commemoration site, shall be a required component of subsequent land use approvals, such as PUD, design review or conditional

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use permits. To be considered as a commemoration site, the adaptive reuse opportunity would need to include an interpretive center, museum or other similar, publicly accessible use, and would need to serve as a repository for historically valuable artifacts, documents and accounts. No additional CEQA review shall be required for these subsequent applications unless the statutory requirements for subsequent environmental review are triggered.

Redevelopment EIR 4.6-15: As part of the deconstruction and salvaging requirements for demolition of any contributing structure within the OARB Historic District (see Mitigation Measure 4.6-9), specific architectural elements, building components or fixtures should be salvaged. A professional architectural preservationist shall determine which, if any of such elements, components or fixtures should be retained.

Development in the East Gateway, under Option B, could include demolition of structures in the OARB Historic District (there are no structures in the North Gateway, Project area). Prior to demolition of any structure in the historic district, this mitigation measure shall be implemented by the sponsor/developer.

Redevelopment EIR 4.6-16: The City, Port, and OARB sub-district developers shall fund on a fair share basis preparation of an Historical Resource Documentation Program. This program shall consist of a coordinated effort of primary research and documentation, with a substantial scholarly input and publicly available products. The first product of this program shall include a coordinated effort to conduct the research, writing, photo documentation, assembly and publication efforts needed to prepare a comprehensive book on the history of the Oakland Army Base. The book shall document the important contribution the Base has had to the U.S. military, to Oakland and to the nation at large.

The City has determined appropriate implementation of this measure toward which the OARB Auto Mall developers shall be assessed a fair-share payment.

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HAZARDS AND HAZARDOUS MATERIALS

Redevelopment EIR 4.7-1: For use of hazardous materials within ¼ mile of an existing or proposed school, business operators shall prepare Business Plan, update annually, and keep on file with the Oakland Fire Department.

A business plan details the types and quantities of chemicals stored at a given location, the storage location and types of storage containers, and the emergency response equipment available at the property (e.g., location of fire extinguishers and fire hydrants). It also provides a map showing the location of all of these items as well as major utilities (e.g., water, electricity).

Redevelopment EIR 4.7-2: For use of AHMs within ¼ mile of an existing or proposed school, in addition to a Business Plan, business operators shall prepare, implement, and update a Risk Management and Prevention Plan (RMPP) on at least an annual basis.

An RMPP is a plan to address the risks of accidental release of acutely hazardous chemicals present at a site. The plan inventories the chemicals that exceed aggregate amounts above a regulatory threshold and develops measures to ensure that there is an adequate safety program to prevent their release. The RMPP is submitted to the local oversight agency and then goes through a public review process prior to approval by the agency. It is kept on file with Oakland Fire Department.

Redevelopment EIR 4.7-3: Implement RAP/RMP as approved by DTSC, and if future use proposals include uses not identified in the Reuse Plan and incorporated into the RAP/RMP or if future amendments to the remediation requirements are proposed, obtain DTSC and, as required, City approval.

This mitigation measure would apply only if it is determined through implementation of Redevelopment EIR mitigation measure 4.6-9 that existing buildings in the East Gateway are reused under Option B. Remediation activities detailed in the Remedial Action Plan/Risk Management Plan (RAP/RMP) shall be implemented/conducted as required during redevelopment activities.

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Redevelopment EIR 4.7-6: Buildings and structures constructed prior to 1978 slated for demolition or renovation that have not previously been evaluated for the presence of LBP shall be sampled to determine whether LBP is present in painted surfaces, and the safety precautions and work practices as specified in government regulations shall be followed during demolition.

Redevelopment EIR 4.7-7: Buildings, structures and utilities that have not been surveyed for ACM, shall be surveyed to determine whether ACM is present prior to demolition or renovation, and the safety precautions and work practices as specified in government regulations shall be followed during demolition.

Redevelopment EIR 4.7-8: Buildings and structures proposed for demolition or renovation shall be surveyed for PBC-impacted building materials, and the safety precautions and work practices as specified in government regulations shall be followed during demolition.

Redevelopment EIR 4.7-9: For ASTs/USTs on the OARB, implement the RAP/RMP, which incorporates the steps enumerated in Measure 4.7-10 below.

Redevelopment EIR 4.7-10: For the remainder of the redevelopment project area (non-OARB areas), if an AST or UST is encountered, it would be closed in place or removed and the soil would be tested and remediated, if necessary, pursuant to regulatory approvals and oversight.

Both ASTs and USTs are known to have been present on the OARB and in the redevelopment project area generally. Many have been removed from the OARB and the redevelopment project area, but others may remain. For the OARB, implementation of the RAP/RMP would address the risk of exposure to a tank that is unexpectedly encountered, disturbed or damaged during construction. For the remainder of the redevelopment project area, if an AST or UST is discovered during construction activities, it would be closed in place or removed according to the guidelines of the DTSC, RWQCB and CUPA. Like the RAP/RMP for the OARB, such requirements include removing and properly disposing of any remaining hazardous materials in the tank, having the tank removal supervised by regulatory agencies, testing the soil

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under the tank for contamination, recycling or disposing of the discarded tank and filing a tank removal closure report.

Redevelopment EIR 4.7-11: For LBP-impacted ground on the OARB, implementation of a RAP/RMP to be approved by DTSC as part of the project will result in avoidance of this potentially significant impact. For the remainder of the redevelopment project area, sampling shall be performed on soil or paved areas around buildings that are known or suspected to have LBP, and the safety precautions and work practices specified in government regulations shall be followed.

Redevelopment EIR 4.7-13: No future tenancies shall be authorized at the OARB for use categories that are inconsistent with the Reuse Plan without an updated environmental analysis and DTSC approval as provided for in the RAP/RMP.

For the OARB, baseline environmental analyses have been completed to support current interim uses of existing structures, including numerous commercial, trucking, warehouse and other tenants, the Oakland Military Institute, and transitional housing used for formerly-incarcerated women and their families and for various homeless service providers including an overnight shelter. Other environmental hazards may also be encountered by future interim occupants of existing OARB structures, and completion of a baseline environmental evaluation to identify and abate such hazards prior to occupancy by tenants will mitigate such hazards. Interim occupancy by future tenants who may propose land uses which are inconsistent with the Reuse Plan, and thus may not have been considered in the DTSC-approved RAP/RMP, shall occur *only after DTSC approval as provided for in the RAP/RMP in order to assure that such future non-conforming tenants are protected from other environmental hazards.* As stated above, for the remainder of the redevelopment project area, any building that has not been surveyed for ACM but potentially contains ACM shall be surveyed to determine whether ACM is present prior to demolition, renovation or reuse.

Redevelopment EIR 4.7-15: Known PCB transformers or PCB-contaminated transformers at the OARB shall be removed, monitored and/or maintained in accordance with applicable laws and regulations.

In addition, surface and subsurface contamination from any PCB equipment that remains in use should be investigated and remediated in compliance with all applicable laws and regulations.

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Redevelopment EIR 4.7-16: Oil-filled electrical equipment in the redevelopment project area that has not been surveyed shall be investigated prior to the equipment being taken out of service to determine whether PCBs are present.

Equipment found to contain PCBs should be part of an ongoing monitoring program. Surface and subsurface contamination from any PCB equipment shall be investigated and remediated in compliance with applicable laws and regulations.

Redevelopment EIR 4.7-17: PCB-containing or PCB-contaminated equipment taken out of service shall be handled and disposed in compliance with applicable laws and regulations.

Equipment filled with dielectric fluid (oil) including transformers, ballast, etc. containing more than 5 ppm PCBs is considered a hazardous waste in California.

PUBLIC SERVICES AND UTILITIES

Redevelopment EIR 4.9-1: The City and Port shall cooperatively investigate the need for, and if required shall fund on a fair-share basis, development and operation of increased firefighting and medical emergency response services via fireboat to serve the OARB sub-district.

If determined to be required by the City, OARB Auto Mall developers shall be assessed a fair-share payment toward the implementation of this measure.

Redevelopment EIR 4.9-3: The Port and City shall require developers within their respective jurisdictions to notify OES of their plans in advance of construction or remediation activities.

Each developer proposing construction in the redevelopment project area would be required to notify OES prior to initiation of construction, so that OES may plan emergency access and egress taking into consideration possible conflicts or interference during the construction phase. The developer would also be required to notify OES once construction is complete.

Note:

- "Redevelopment EIR" denotes mitigation measures from the 2002 Redevelopment Plan EIR
- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

Redevelopment EIR 4.9-4: Individual actions with landscaping requirements of one or more acres shall plumb landscape areas for irrigation with recycled water.

EBMUD submitted a letter in response to the NOP for the OARB Auto Mall project (dated 2/7/2007) requesting developers coordinate directly with EBMUD to determine project-specific feasibility.

Redevelopment EIR 4.9-6: Site design shall facilitate use of recycled water, and shall comply with requirements of CCR Title 22 regarding prohibitions of site run-off to surface waters.

When subsequent redevelopment activities are required to include reclaimed water in their design, the City would ensure that requirements of Title 22 intended to protect the environment are reflected in that design, including prohibitions against run-off to surface waters. The City and OARB Auto Mall sponsors/developers should coordinate these efforts with the reclaimed water supplier, EBMUD.

Redevelopment EIR 4.9-8: Concrete and asphalt removed during demolition/construction shall be crushed on site or at a near site location, and reused in redevelopment or recycled to the construction market.

Foundation and paving removal would generate substantial debris, and the City and OARB Auto Mall sponsors/developers would ensure these materials are crushed and recycled. As a first preference, these materials should be re-used on-site; as a second preference, they would be sold to the construction market. The City and OARB Auto Mall sponsors/developers would make every effort practicable to avoid disposal to landfill of this material.

Redevelopment EIR 4.9-9: The City and Port shall require developers to submit a plan that demonstrates a good faith effort to divert at least 50 percent of the operations phase solid waste from landfill disposal.

Each OARB Auto Mall sponsor/developer would be required to submit to the City a source reduction/waste diversion plan specifying how the activity will reduce solid waste disposal by 50 percent. The sponsor would be responsible for development and implementation of its plan, and for reporting its progress and success rate to the City. Should the source reduction/diversion plan program not meet its stated goal, the sponsor would modify the plan until the desired level of reduction/diversion is achieved. While each plan would be specific, the following general topics should be addressed:

Note:

- "Redevelopment EIR" denotes mitigation measures from the 2002 Redevelopment Plan EIR
- "Auto Mall EIR" denotes mitigation measures from the 2006 Auto Mall Supplemental EIR

- Goals
- Key personnel
- Quantification of waste
- Identification of waste materials
- Program elements
- Monitoring requirements and performance standards
- Reporting

AESTHETICS

Redevelopment EIR 4.11-1: New lighting shall be designed to minimize off-site light spillage; “stadium” style lighting shall be prohibited.

Modern security lighting is available that directs light toward a specific site, and substantially reduces spillage of light onto adjacent properties. The City shall require the use of such directional lighting as a condition of approval for redevelopment projects throughout the project area. In no case shall the City allow the use of stadium-style lighting, which directs light outward across a broad area.

Redevelopment EIR 4.11-3: New active or passive solar systems within or adjacent to the project area shall be set back from the property line a minimum of 25 feet.

Through design review, the City shall ensure that proposed solar systems are not located in a manner that would unduly restrict design of future development. Such conflicts are to be resolved in design review. If the proposed solar system cannot be designed to accommodate adjacent actions, it shall be disallowed.

Redevelopment EIR 4.11-4: New construction within the Gateway development area adjacent to a parcel containing permitted or existing active or passive solar systems shall demonstrate through design review that the proposed structures shall not substantially impair operation of existing solar systems.

Through design review, the City shall ensure that the effectiveness an operation of existing or permitted active or passive solar systems shall not be substantially impaired. The design of the subsequent proposed structures shall be modified so as not to have such an adverse effect.

Note:

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GEOLOGY AND SOILS

Redevelopment EIR 4.13-1: Redevelopment elements shall be designed in accordance with criteria established by the UBC, soil investigation and construction requirements established in the Oakland General Plan, the Bay Conservation and Development Commission Safety of Fill Policy, and wharf design criteria established by the Port or City of Oakland (depending the location of the wharf).

The UBC requires structures in the San Francisco Bay Area to be designed to withstand a ground acceleration of 0.4 g. A licensed engineer should monitor construction activities to ensure that the design and construction criteria are followed.

The Health and Safety element of the Oakland General Plan requires a soils and geologic report be submitted to the Department of Public Works (DPW) prior to the issuance of any building permit. The Oakland General Plan also requires all structures of three or more stories to be supported on pile foundations that penetrate Bay Mud deposits, and to be anchored in firm, non-compressible materials unless geotechnical findings indicate a more appropriate design. The General Plan also provides for the identification and evaluation of existing structural hazards and abatement of those hazards to acceptable levels of risk.

Redevelopment EIR 4.13-2: Redevelopment elements shall be designed and constructed in accordance with requirements of a site-specific geotechnical evaluation.

Site-specific geotechnical, soils, and foundation investigation reports shall be prepared by a licensed geotechnical or soil engineer experienced in construction methods on fill materials in an active seismic area. The reports shall provide site-specific construction methods and recommendations regarding grading activities, fill placement, compaction, foundation construction, drainage control (both surface and subsurface), and seismic safety. Designers and contractors shall comply with recommendations in the reports. A licensed geotechnical or soil engineer shall monitor earthwork and construction activities to ensure that recommended site-specific construction methods are followed.

The Oakland General Plan requires all structures of three or more stories to be supported on pile foundations that penetrate Bay Mud deposits and to be anchored in firm, non-compressible materials unless geotechnical findings indicate a more appropriate design. The General Plan also provides for the identification and evaluation of existing structural hazards and abatement of those hazards to acceptable levels of risk.

Note:

- “Redevelopment EIR” denotes mitigation measures from the 2002 Redevelopment Plan EIR
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Redevelopment EIR 4.13-3: Prior to ground-disturbing activities, the contractor shall develop and implement a Regional Water Quality Control Board-acceptable Stormwater Pollution Prevention Plan (SWPPP) that includes erosion control measures.

The contractor shall prepare and implement a site-specific SWPPP that is acceptable to the RWQCB, Region 2. The contractor shall submit the SWPPP to the City for review, and shall keep a copy of the SWPPP at the construction site. While erosion control measures included in the plan will be site-specific, they must be effective at prevention of accelerated erosion by the following: minimizing the length of time soils are exposed; reducing total area of exposed soil during the rainy season; protecting critical areas (the Bay); and monitoring before and after each rain storm to assess control measure effectiveness. SWPPP erosion control measures may include, and are not limited to, the following:

- Schedule construction to occur during dry season
- Avoid run-on (divert run-off from up-slope sites so it does not enter construction zone)
- Preserve existing vegetation
- Seed and mulch, or hydromulch
- Control dust
- Use blankets, geotextiles, and fiber rolls
- Install tire washers at exits

Redevelopment EIR 4.13-4: The project applicant shall thoroughly review available building and environmental records.

The City shall keep a record of, and the designer shall review, available plans, and facility, building, and environmental records in order to identify underground utilities and facilities, so that these may be either avoided or incorporated into design as relevant.

Redevelopment EIR 4.13-5: The developer shall perform due diligence, including without limitation, retaining the services of subsurface utility locators and other technical experts prior to any ground-disturbing activities.

The contractor shall utilize Underground Service Alert or other subsurface utility locators to identify and avoid underground utilities and facilities during construction of redevelopment elements. The contractor shall keep a record of its contacts regarding underground features, and shall make these records available to the City upon request. This condition shall be enforced through contract specification.

Note:

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Redevelopment EIR 4.14-1: Installation of groundwater extraction wells into the shallow water-bearing zone or Merritt Sand aquifer for any purpose other than construction de-watering and remediation, including monitoring, shall be prohibited.

Implementation of this measure would prevent saltwater from being drawn into the aquifer and potentially causing fresh water to become brackish or saline. Limiting extraction of shallow groundwater and groundwater from the Merritt Sand unit will prevent potential impacts to existing study area groundwater resources.

Redevelopment EIR 4.14-2: Extraction of groundwater for construction de-watering or remediation, including monitoring, shall be minimized where practicable; if extraction will penetrate into the deeper aquifers, than a study shall be conducted to determine whether contaminants of concern could migrate into the aquifer; if so, extraction shall be prohibited in that location.

Implementation of this measure would prevent unnecessary extraction of groundwater and prohibit its extraction where contaminants of concern could migrate into deeper aquifers; therefore it will help avoid or reduce the potential migration of contaminants. The City shall ensure that groundwater extraction, other than for remediation or construction dewatering, is minimized where practicable in the redevelopment project area.

Redevelopment EIR 4.15-2: Contractors and developers shall comply with all permit conditions from the Corps, RWQCB and BCDC.

This measure shall be enforced on contractors by contract specifications.

Redevelopment EIR 4.15-3: Prior to ground-disturbing activities, the contractor shall develop and implement a Stormwater Pollution Prevention Plan to be reviewed by the City or the Port, including erosion and sediment control measures.

All construction activities shall be undertaken in accordance with requirements of the National Pollutant Discharge Elimination System (NPDES) General Permit for Stormwater Discharges Associated with Construction Activity (General Permit). The General Permit requires that all dischargers develop and

Note:

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implement a SWPPP that specifies BMPs that would prevent construction pollutants from contacting stormwater with the intent of keeping products of erosion from moving off site into receiving waters.

The contractor shall prepare and implement a site-specific SWPPP. The SWPPP shall be reviewed by the City, and shall be available for review by the RWQCB. While erosion/sediment/pollution control measures included in the plan would be site-specific, they must be effective at prevention of accelerated erosion by the following: minimizing the length of time soils are exposed; reducing total area of exposed soil during the rainy season; protecting critical areas (the Bay); and monitoring before and after each rain storm to assess control measure effectiveness. BASMAA's Start at the Source—Design Guidance for Stormwater Quality Protection, 1999 edition, is a helpful reference for developing appropriate BMPs. SWPPP erosion and sediment control measures may include, and are not limited to, the following:

- Schedule construction to occur during dry season;
- Avoid run-on (divert run-off from up-slope sites so it does not enter construction zone);
- Preserve existing vegetation;
- Seed and mulch, or hydromulch;
- Dust control;
- Blankets, geotextiles, fiber rolls; and
- Tire washers at exits.

Additional SWPPP sediment control measures may include, and are not limited to, the following:

- Stabilize the construction entrance;
- Silt fencing;
- Temporary straw bale dike;
- Sand/gravel bag;
- Brush/rock filter;
- Inlet protection;
- Catch basin inlet filter; and
- Sediment basin or trap.

SWPPP pollution control measures generally are “good housekeeping” BMPs, and may include, and are not limited to, establishing practices and protocols for the following:

- Solid and demolition waste management;

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- Hazardous materials and waste management;
- Spill prevention and control;
- Vehicle and equipment maintenance;
- Covered materials storage;
- Handling and disposal of concrete/cement;
- Pavement construction management;
- Contaminated soil and water management; and
- Sanitary/septic waste management.

Redevelopment EIR 4.15-4: Prior to construction or remediation, the contractor shall develop and implement a Stormwater Pollution Prevention Plan, including protocols for determining the quality and disposition of construction water which includes shallow groundwater encountered during construction/remediation; depending on the results of the testing, contaminated water shall be disposed of via standards of the applicable regulatory agency (RWQCB, DTSC, or EBMUD), as appropriate. In addition, the contractor shall comply with the requirements of NPDES Permit Nos. CAG912002 and CAG912003 if appropriate.

The contractor's SWPPP shall include a RWQCB-acceptable protocol and BMPs for handling construction water. The SWPPP shall include methods for visual inspection, triggers for laboratory testing, and appropriate use/disposal of the water. The contractor must also determine if NPDES Permit Nos. CAG912002 and CAG912003 are relevant to the site. If they are, an NOI must be filed, and the related Self-Monitoring Plan must be complied with.

Redevelopment EIR 4.15-5: Post-construction controls of stormwater shall be incorporated into the design of new redevelopment elements to reduce pollutant loads.

NPDES permitting requires that BMPs to control post-construction stormwater be implemented to the maximum extent practicable. Analysis of anticipated runoff volumes and potential effects to receiving water quality from stormwater shall be made for specific redevelopment elements, and site-specific BMPs shall be incorporated into design. BMPs shall be incorporated such that runoff volume from 85 percent of average annual rainfall at a development site is pre-treated prior to its discharge from that site, or a pre-treated volume in compliance with RWQCB policy in effect at the time of design.

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Non-structural BMPs may include and are not limited to good housekeeping and other source control measures, such as the following:

- Stencil catch basins and inlets to inform the public they are connected to the Bay;
- Sweep streets on a regular schedule;
- Use and dispose of paints, solvents, pesticides, and other chemicals properly;
- Keep debris bins covered; and
- Clean storm drain catch basins and properly dispose of sediment.

Structural BMPs may include and are not limited to the following:

- Minimize impervious areas directly connected to storm sewers;
- Include drainage system elements in design as appropriate such as:
 - infiltration basins
 - detention/retention basins
 - vegetated swales (biofilters)
 - curb/drop inlet protection.

Redevelopment EIR 4.15-6: Site-specific design and best management practices shall be implemented to prevent runoff of recycled water to receiving waters.

Design of subsequent redevelopment activities shall ensure recycled water does not leave the site and enter receiving waters. Best management practices shall be implemented to prevent runoff of recycled water. These BMPs may be either structural or non-structural in nature and may include but are not limited to the following:

- Preventing recycled water from escaping designated use areas through the use of:
 - berms
 - detention/retention basins
 - vegetated swales (biofilters)
- Not allowing recycled water to be applied to irrigation areas when soils are saturated.
- Plumbing portions of irrigation systems adjacent to receiving waters with potable water.

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Redevelopment EIR 4.15-7: New development shall conform with policies of the City of Oakland's Comprehensive Plan Environmental Health Hazards Element regarding flood protection.

The Hazards Element includes development controls that place the burden of demonstrating flood safety upon the individual developer. In addition, the Hazards Element includes policies regarding support of flood control and management programs of other agencies, maintenance of the natural character of creeks to the maximum extent possible, and City participation in the federal Flood Insurance Program.

Note:

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Mitigation Measures with Implementation Responsibility by the City (Related to the OARB Auto Mall Project):

The following additional mitigation measures are related to development in the North Gateway (Project site) and/or East Gateway (additional Option B area). Implementation of these measures is the responsibility of the City of Oakland, acting through the Community and Economic Development Agency. Implementation of these mitigation measures may include a requirement for fair-share contributions from project developers.

Redevelopment EIR 4.2-3: The City and Port shall coordinate to implement Mitigation Measures 4.2-1 and 4.2-2. The City and Port shall cooperatively coordinate regarding the types of land uses to be developed at the coterminous boundary of their respective jurisdictions.

Mitigation Measure 4.2.2 is a Port-only measure requiring the Port of Oakland to design its New Berth 21 facility to avoid or minimize land use incompatibilities by locating to the extent feasible the most noisy, most polluting, and least attractive of its elements away from the Gateway/Port development area boundary. The City shall cooperatively coordinate regarding the types of land uses to be developed at the coterminous boundary of their respective jurisdictions.

Redevelopment EIR 4.3-7: The City and the Port shall continue and shall work together to create a truck management plan designed to reduce the effects of transport trucks on local streets. The City and Port shall fund on a fair share basis, implementation of this plan.

The truck management plan may include, and is not limited to, the following elements:

- Analyze truck traffic in West Oakland;
- Traffic calming strategies on streets not designated as truck routes designed to discourage truck through travel;
- Truck driver education programs;
- Expanded signage, including truck prohibitions on streets not designated as truck routes;
- Traffic signal timing improvements;
- Explore the feasibility of truck access to Frontage Road;
- Roadway and terminal gate design elements to prevent truck queues from impeding the flow of traffic on public streets; and

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- Continue Port funding of two police officers to enforce truck traffic prohibitions on local streets.

Redevelopment EIR 4.3-8: Provide an emergency service program and emergency evacuation plan using waterborne vessels.

The City shall provide emergency access to the OARB sub-district by vessel. The area is currently served by fire boat out of the Jack London Square Fire Station. The City may elect to equip that fire boat with first response medical emergency personnel as well as limited hazardous materials response personnel and equipment (see also Redevelopment EIR mitigation measure 4.9-1).

Redevelopment EIR 4.3-12: The City and Port shall provide detailed information regarding redevelopment to BART to enable BART to conduct a comprehensive fare gate capacity assessment at the West Oakland BART station. Pending the results of this assessment, the City and the Port may need to participate in funding the cost of adding one or more fare gates at the West Oakland BART station.

BART staff's preliminary assessment is that no new fare gates would be required, but the City and Port should coordinate with BART to confirm this is the case. Uncongested fare gates are required to encourage BART ridership.

Redevelopment EIR 5.3-7: The City and Port shall cooperatively develop a program that combines multiple strategic objectives and implementation tools designed to reduce cumulative truck parking and other AMS impacts.

This program should consider strategies that may include, but should not be limited to the following:

- Pursue truck traffic mitigation steps, information strategies, and rail intermodal strategies.
- Identify potential land swaps and utilize additional small parcels of land in the vicinity of the port, especially for truck parking and support services.
- Prioritize the use of harbor-area land for core services, maximize the efficient use of harbor-area land and facilities, and reduce the impacts in adjacent neighborhoods.
- Promote intensive land use (doing more with less) and extended terminal gate hours.
- Actively encourage relocation of selected services to other Oakland, East Bay, or Northern California (Hinterland Loop) locations.

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- Develop multi-user facilities in Oakland or in corridor locations (e.g., Richmond and San Leandro) for both core and non-core services.

Implementation of such a program may take many years, and the success of the program cannot be ascertained at this time. Therefore, this cumulative impact remains significant and unavoidable.

Redevelopment EIR 5.3-8: The City and Port shall work with BART and AC Transit to ensure adequate BART train and AC Transit capacity will be available for riders to and from the redevelopment project area, and possibly fund, on a fair share basis, BART train and AC Transit capacity improvements.

Redevelopment EIR 5.4-1: The City and the Port shall encourage, lobby, and potentially participate in emission reduction demonstration projects that promote technological advances in improving air quality.

Such encouragement, lobbying, and participation may include the following:

- Retrofitting locomotive engines to meet current federal standards.
- Using reduced sulfur fuels in ships while the ships are in the San Francisco Bay.
- Treating NOx with selective catalytic reductions.
- Implementing random roadside emissions tests and develop a system of fines for trucks not in compliance with emission regulations.
- Establishing emissions-based berthing fees.
- Buying relatively old, highly polluting cars to take them off the road.

Although these programs may assist in advancing emission reduction technologies or implementing emission reduction methods, the incremental contribution of the redevelopment program would remain cumulative considerable, and the cumulative impact on air quality remains significant and unavoidable.

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Redevelopment EIR 4.9-2: The Port and City shall work with OES to ensure changes in local area circulation are reflected in the revised Response Concept.

The Port and City would provide information to the OES to facilitate that agency's accurate revision of its Response Concept and Annex H. In particular, the City and Port would provide OES information regarding new and proposed project area development, intensification and changes in land uses, realignment of area roadways, and construction of new local circulation facilities.

Redevelopment EIR 4.15-8: The City and the Port shall complete flood hazard mapping in the project area, where necessary and applicable, to delineate 100- and 500-year flood hazard zones.

The City and Port shall determine with the appropriate federal agencies (FEMA, Corps) the necessity and process for mapping flood hazard zones within the non-mapped portions of the project area. If necessary and applicable, the City and/or Port shall cause a flood hazard delineation for the 100-year and 500-year flood hazard zones to be prepared, which would submit the delineation to the Corps for verification. Once verified, the delineation would be submitted to FEMA, for inclusion to the Flood Insurance Program.

Note:

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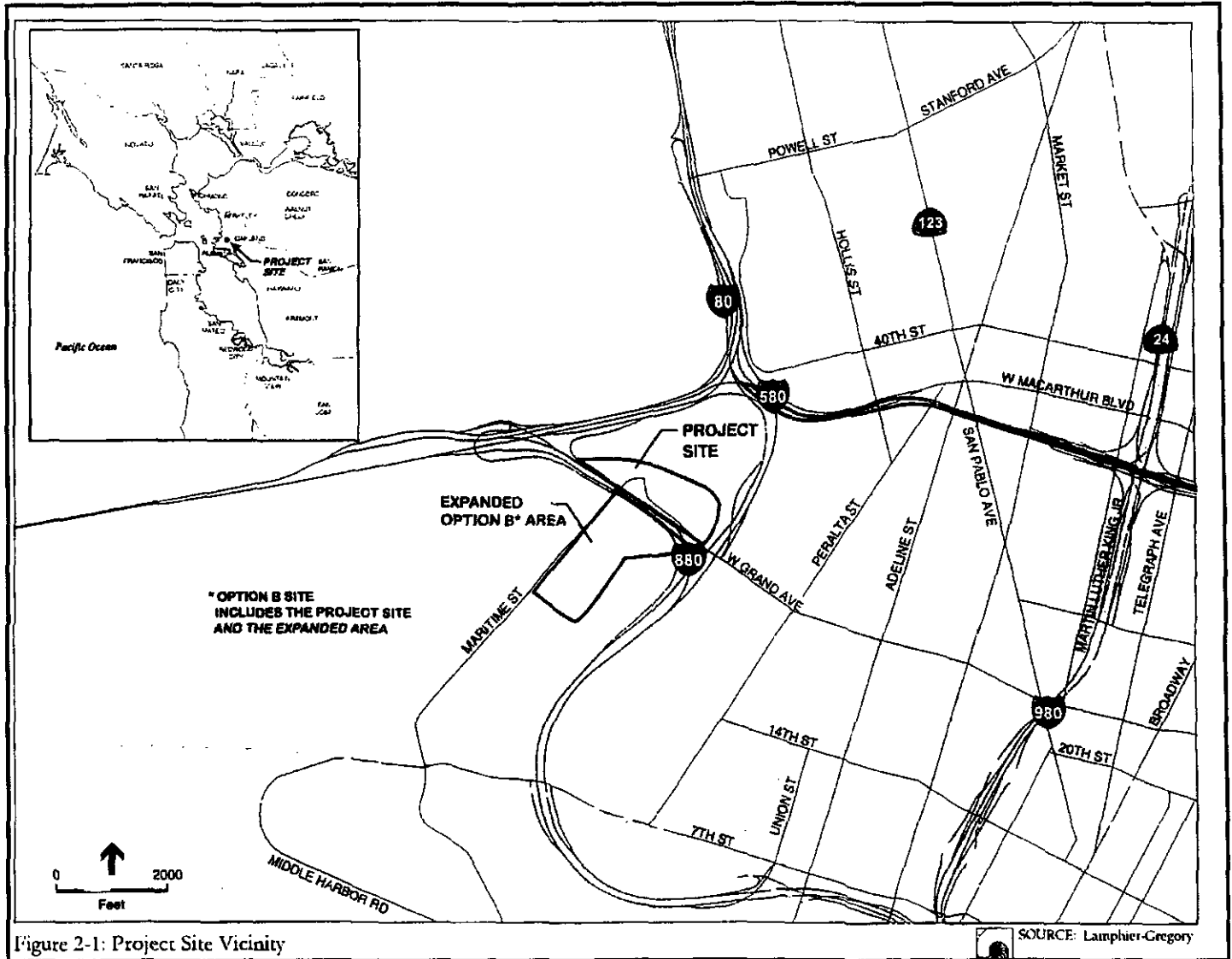
ATTACHMENT F

**Oakland City Planning Commission
Staff Report
Final Supplemental EIR
Oakland Army Base Auto Mall Project**

Location:	The Project sites include the North and East Gateway portions of the former Oakland Army Base .
Proposal:	Certification of the Final Supplemental Environmental Impact Report for an Auto Mall and potentially other commercial uses on a portion of the former Oakland Army Base
Applicant:	Oakland Redevelopment Agency
Contact Person/Phone Number:	Elois A. Thornton (510) 238-6284
Owner:	Oakland Redevelopment Agency
Case File Number:	ER06-0002
Planning Permits Required:	Amendment to the Oakland Army Base Reuse Plan, Subdivision Application and/or other land use approvals required for individual auto dealership & retail development applications
General Plan:	Business Mix, General Industrial/Transportation
Zoning:	M-40 Heavy Industrial
Environmental Determination:	An EIR for the OARB Redevelopment Plan was prepared and certified by the City in 2002. A Supplemental EIR has been prepared to address potentially new/increased traffic and air quality impacts, and respond to comments on alternatives, truck parking and land use compatibility issues
Historic Status:	No Historic Resources are located on the North Gateway project site but portions of a National Register Eligible Historic District are located in Option B (East Gateway) site and are scheduled for demolition
Service Delivery District:	1 – West Oakland
City Council District:	3
Status:	Draft Supplemental Environmental Report was published for an extended public review period that started on April 17, 2006 and ended at 4:00 pm on June 30, 2006. A Final Supplemental Environmental Impact Report has been prepared.
Action to be Taken:	Receive public and Commission comments on the Final Supplemental Environmental Impact Report and Certify the Final SEIR.
For Further Information:	Contact case planner Elois A. Thornton at (510) 238-6284 or by email at eathornton@oaklandnet.com

BACKGROUND AND SUMMARY

In July 2002, the City Planning Commission certified the Oakland Army Base (OARB) Area Redevelopment Plan Environmental Impact Report (EIR) that explored a number of development options for the Base. An Auto Mall concept--currently under consideration by the Oakland Redevelopment Agency (Agency)--was not included in the Redevelopment Plan EIR.



Case File: ER06-002
Applicant: Oakland Redevelopment Agency
Location: North and East Subareas of Oakland Army Base
Zone: M-40 Heavy Industrial

Consequently staff determined that additional environmental analysis is required to focus on impacts exclusive to the Auto Mall concept (traffic and air quality only) and a Draft Supplemental EIR (Draft SEIR) was published on April 17, 2006 for a 45-day public comment period that was to close on May 31, 2006. At the May 17, 2006 Planning Commission public hearing on the Draft SEIR, the Commission elected to extend the comment period an additional 30 days to June 30, 2006. Staff has now prepared a Final Supplemental EIR which responds to comments received during the public comment period, and is requesting that the Commission certify the Final SEIR analysis finding that it complies with CEQA in adequately analyzing new and/or potentially increased environmental impacts associated with the proposed development. Staff is **not** requesting the Commission approve or endorse the Auto Mall project because no discretionary planning-related permits are required at this time. Certification of the EIR is separate and distinct from project approval. Certification of the EIR does not imply approval or endorsement of the Auto Mall project but goes instead to whether the document provides adequate environmental information to the decision-makers, who will eventually consider approval, modification or rejection of the Auto Mall project. Oakland Planning Code section 17.158.340E requires that the Planning Commission be presented Final EIRs for certification.

PROJECT DESCRIPTION AND PROJECT ALTERNATIVES

Project Description

The Project site is located on an approximately 30-acre portion of the former OARB and within the OARB Redevelopment Area. The primary site is specifically described as the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Treatment Plant on the north, West Grand Avenue to the south and I-880 on the east. Access to the site is via Wake Avenue from Maritime Street, and West Grand Avenue. The Project however might additionally include approximately 30 acres of land primarily to the south of West Grand Avenue and east of Maritime Street, more familiarly known as the OARB East subarea (labeled "Expanded Option B Area" in the Draft SEIR and combined with the Project, discussed as "Option B"). This addition to the Project site is also located within the former OARB, within the OARB Redevelopment Area. Both areas are shown on page 2 of this report.

The following activities would be developed within the North Gateway Area (see Map Attachment A--Figure 2-6 of the Draft SEIR):

- **Automobile Dealerships**

Four or five separate automobile dealerships would occupy five separate parcels of approximately 4 to 6 acres each (Parcels A through E). Each dealership would include 1- to possibly 3-story building to accommodate auto showrooms, sales space, and auto repair and service facilities. Each dealership also includes outdoor surface area for automobile storage, employee and customer parking and circulation.

- **Access Road and Utilities**

Wake Avenue would be abandoned and instead Maritime Street would be extended north from the intersection of West Grand Avenue, then continued to the east and south as a North Gateway access road. This road would carry traffic on the north side of West

Grand Avenue and provide access to auto dealership sites in the North Gateway. The access road would end in a cul-de-sac near the raised West Grand Avenue.

- Project Infrastructure

Additionally, utility infrastructure improvements (water, sewer, storm drain, electricity, etc.) would be completed as necessary, and utility infrastructure would be extended to serve each of the dealership sites.

Option B would include the Project as described above plus the following additional uses on the East Subarea/Expanded Option B Area (see Map Attachment B—Figure 2-8 of the Draft SEIR):

- Automobile Dealerships

Three additional automobile dealerships with sales and service would occupy separate approximately 5-acre parcels (Parcels F, G and H).

- “Big Box” Retail

One approximately 12- to 15-acre site (Parcel I) would be used for “big box” retail use, including approximately 150,000 square feet of building space, and customer and employee parking. The big box retail is expected to have total employment in the range of approximately 300 to 400 people.

- Project Infrastructure

Infrastructure improvements would be completed, including continuation of the North Gateway Access Road to the south and reconnecting to Maritime Street as well as associated infrastructure extensions.

A summary of the land uses anticipated under the Project and Option B is shown on the Table below.

OARB Auto Mall Project, Land Use Summary					
<u>Parcel</u>	<u>Use</u>	<u># of Buildings</u>	<u>Floors</u>	<u>Total Floor Area (sq.ft.)</u>	<u>Parcel Size (acres)</u>
Project, North Gateway					
A	Auto dealership	1	1	40,000	5.1
B	Auto dealership	1	2	160,000	6.0
C	Auto dealership	1	2	120,000	5.5
D	Auto dealership	2	1	40,000	3.8
E	Auto dealership	1	1	<u>30,000</u>	3.9
Access Road					<u>5.7</u>
Project Total		6		390,000	30
Expanded Option B Area, East Gateway					
F	Auto dealership	1	1	20,000	5.4
G	Auto dealership	1	1	15,000	4.0
H	Auto dealership	1	1	15,000	4.0
I	"Big Box" retail	1	1	<u>150,000</u>	12.0
Access Road					<u>4.6</u>
Expanded Area subtotal		4		200,000	30
Option B Total (including Project and expanded Area)		10		590,000	60.0

Project Alternatives

The Draft SEIR incorporated five alternatives that were originally evaluated in the OARB Redevelopment Plan EIR:

- *No Project Alternative* which assumed that the OARB would not undergo substantial physical change
- *Reduced Intensity Alternative* which assumed for the project site, development of approximately 200,000 square feet of new warehouse/distribution use and dedication of 15 acres for ancillary maritime support (AMS) use. For the Option B site this alternative assumed development of approximately 260,000 square feet of "flex" office/light industrial use.
- *Full Maritime Alternative* which assumed all existing facilities within the GDA would be demolished or deconstructed and the area would be developed as a Maritime Support Center for AMS uses.
- *Gateway Adaptive Reuse/Eco-Park Alternative* which assumed that the GDA would retain and adapt buildings within the OARB historic district for industrial, research and development, and supporting uses.

- *High Intensity Alternative* which assumed that the Project and Option B sites would be developed with approximately 4.1 million square feet of 'flex' office, high industrial, and retail space.

Since publication of the Draft SEIR, staff has evaluated two additional project alternatives which have been included in the Final SEIR:

- *Partial AMS Alternative* where we assume the big-box retail location on the Option B site would be replaced by approximately 13 acres of AMS uses and an additional dealership for the Auto Mall (see page 8-3 of Final SEIR for analysis). This alternative does not preclude the possibility that additional OARB land in the Central subarea outside the Auto Mall project area would be used for AMS uses, resulting in one combined AMS facility.
- *Partial AMS and Compact (Auto Mall) Design Alternative* where we assume the Option B site is developed with AMS uses as described above, and an additional dealership is provided in the North Gateway area (for a total of up to six separate dealerships instead of the 4 or 5 dealerships originally proposed). This alternative could also include small restaurant uses within the dealerships targeted to employees and customers of the Auto Mall. These auxiliary uses would be limited to a total of 4,000 square feet with 84 seats within the Auto Mall development, likely divided between two dealerships, and would replace the square footage otherwise dedicated to the dealerships. The compact design envisions dealerships constructed on smaller parcels and of greater heights (4-story) than the 1-3 stories initially proposed (see page 8-7 of the Final SEIR for analysis).

NEXT STEPS --PROJECT REVIEW

The Project itself has not been submitted for Commission consideration because no discretionary planning-related permits are required at this time. Currently, the site's General Plan land use designation (Business Mix, General Industrial/Transportation) and zoning (M-40 Heavy Industrial) permits the proposed activities outright. There are no setback requirements, height restrictions, or similar standards that apply to the site.

The City Council, acting as the Redevelopment Agency, will be considering Disposition and Development Agreements (DDAs) with each of the prospective Auto Mall tenants in the next month or so. Although Design Review is not required by zoning, the Agency will consider requiring that the auto dealerships undergo design review as a part of the DDA.

There will be a need to subdivide the OARB site to create parcels for each targeted dealership. A tract map application will be submitted to the Commission at a later time for consideration.

SUMMARY OF ENVIRONMENTAL REVIEW ACTIONS

A Notice of Preparation and an Initial Study was distributed for public comment January 19, 2006 through February 20, 2006; a Scoping Session was held before the Commission on

February 15, 2006. The Draft SEIR was published on April 17, 2006 for a public comment period that concluded on June 30, 2006. During this period, a public hearing on the adequacy of the Draft SEIR in analyzing new and/or potentially increased environmental impacts associated with the proposed development was held on May 17, 2006. The Final SEIR was distributed for public review on October 6, 2006.

Prior Environmental Review

As previously stated, the certified 2002 OARB Redevelopment Plan EIR described and disclosed the potential environmental consequences associated with the OARB development plan under consideration at that time, and provided a comprehensive set of mitigation measures that reduced the majority of impacts to a less than significant level. The 2002 Redevelopment Plan EIR identified some impacts that would be Significant and Unavoidable, even with mitigation, in the following areas:

- Transportation and Traffic
- Air Quality
- Cultural/Historic Resources
- Aesthetics
- Biology

To acknowledge these significant and unavoidable impacts, OBRA, the City of Oakland and the Port of Oakland respectively adopted Statements of Overriding Considerations after certification of the 2002 OARB Redevelopment Plan EIR.

The land uses proposed under the Auto Mall concept were not specifically anticipated in the Redevelopment Plan. These land uses could potentially result in different environmental impacts than were analyzed in the 2002 Redevelopment Plan EIR. An Initial Study determined that the 2002 EIR analyzed, disclosed and mitigated where possible, the majority of environmental impacts, however, because the current development concept could result in higher levels of traffic and impacts to air quality than assumed under the 2002 EIR, and because some of the assumptions regarding development of the surrounding area have changed, the Draft SEIR and Final SEIR was prepared.

Key Environmental Topics

The major findings of the Draft SEIR are:

- The Traffic and Air Quality chapters of the Draft SEIR recommend additional or supplemental mitigation measures intended to reduce or avoid potentially significant impacts that could occur as a result of the Auto Mall concept.
- There are only two new significant and unavoidable traffic impacts associated with the Auto Mall Project, as a result of the previously identified mitigation measures

being deemed infeasible for impacts to West Grand Avenue/I-880 Frontage Road, and 7th Street/Maritime Street.

The Final SEIR contains all comments received by the City on the Draft SEIR and also includes responses to these comments, together with necessary changes or revisions to the text of the Draft SEIR document. [Changes to the text of the Draft SEIR are denoted in the Final SEIR in underline for new text or ~~strikeout~~ for deleted text.] In summary, the Final SEIR reflects very minor text deletions to the Draft SEIR; it adds a comparative analysis of the two new alternatives described earlier in this report vis-a vis the original project, and expands the information in the prior transportation and traffic, and air quality analyses of the Draft SEIR.

The Draft and Final SEIR documents together would comprise the Supplemental Environmental Impact Report for the Project, and would be relied upon when considering a number of anticipated implementation actions for the Auto Mall project.

The SEIR identifies new mitigations, and modifies those from the 2002 Redevelopment Plan EIR that apply to the Auto Mall project and/or Option B project. Because there are no project approvals under consideration by the Commission at this time, a Mitigation Monitoring and Reporting Program (MMRP) detailing the package of mitigations required to reduce adverse impacts is not required to be adopted at this time, but rather will be presented to the Oakland Redevelopment Agency when it considers Auto Mall project approvals later this fall. For the Commission's information, however, a draft Auto Mall MMRP is included in this report as Attachment C.

Major Concerns of Interested Parties

The Initial Study Determination document (distributed January 2006) indicated that air quality and transportation/circulation impacts associated with the Auto Mall would be the two key environmental topics to be explored in the SEIR. However, in response to public comments on *the Initial Study*, *the Draft SEIR also included a discussion of land use compatibility issues, adequacy of truck parking and alternatives* (see Chapter 5 of the Draft SEIR). These public comments underscored longstanding interest in relocating sometime problematic trucking uses from West Oakland neighborhoods to the former Base, as well as the broader question of appropriate future development of the Base. In a related matter, concerns arose during the SEIR process regarding the City's and Port's existing requirement to each provide 15 acres of AMS activities as a means of relieving the residential-trucking land use conflicts within the West Oakland district. [As a reminder, the Auto Mall project does not propose to eliminate the City's AMS obligation but it would relocate the obligation from the current Baldwin Yard (North Gateway) site to another area of the Base]. The AMS issue is discussed in the Draft SEIR; and as previously mentioned, the Final SEIR further explores this issue through its evaluation of an AMS-oriented alternative.

In addition to these global concerns, Project-related traffic circulation issues particularly in the North Gateway area, received significant attention during preparation of the SEIR. Specifically, a number of comments that focused on access from West Grand Avenue to the neighboring wastewater treatment facility were expressed by EBMUD representatives both during the SEIR

public review period and after closure of the comment period. Staff believes that reasonable accommodations for EBMUD access have been made (these are detailed in the Final SEIR--Response to Comments, Letter 3) and will continue to work with EBMUD to resolve outstanding concerns.

Although not a current CEQA issue, concerns were expressed regarding retention of the historic warehouses in the East Gateway area (Expanded Option B Area). The potential loss of the warehouses was examined in the 2002 OARB Redevelopment Plan EIR; a Statement of Overriding Considerations was adopted, and a package of mitigations were identified and approved in the MMRP. Among the mitigations (Mitigation Measure #4.16-14) is the obligation to conduct a feasibility analysis when a specific project that potentially affects the warehouses (and/or other facilities within the OARB historic district) is proposed. The "*Feasibility Study of Adaptive Reuse for Auto Dealership Activities—East Gateway Subarea of Oakland Army Base*" (Feasibility Study), a document separate from the SEIR, has been prepared and distributed to interested parties, including the Commission, which partially satisfies this mitigation measure. Without addressing economic feasibility, the Feasibility Study found that:

- 1) Five of the warehouses within the East Gateway area (Buildings 808, 812, 821, 822, and 823) from an architectural design perspective, appear able to be reused for auto dealerships.
- 2) From an architectural design perspective, the programmatic and technological needs of a major auto dealership can be met in any of these structures.
- 3) Some, but not all of the buildings, can be retained for dealership use; the buildings are too closely located to provide space for roadways, parking, outdoor display of vehicles and visible signage within all structures simultaneously.
- 4) Interest amongst auto dealership industry representatives in using the warehouses varies; it is uncertain at this point whether auto manufacturers as a whole would approve new franchises in the renovated warehouses.

The issue of whether the warehouses will be retained for auto dealerships or other development projects will be considered by the Agency when it considers the development program in the East Subarea. At this point, the Agency has not yet approved even a conceptual plan for development of this area. Potential future users of the site will need to consider the feasibility of preserving the historic resources and demonstrate to the Agency why such preservation/reuse would be infeasible.

CEQA CERTIFICATION FINDINGS

In certifying the Supplemental Impact Report for the Oakland Army Base Auto Mall Project the City, acting through its Planning Commission, must find that the SEIR has been prepared in compliance with CEQA, the State CEQA Guidelines, and the City's local Environmental Review Regulations and has been independently reviewed and considered by the Commission. A Final SEIR is legally adequate if the document complies with these requirements, and is accurate and includes an adequate discussion of potential adverse environmental effect, ways in which such effects might feasibly be mitigated, and a reasonable range of alternatives to the project which reduce or avoid adverse effects. Certification of the EIR is separate and distinct from project

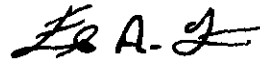
approval. Certification of the EIR does not imply approval or endorsement of the Auto Mall project but goes instead to whether the document provides adequate environmental information to the decision-makers, who will eventually consider approval, modification or rejection of the Auto Mall project. Oakland Planning Code section 17.158.340E requires that the Planning Commission be presented Final EIRs for certification.

The detailed CEQA certification findings are included in Attachment D of this report.

STAFF RECOMMENDATION

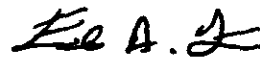
Staff recommends that the Planning Commission adopt the CEQA Certification Findings for the Oakland Army Base Auto Mall Project Supplemental Environmental Impact Report.

Prepared by:



ELOIS A. THORNTON
Planner IV

Approved for Forwarding to the City
Planning Commission:



for CLAUDIA CAPPIO
Director of Development

ATTACHMENTS:

- A. Figure 2-6: Project Conceptual Development Plan
- B. Figure 2-8: Option B Conceptual Development Plan
- C. Preliminary Draft MMRP (subject to revision)
- D. CEQA Certification Findings

NOTE: Copies of the 2002 Army Base Redevelopment Plan EIR and the Auto Mall SEIR have previously been provided to the Commissioners and the public and are available for public review at the Planning Department.

ATTACHMENT G

CEQA Findings

(City and Agency)

AUTOMALL CEQA FINDINGS: CITY

I. INTRODUCTION

1. These findings are made pursuant to the California Environmental Quality Act (Pub. Res. Code section 21000 et seq; "CEQA") and the CEQA Guidelines (Cal. Code Regs. title 14, section 15000 et seq.) by the Oakland City Council in connection with the Supplemental EIR prepared for the Oakland Army Base ("OARB") Auto Mall Project ("the Project"), EIR SCH # 2006012092.

2. These findings are attached and incorporated by reference into the November 28, 2006 staff report and accompanying resolutions. These findings are based on substantial evidence in the entire administrative record and references to specific reports and specific pages of documents are not intended to identify those sources as the exclusive basis for the findings.

II. PROJECT DESCRIPTION

3. The Project, which is the subject of the EIR, is located on an approximately 30-acre portion of the former OARB and within the OARB Redevelopment Area. The site is specifically described as the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Treatment Plant on the north, West Grand Avenue to the south and I-880 on the east. Access to the site is via Wake Avenue from Maritime Street, and West Grand Avenue.

The Auto Mall Project conceptual reuse strategy would be implemented in the North subarea of the GDA only and consists of the following activities:

- Automobile Dealerships

Four or five separate automobile dealerships would occupy five separate parcels of approximately 4 to 6 acres each (Parcels A through E). Each dealership would include 1- to possibly 3-story building to accommodate auto showrooms, sales space, and auto repair and service facilities. Each dealership also includes outdoor surface area for automobile storage, employee and customer parking and circulation.

- Access Road and Utilities

Wake Avenue would be abandoned and instead Maritime Street would be extended north from the intersection of West Grand Avenue, then continued to the east and south as a North Gateway access road. This road would carry traffic on the north side of West Grand Avenue and provide access to auto dealership sites in the North Gateway. The access road would end in a cul-de-sac near the raised West Grand Avenue.

The Project additionally includes relocating the Ancillary Maritime Support (AMS) activities from the Baldwin Yard in the North Gateway to the East and/or Central Gateway Development Area.

III. ENVIRONMENTAL REVIEW OF THE PROJECT

4. In July 2002, the City Planning Commission certified the Oakland Army Base (OARB) Area Redevelopment Plan Environmental Impact Report (EIR) that explored a number of development options for the Base. Subsequently, the Oakland City Council and Oakland Redevelopment Agency adopted all appropriate CEQA findings, including an MMRP, findings related to impacts, reasons for rejection of alternatives as infeasible and a statement of overriding considerations. Although a small amount of retail was included in the Redevelopment Plan EIR, an Auto Mall concept was not included.

5. Pursuant to CEQA and the CEQA Guidelines, the City determined that a Supplemental EIR (SEIR) would be required for the Project. On January 19, 2006, the City issued a Notice of Preparation for the SEIR and an Initial Study, which was circulated to responsible agencies and interested groups and individuals for review and comment. A copy of this Notice and the comments thereon are included in Appendix B of the Draft SEIR.

6. A Draft SEIR was prepared for the Project to analyze its environmental impacts. The Draft SEIR was properly circulated for a 75-day public review period from April 17, 2006 to June 30, 2006, which exceeds the legally required 45-day comment period. The Planning Commission held a hearing on the Draft SEIR on May 17, 2006.

7. The City received written and oral comments on the Draft SEIR. The City prepared responses to comments on environmental issues and made changes to the Draft SEIR. The responses to comments, changes to the Draft EIR and additional information were published in a Final SEIR on October 6, 2006. The Draft SEIR, the Final SEIR and all appendices thereto constitute the "SEIR" referenced in these findings.

IV. THE ADMINISTRATIVE RECORD

8. The record, upon which all findings and determinations related to the approval of the Project are based, includes the following:

a. The SEIR and all documents referenced in or relied upon by the SEIR.

b. All information (including written evidence and testimony) provided by City staff to the Planning Commission and Oakland City Council relating to the SEIR, the approvals, and the Project.

c. All information (including written evidence and testimony) presented to the Planning Commission and Oakland City Council by the environmental consultant and subconsultants who prepared the SEIR or incorporated into reports presented to the Planning Commission and Oakland City Council.

d. All information (including written evidence and testimony) presented to the City from other public agencies relating to the Oakland Army Base Auto Mall Project or the SEIR.

e. All final applications, letters, testimony and presentations presented by the project sponsor and its consultants to the City in connection with the Project.

f. All final information (including written evidence and testimony) presented at any City public hearing or City workshop related to the Project and the SEIR.

g. For documentary and information purposes, all City-adopted land use plans and ordinances, including without limitation general plans, specific plans and ordinances, together with environmental review documents, findings, mitigation monitoring programs and other documentation relevant to planned growth in the area.

h. The Mitigation Monitoring and Reporting Program for the Project.

i. All other documents composing the record pursuant to Public Resources Code section 21167.6(e).

9. The custodian of the documents and other materials that constitute the record of the proceedings upon which the City's decisions are based is Claudia Cappio, Development Director, Community and Economic Development Agency, or her designee. Such documents and other materials are located at Frank H. Ogawa Plaza, Suite 3315, Oakland, California, 94612.

V. CERTIFICATION OF THE EIR

10. In accordance with CEQA, the Oakland City Council, acting as the Lead Agency under CEQA, certifies that the SEIR has been completed in compliance with CEQA. The Oakland City Council has independently reviewed and considered the record and the SEIR prior to certifying the SEIR. By these findings, the Oakland City Council confirms, ratifies, and adopts the findings and conclusions of the SEIR as supplemented and modified by these findings. The EIR and these findings represent the independent judgment and analysis of the City and the Oakland City Council.

11. The Oakland City Council recognizes that the SEIR may contain clerical errors. The Oakland City Council reviewed the entirety of the SEIR and bases its determination on the substance of the information it contains.

12. The Oakland City Council certifies that the SEIR is adequate to support the approval of the project described in the SEIR, each component and phase of the Project described in the SEIR, any variant of the Project described in the SEIR, any minor modifications to the Project or variants described in the SEIR and the components of the Project.

VI. ABSENCE OF SIGNIFICANT NEW INFORMATION

13. The Oakland City Council recognizes that the Final SEIR incorporates information obtained and produced after the Draft SEIR was completed, and that the SEIR contains additions, clarifications, and modifications. The Oakland City Council has reviewed and considered the Final SEIR and all of this information. The Final SEIR does not add significant new information to the Draft SEIR that would require recirculation of the SEIR under CEQA. The new information added to the SEIR does not involve a new significant environmental impact, a substantial increase in the severity of an environmental impact, or a feasible mitigation measure or alternative considerably different from others previously analyzed that the project sponsor declines to adopt and that would clearly lessen the significant environmental impacts of the Project. No information indicates that the Draft SEIR was inadequate or conclusory or that the public was deprived of a meaningful opportunity to review and comment on the Draft SEIR. Thus, recirculation of the SEIR is not required.

14. The Oakland City Council finds that the changes and modifications made to the SEIR after the Draft SEIR was circulated for public review and comment do not individually or collectively constitute significant new information within the meaning of Public Resources Code section 21092.1 or the CEQA Guidelines section 15088.5.

VII. MITIGATION MEASURES, CONDITIONS OF APPROVAL, AND MITIGATION MONITORING AND REPORTING PROGRAM

15. Public Resources Code section 21081.6 and CEQA Guidelines section 15097 require the City to adopt a monitoring or reporting program to ensure that the mitigation measures and revisions to the Project identified in the SEIR are implemented. The Mitigation Monitoring and Reporting Program ("MMRP") is attached and incorporated by reference into the November 28, 2006 staff report prepared for the approval of the Project, is included in the conditions of approval for the Project, and is adopted by the City Council. The MMRP satisfies the requirements of CEQA.

16. The mitigation measures set forth in the MMRP are specific and enforceable and are capable of being fully implemented by the efforts of the City of Oakland, the applicant, and/or other identified public agencies of responsibility. As appropriate, some mitigation measures define performance standards to ensure no significant environmental impacts will result. The MMRP adequately describes implementation procedures, monitoring responsibility, reporting actions, compliance schedule, non-compliance sanctions, and verification of compliance in order to ensure that the Project complies with the adopted mitigation measures.

17. The City Council will adopt and impose the feasible mitigation measures as set forth in the MMRP as enforceable conditions of approval. The City will adopt measures to substantially lessen or eliminate all significant effects where feasible.

18. The mitigation measures incorporated into and imposed upon the Project approval will not have new significant environmental impacts that were not analyzed in the SEIR. In the event a mitigation measure recommended in the SEIR has been inadvertently

omitted from the conditions of approval or the MMRP, that mitigation measure is adopted and incorporated from the SEIR into the MMRP by reference and adopted as a condition of approval.

VIII. FINDINGS REGARDING IMPACTS

19. The 2002 Oakland Army Base Redevelopment Plan EIR identified mitigation measures that, if implemented, would avoid or reduce a total of sixty-five identified significant effects related to the Oakland Army Base Redevelopment Plan to less-than-significant levels. Some of these environmental effects have been eliminated because they are no longer applicable to the current project. The remaining mitigations are still applicable and are incorporated by reference into the Oakland Army Base Auto Mall SEIR. Similarly, the 2002 Army Base Redevelopment Plan EIR identified eight projects-specific impacts and six cumulative impacts that could not be mitigated to less than significant levels and therefore remain significant and unavoidable. The Oakland City Council relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted CEQA findings and incorporates those findings herein, except as where noted below.

20. In accordance with Public Resources Code section 21081 and CEQA Guidelines sections 15091 and 15092, the City Council adopts the new findings and conclusions regarding impacts and mitigation measures that are set forth in the SEIR and summarized in the MMRP. These findings do not repeat the full discussions of environmental impacts contained in the SEIR. The City Council ratifies, adopts, and incorporates the analysis, explanation, findings, responses to comments and conclusions of the SEIR. The City Council adopts the reasoning of the SEIR, staff reports, and presentations provided by the staff and the project sponsor as may be modified by these findings.

21. The City Council recognizes that the environmental analysis of the Project raises controversial environmental issues, and that a range of technical and scientific opinion exists with respect to those issues. The City Council acknowledges that there are differing and potentially conflicting expert and other opinions regarding the Project. The City Council has, through review of the evidence and analysis presented in the record, acquired a better understanding of the breadth of this technical and scientific opinion and of the full scope of the environmental issues presented. In turn, this understanding has enabled the City Council to make fully informed, thoroughly considered decisions after taking account of the various viewpoints on these important issues and reviewing the record. These findings are based on a full appraisal of all viewpoints expressed in the SEIR and in the record, as well as other relevant information in the record of the proceedings for the Project.

SIGNIFICANT BUT MITIGATABLE IMPACTS

22. Under Public Resources Code section 21081(a)(1) and CEQA Guidelines sections 15091(a)(1) and 15092(b), and to the extent reflected in the SEIR and the MMRP, the City Council finds that changes or alterations have been required in, or incorporated into, the components of the Project that mitigate or avoid potentially significant effects on the environment. The following newly identified potentially significant impacts will be reduced to a

less than significant level through the implementation of Project mitigation measures, or where indicated through the implementation of standard conditions of approval (which are treated as mitigation measures and an integral part of the MMRP):

a. Traffic: Impact Traf-3 finds that at the N. Access Road / EBMUD Driveway intersection, the Project would substantially increase traffic hazards to motor vehicles and perhaps bicyclists and pedestrians due to the configuration of the intersection. This impact will be mitigated through the implementation of Mitigation Measure MM Traf-3 which requires that the Project Sponsors shall work with the property owners to develop an access design that provides adequate levels of safety. One option would be to relocate the EBMUD driveway to connect as the north leg of the N. Access Road / E. Access Road intersection. If the driveway were relocated, the N. Access Road / E. Access Road intersection would operate in compliance with the City's level of service standards with all-way stop traffic control. Design plans for the project and all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

b. Traffic: Impact Traf-4 finds that construction of the access road from the northern extension of Maritime Street would end in a cul-de-sac for the Project and could result in less than two emergency access routes for streets exceeding 600 feet in length. This impact will be mitigated through implementation of Mitigation Measure MM Traf-4 which requires construct emergency vehicle access to the east end of the Project.

SIGNIFICANT AND UNAVOIDABLE IMPACTS

23. Under Public Resources Code sections 21081(a)(3) and 21081(b), and CEQA Guidelines sections 15091, 15092, and 15093, and to the extent reflected in the SEIR and the MMRP, the City Council finds that the following newly identified impacts of the Project remain significant and unavoidable, notwithstanding the imposition of all feasible mitigation measures, as set forth below. The City Council also finds that any alternative discussed in the SEIR that may reduce the significance of these impacts is rejected as infeasible for the reasons given below.

a. Traffic: Impact Traf-7 finds that at the West Grand Avenue/I-880 Frontage Road intersection, the Project would increase traffic in 2025 and both development options would cause the average vehicle delay to increase by more than two (2) seconds where the future baseline level of service would be LOS during the a.m. peak, p.m. peak, and Saturday peak hours. This potential unavoidable significant impact was considered significant but mitigated in the OARB Redevelopment Plan EIR. However, subsequent City of Oakland EIRs (Uptown and Wood Street Projects) have re-examined the feasibility of the mitigation necessary at this location and have concluded that costs of the identified improvement were so prohibitively high that the mitigation was not feasible and the impacts was considered significant and unavoidable; and is overridden as set forth below in the Statement of Overriding Considerations.

b. Traffic: Impact Traf-10 at the 7th Street/Maritime Street intersection, the Project would increase traffic in 2025 and would cause the average vehicle

delay to increase by more than two (2) seconds where they future baseline level of service would be LOS F during both the a.m. and p.m. peak hours. This potential unavoidable significant impact is overridden as set forth below in the Statement of Overriding Considerations. Although this impact is considered significant and unavoidable, the SEIR nevertheless identified mitigation measures to reduce the impact to the extent feasible. The mitigation measure requires that as part of the cumulative growth of the OARB area Redevelopment Plan, the Project Sponsor shall fund a fair share of the following modifications at the 7th Street / Maritime Street intersection:

- Revise the northbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, one through lane, and one right turn lane with overlap signal phasing (green arrow)
- Revise the southbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, and one combination through-right turn lane
- Revise the eastbound 7th Street lanes to provide one left turn lane, two through lanes, and one right turn lane with overlap signal phasing (green arrow)
- Revise the westbound 7th Street lanes to provide two left turn lanes, two through lanes and one right turn lane with overlap signal phasing (green arrow)
- Provide split phasing for the north and southbound traffic movements.

Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

IX. FINDINGS REGARDING ALTERNATIVES

24. The 2002 OARB Redevelopment Plan DEIR identified eight alternatives to the proposed project, three which were initially rejected as infeasible, four which were considered in detail and one which was included to evaluate the upper range of development, but would significantly increase environmental impacts. The Oakland City Council relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted CEQA findings and incorporates those findings herein, except as where noted below.

25. The three alternatives that were initially rejected were (1) the "Full Adaptive Reuse Alternative," which would preserve historic structures for reuse and maintain the integrity of the National Register-eligible OARB Historic District; (2) The "No New Intermodal Facility Alternative" which would replace 130 acres of the Port Development Area within the OARB Redevelopment Plan area with ancillary maritime support uses in order to address trucking needs; and (3) the "No New Berth 21 Alternative" where the Outer Harbor shoreline reconfiguration required to achieve an operational geometry for New Berth 21 would not occur. These previously-rejected alternatives are rejected because of the new reason that they apply to areas of the former Army Base that are outside the boundaries of the Auto Mall Project Area. Specifically, the "Adaptive Reuse Alternative" is rejected there are no historic structures within the Auto Mall project area; and the "No New Intermodal Facility Alternative" and "No New Berth 21 Alternative" are rejected because they both apply to the Port Development Area which is outside of the Auto Mall Project area.

26. The Auto Mall SEIR incorporated the five alternatives identified in the 2002 OARB Redevelopment Plan EIR and also evaluated three new alternatives to the proposed project.

27. The three potentially feasible alternatives analyzed in the SEIR represent a reasonable range of potentially feasible alternatives that reduce one or more significant impacts of the Project. These alternatives include the (1) Ancillary Maritime Support (AMS) Alternative which consists of redevelopment of the Project site and the expanded Option B area with AMS uses only; (2) Partial AMS Alternative where the big-box retail location on the Option B site would be replaced by approximately 13 acres of AMS uses and an additional dealership for the Auto Mall; and (3) Partial AMS and Compact Design Alternative where the Option B site is developed with AMS uses as described above, and an additional dealership is provided in the North Gateway area. This alternative could also include small restaurant uses within the dealerships that are targeted to employees and customers of the Auto Mall. As presented in the SDEIR and SFEIR, the alternatives were described and compared with each other and with the proposed project.

28. The City Council certifies that it has independently reviewed and considered the information on alternatives provided in the SEIR and in the record. The SEIR reflects the City Council's independent judgment as to alternatives. The City Council finds that the Project provides the best balance between the project sponsor's objectives, the City's goals and objectives, the project's benefits as described below in the Statement of Overriding Considerations, and mitigation of environmental impacts to the extent feasible. The other alternative proposed and evaluated in the SEIR is rejected for the reasons stated in the EIR and for the following reasons. Each individual reason presented below constitutes a separate and independent basis to reject the project alternative as being infeasible, and, when the reasons are viewed collectively, provide an overall basis for rejecting the alternative as being infeasible.

29. **Under Alternative 1: Ancillary Maritime Support Alternative**, would generate less traffic and consequently less mobile source emissions than the proposed Project but would not wholly avoid or reduce these impacts to levels of less than significant. The AMS Alternative would result in less balanced land uses with a moderate decrease in economic activity including less jobs and less tax revenue than under the proposed Project. It would, however, provide substantial more land area to offset the anticipated cumulative deficit in available truck parking at or near the Port. However, one of the reasons that the Full Maritime Alternative was rejected by the City of Oakland when it approved the OARB Redevelopment/Reuse Plan was because, beyond the 2020 buildout date, the Full Maritime Alternative would have provided the opportunity, if demand warrants, to increase maritime activities resulting in more ship rail and truck trips. Increasing these activities could result in commensurate worsening of impacts related to air quality and traffic

30. Auto Mall Project Option B, along with the "Partial AMS" and "Partial AMS Compact" alternatives which also were evaluated in the SEIR are not being pursued because they apply to areas that are outside the Auto Mall North subarea boundaries, and the Project Sponsor intends to address these areas as part of a separate, comprehensive development program for the remainder of the former Army Base at a later date.

X. STATEMENT OF OVERRIDING CONSIDERATIONS

31. The Oakland City Council relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted Statement of Overriding Considerations and incorporates those findings herein, except as where noted below. The City Council finds that each of the specific economic, legal, social, technological, environmental, and other considerations and the benefits of the Project separately and independently outweigh these remaining significant, adverse impacts and is an overriding consideration independently warranting approval. The remaining significant adverse impacts identified above are acceptable in light of each of these overriding considerations.

32. The Project will retain and expand an important retail segment of the Oakland economy.

33. The Project will retain and expand a diverse and well-paying workforce in Oakland and provide opportunities for local employment.

34. The Project will retain and expand a significant source of ongoing revenues in Oakland, including sales taxes and tax increment financing.

35. The Project will generate one time revenue proceeds, including proceeds from the sale of land and real estate transfer tax.

36. The Project will create temporary construction jobs.

37. The Project best leverages the former Army Base assets, supports sustainable land utilization, and improves the existing visual environment, land use variety and compatibility of local development.

38. The Project will create much needed new infrastructure in a blighted and underutilized area.

39. The Project will improve access to the North subarea of the former Army Base.

Mitigation Monitoring

40. That the monitoring and reporting of CEQA mitigation measures will be conducted in accordance with the attached Mitigation Monitoring and Reporting Program (MMRP). All the mitigation measures identified in the SEIR, and as modified by the Oakland City Council, will be incorporated into the MMRP. Adoption of the final MMRP will constitute fulfillment of the CEQA monitoring and/or reporting requirement set forth in Section 21081.6 of CEQA. All proposed mitigation measures are capable of being fully implemented by the efforts of the City Oakland, subsequent project developers or other identified public agencies of responsibility. Those changes or alternations that are within the jurisdiction of another public agency have been, or can and should be adopted by that other agency.

AUTOMALL CEQA FINDINGS: REDEVELOPMENT AGENCY

I. INTRODUCTION

1. These findings are made pursuant to the California Environmental Quality Act (Pub. Res. Code section 21000 et seq; "CEQA") and the CEQA Guidelines (Cal. Code Regs. title 14, section 15000 et seq.) by the Oakland Redevelopment Agency in connection with the Supplemental EIR prepared for the Oakland Army Base ("OARB") Auto Mall Project ("the Project"), EIR SCH # 2006012092.

2. These findings are attached and incorporated by reference into the November 28, 2006 staff report and accompanying resolutions. These findings are based on substantial evidence in the entire administrative record and references to specific reports and specific pages of documents are not intended to identify those sources as the exclusive basis for the findings.

II. PROJECT DESCRIPTION

3. The Project, which is the subject of the EIR, is located on an approximately 30-acre portion of the former OARB and within the OARB Redevelopment Area. The site is specifically described as the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Treatment Plant on the north, West Grand Avenue to the south and I-880 on the east. Access to the site is via Wake Avenue from Maritime Street, and West Grand Avenue.

The Auto Mall Project conceptual reuse strategy would be implemented in the North subarea of the GDA only and consists of the following activities:

- Automobile Dealerships

Four or five separate automobile dealerships would occupy five separate parcels of approximately 4 to 6 acres each (Parcels A through E). Each dealership would include 1- to possibly 3-story building to accommodate auto showrooms, sales space, and auto repair and service facilities. Each dealership also includes outdoor surface area for automobile storage, employee and customer parking and circulation.

- Access Road and Utilities

Wake Avenue would be abandoned and instead Maritime Street would be extended north from the intersection of West Grand Avenue, then continued to the east and south as a North Gateway access road. This road would carry traffic on the north side of West Grand Avenue and provide access to auto dealership sites in the North Gateway. The access road would end in a cul-de-sac near the raised West Grand Avenue.

The Project additionally includes relocating the Ancillary Maritime Support (AMS) activities from the Baldwin Yard in the North Gateway to the East and/or Central Gateway Development Area.

III. ENVIRONMENTAL REVIEW OF THE PROJECT

4. In July 2002, the City Planning Commission certified the Oakland Army Base (OARB) Area Redevelopment Plan Environmental Impact Report (EIR) that explored a number of development options for the Base. Subsequently, the Oakland City Council and Oakland Redevelopment Agency adopted all appropriate CEQA findings, including an MMRP, findings related to impacts, reasons for rejection of alternatives as infeasible and a statement of overriding considerations. Although a small amount of retail was included in the Redevelopment Plan EIR, an Auto Mall concept was not included.

5. Pursuant to CEQA and the CEQA Guidelines, the City determined that a Supplemental EIR (SEIR) would be required for the Project. On January 19, 2006, the City issued a Notice of Preparation for the SEIR and an Initial Study, which was circulated to responsible agencies and interested groups and individuals for review and comment. A copy of this Notice and the comments thereon are included in Appendix B of the Draft SEIR.

6. A Draft SEIR was prepared for the Project to analyze its environmental impacts. The Draft SEIR was properly circulated for a 75-day public review period from April 17, 2006 to June 30, 2006, which exceeds the legally required 45-day comment period. The Planning Commission held a hearing on the Draft SEIR on May 17, 2006.

7. The City received written and oral comments on the Draft SEIR. The City prepared responses to comments on environmental issues and made changes to the Draft SEIR. The responses to comments, changes to the Draft EIR and additional information were published in a Final SEIR on October 6, 2006. The Draft SEIR, the Final SEIR and all appendices thereto constitute the "SEIR" referenced in these findings.

IV. THE ADMINISTRATIVE RECORD

8. The record, upon which all findings and determinations related to the approval of the Project are based, includes the following:

a. The SEIR and all documents referenced in or relied upon by the SEIR.

b. All information (including written evidence and testimony) provided by City staff to the Planning Commission and Oakland City Council/Agency relating to the SEIR, the approvals, and the Project.

c. All information (including written evidence and testimony) presented to the Planning Commission and Oakland City Council/Agency by the environmental consultant and subconsultants who prepared the SEIR or incorporated into reports presented to the Planning Commission and Oakland City Council/Agency.

d. All information (including written evidence and testimony) presented to the City from other public agencies relating to the Oakland Army Base Auto Mall Project or the SEIR.

e. All final applications, letters, testimony and presentations presented by the project sponsor and its consultants to the City/Agency in connection with the Project.

f. All final information (including written evidence and testimony) presented at any City public hearing or City/Agency workshop related to the Project and the SEIR.

g. For documentary and information purposes, all City/Agency-adopted land use plans and ordinances, including without limitation general plans, specific plans and ordinances, together with environmental review documents, findings, mitigation monitoring programs and other documentation relevant to planned growth in the area.

h. The Mitigation Monitoring and Reporting Program for the Project.

i. All other documents composing the record pursuant to Public Resources Code section 21167.6(e).

9. The custodian of the documents and other materials that constitute the record of the proceedings upon which the City's decisions are based is Claudia Cappio, Development Director, Community and Economic Development Agency, or her designee. Such documents and other materials are located at Frank H. Ogawa Plaza, Suite 3315, Oakland, California, 94612.

V. CERTIFICATION OF THE EIR

10. In accordance with CEQA, the Oakland Redevelopment Agency, acting as a Responsible Agency under CEQA, has independently reviewed and considered the record and the SEIR prior to taking any action on the Project. By these findings, the Oakland Redevelopment Agency confirms, ratifies, and adopts the findings and conclusions of the SEIR as supplemented and modified by these findings. The EIR and these findings represent the independent judgment and analysis of the Oakland Redevelopment Agency.

11. The Oakland Redevelopment Agency recognizes that the SEIR may contain clerical errors. The Oakland Redevelopment Agency reviewed the entirety of the SEIR and bases its determination on the substance of the information it contains.

12. The Oakland Redevelopment Agency certifies that the SEIR is adequate to support the approval of the project described in the SEIR, each component and phase of the

Project described in the SEIR, any variant of the Project described in the SEIR, any minor modifications to the Project or variants described in the SEIR and the components of the Project.

VI. ABSENCE OF SIGNIFICANT NEW INFORMATION

13. The Oakland Redevelopment Agency recognizes that the Final SEIR incorporates information obtained and produced after the Draft SEIR was completed, and that the SEIR contains additions, clarifications, and modifications. The Oakland Redevelopment Agency has reviewed and considered the Final SEIR and all of this information. The Final SEIR does not add significant new information to the Draft SEIR that would require recirculation of the SEIR under CEQA. The new information added to the SEIR does not involve a new significant environmental impact, a substantial increase in the severity of an environmental impact, or a feasible mitigation measure or alternative considerably different from others previously analyzed that the project sponsor declines to adopt and that would clearly lessen the significant environmental impacts of the Project. No information indicates that the Draft SEIR was inadequate or conclusory or that the public was deprived of a meaningful opportunity to review and comment on the Draft SEIR. Thus, recirculation of the SEIR is not required.

14. The Oakland Redevelopment Agency finds that the changes and modifications made to the SEIR after the Draft SEIR was circulated for public review and comment do not individually or collectively constitute significant new information within the meaning of Public Resources Code section 21092.1 or the CEQA Guidelines section 15088.5.

VII. MITIGATION MEASURES, CONDITIONS OF APPROVAL, AND MITIGATION MONITORING AND REPORTING PROGRAM

15. Public Resources Code section 21081.6 and CEQA Guidelines section 15097 require the Oakland Redevelopment Agency to adopt a monitoring or reporting program to ensure that the mitigation measures and revisions to the Project identified in the SEIR are implemented. The Mitigation Monitoring and Reporting Program ("MMRP") is attached and incorporated by reference into the November 28, 2006 staff report prepared for the approval of the Project, is included in the conditions of approval for the Project, and is adopted by the Oakland Redevelopment Agency. The MMRP satisfies the requirements of CEQA.

16. The mitigation measures set forth in the MMRP are specific and enforceable and are capable of being fully implemented by the efforts of the Oakland Redevelopment Agency, the applicant, and/or other identified public agencies of responsibility. As appropriate, some mitigation measures define performance standards to ensure no significant environmental impacts will result. The MMRP adequately describes implementation procedures, monitoring responsibility, reporting actions, compliance schedule, non-compliance sanctions, and verification of compliance in order to ensure that the Project complies with the adopted mitigation measures.

17. The Oakland Redevelopment Agency will adopt and impose the feasible mitigation measures as set forth in the MMRP as enforceable conditions of approval. The

Oakland Redevelopment Agency will adopt measures to substantially lessen or eliminate all significant effects where feasible.

18. The mitigation measures incorporated into and imposed upon the Project approval will not have new significant environmental impacts that were not analyzed in the SEIR. In the event a mitigation measure recommended in the SEIR has been inadvertently omitted from the conditions of approval or the MMRP, that mitigation measure is adopted and incorporated from the SEIR into the MMRP by reference and adopted as a condition of approval.

VIII. FINDINGS REGARDING IMPACTS

19. The 2002 Oakland Army Base Redevelopment Plan EIR identified mitigation measures that, if implemented, would avoid or reduce a total of sixty-five identified significant effects related to the Oakland Army Base Redevelopment Plan to less-than-significant levels. Some of these environmental effects have been eliminated because they are no longer applicable to the current project. The remaining mitigations are still applicable and are incorporated by reference into the Oakland Army Base Auto Mall SEIR. Similarly, the 2002 Army Base Redevelopment Plan EIR identified eight projects-specific impacts and six cumulative impacts that could not be mitigated to less than significant levels and therefore remain significant and unavoidable. The Oakland Redevelopment Agency relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted CEQA findings and incorporates those findings herein, except as where noted below.

20. In accordance with Public Resources Code section 21081 and CEQA Guidelines sections 15091 and 15092, the Oakland Redevelopment Agency adopts the new findings and conclusions regarding impacts and mitigation measures that are set forth in the SEIR and summarized in the MMRP. These findings do not repeat the full discussions of environmental impacts contained in the SEIR. The Oakland Redevelopment Agency ratifies, adopts, and incorporates the analysis, explanation, findings, responses to comments and conclusions of the SEIR. The Oakland Redevelopment Agency adopts the reasoning of the SEIR, staff reports, and presentations provided by the staff and the project sponsor as may be modified by these findings.

21. The Oakland Redevelopment Agency recognizes that the environmental analysis of the Project raises controversial environmental issues, and that a range of technical and scientific opinion exists with respect to those issues. The Oakland Redevelopment Agency acknowledges that there are differing and potentially conflicting expert and other opinions regarding the Project. The Oakland Redevelopment Agency has, through review of the evidence and analysis presented in the record, acquired a better understanding of the breadth of this technical and scientific opinion and of the full scope of the environmental issues presented. In turn, this understanding has enabled the Oakland Redevelopment Agency to make fully informed, thoroughly considered decisions after taking account of the various viewpoints on these important issues and reviewing the record. These findings are based on a full appraisal of all viewpoints expressed in the SEIR and in the record, as well as other relevant information in the record of the proceedings for the Project.

SIGNIFICANT BUT MITIGATABLE IMPACTS

22. Under Public Resources Code section 21081(a)(1) and CEQA Guidelines sections 15091(a)(1) and 15092(b), and to the extent reflected in the SEIR and the MMRP, the Oakland Redevelopment Agency finds that changes or alterations have been required in, or incorporated into, the components of the Project that mitigate or avoid potentially significant effects on the environment. The following newly identified potentially significant impacts will be reduced to a less than significant level through the implementation of Project mitigation measures, or where indicated through the implementation of standard conditions of approval (which are treated as mitigation measures and an integral part of the MMRP):

a. Traffic: Impact Traf-3 finds that at the N. Access Road / EBMUD Driveway intersection, the Project would substantially increase traffic hazards to motor vehicles and perhaps bicyclists and pedestrians due to the configuration of the intersection. This impact will be mitigated through the implementation of Mitigation Measure MM Traf-3 which requires that the Project Sponsors shall work with the property owners to develop an access design that provides adequate levels of safety. One option would be to relocate the EBMUD driveway to connect as the north leg of the N. Access Road / E. Access Road intersection. If the driveway were relocated, the N. Access Road / E. Access Road intersection would operate in compliance with the City's level of service standards with all-way stop traffic control. Design plans for the project and all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

b. Traffic: Impact Traf-4 finds that construction of the access road from the northern extension of Maritime Street would end in a cul-de-sac for the Project and could result in less than two emergency access routes for streets exceeding 600 feet in length. This impact will be mitigated through implementation of Mitigation Measure MM Traf-4 which requires construct emergency vehicle access to the east end of the Project.

SIGNIFICANT AND UNAVOIDABLE IMPACTS

23. Under Public Resources Code sections 21081(a)(3) and 21081(b), and CEQA Guidelines sections 15091, 15092, and 15093, and to the extent reflected in the SEIR and the MMRP, the Oakland Redevelopment Agency finds that the following newly identified impacts of the Project remain significant and unavoidable, notwithstanding the imposition of all feasible mitigation measures, as set forth below. The Oakland Redevelopment Agency also finds that any alternative discussed in the SEIR that may reduce the significance of these impacts is rejected as infeasible for the reasons given below.

a. Traffic: Impact Traf-7 finds that at the West Grand Avenue/I-880 Frontage Road intersection, the Project would increase traffic in 2025 and both development options would cause the average vehicle delay to increase by more than two (2) seconds where the future baseline level of service would be LOS during the a.m. peak, p.m. peak, and Saturday peak hours. This potential unavoidable significant impact was considered significant but mitigated in the OARB Redevelopment Plan EIR. However, subsequent City of Oakland EIRs

(Uptown and Wood Street Projects) have re-examined the feasibility of the mitigation necessary at this location and have concluded that costs of the identified improvement were so prohibitively high that the mitigation was not feasible and the impacts was considered significant and unavoidable; and is overridden as set forth below in the Statement of Overriding Considerations.

b. Traffic: Impact Traf-10 at the 7th Street/Maritime Street intersection, the Project would increase traffic in 2025 and would cause the average vehicle delay to increase by more than two (2) seconds where they future baseline level of service would be LOS F during both the a.m. and p.m. peak hours. This potential unavoidable significant impact is overridden as set forth below in the Statement of Overriding Considerations. Although this impact is considered significant and unavoidable, the SEIR nevertheless identified mitigation measures to reduce the impact to the extent feasible. The mitigation measure requires that as part of the cumulative growth of the OARB area Redevelopment Plan, the Project Sponsor shall fund a fair share of the following modifications at the 7th Street / Maritime Street intersection:

- Revise the northbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, one through lane, and one right turn lane with overlap signal phasing (green arrow)
- Revise the southbound Maritime Street lanes to provide one left turn lane, one combination left-through lane, and one combination through-right turn lane
- Revise the eastbound 7th Street lanes to provide one left turn lane, two through lanes, and one right turn lane with overlap signal phasing (green arrow)
- Revise the westbound 7th Street lanes to provide two left turn lanes, two through lanes and one right turn lane with overlap signal phasing (green arrow)
- Provide split phasing for the north and southbound traffic movements.

Design plans for all public facilities shall be consistent with City standards and are subject to the approval of the City of Oakland Public Works Agency.

IX. FINDINGS REGARDING ALTERNATIVES

24. The 2002 OARB Redevelopment Plan DEIR identified eight alternatives to the proposed project, three which were initially rejected as infeasible, four which were considered in detail and one which was included to evaluate the upper range of development, but would significantly increase environmental impacts. The Oakland Redevelopment Agency relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted CEQA findings and incorporates those findings herein, except as where noted below.

25. The three alternatives that were initially rejected were (1) the "Full Adaptive Reuse Alternative," which would preserve historic structures for reuse and maintain the integrity of the National Register-eligible OARB Historic District; (2) The "No New Intermodal Facility Alternative" which would replace 130 acres of the Port Development Area within the

OARB Redevelopment Plan area with ancillary maritime support uses in order to address trucking needs; and (3) the "No New Berth 21 Alternative" where the Outer Harbor shoreline reconfiguration required to achieve an operational geometry for New Berth 21 would not occur. These previously-rejected alternatives are rejected because of the new reason that they apply to areas of the former Army Base that are outside the boundaries of the Auto Mall Project Area. Specifically, the "Adaptive Reuse Alternative" is rejected there are no historic structures within the Auto Mall project area; and the "No New Intermodal Facility Alternative" and "No New Berth 21 Alternative" are rejected because they both apply to the Port Development Area which is outside of the Auto Mall Project area.

26. The Auto Mall SEIR incorporated the five alternatives identified in the 2002 OARB Redevelopment Plan EIR and also evaluated three new alternatives to the proposed project.

27. The three potentially feasible alternatives analyzed in the SEIR represent a reasonable range of potentially feasible alternatives that reduce one or more significant impacts of the Project. These alternatives include the (1) Ancillary Maritime Support (AMS) Alternative which consists of redevelopment of the Project site and the expanded Option B area with AMS uses only; (2) Partial AMS Alternative where the big-box retail location on the Option B site would be replaced by approximately 13 acres of AMS uses and an additional dealership for the Auto Mall; and (3) Partial AMS and Compact Design Alternative where the Option B site is developed with AMS uses as described above, and an additional dealership is provided in the North Gateway area. This alternative could also include small restaurant uses within the dealerships that are targeted to employees and customers of the Auto Mall. As presented in the SDEIR and SFEIR, the alternatives were described and compared with each other and with the proposed project.

28. The Oakland Redevelopment Agency certifies that it has independently reviewed and considered the information on alternatives provided in the SEIR and in the record. The SEIR reflects the Oakland Redevelopment Agency's independent judgment as to alternatives. The Oakland Redevelopment Agency finds that the Project provides the best balance between the project sponsor's objectives, the Agency's goals and objectives, the project's benefits as described below in the Statement of Overriding Considerations, and mitigation of environmental impacts to the extent feasible. The other alternative proposed and evaluated in the SEIR is rejected for the reasons stated in the EIR and for the following reasons. Each individual reason presented below constitutes a separate and independent basis to reject the project alternative as being infeasible, and, when the reasons are viewed collectively, provide an overall basis for rejecting the alternative as being infeasible.

29. **Under Alternative 1: Ancillary Maritime Support Alternative**, would generate less traffic and consequently less mobile source emissions than the proposed Project but would not wholly avoid or reduce these impacts to levels of less than significant. The AMS Alternative would result in less balanced land uses with a moderate decrease in economic activity including less jobs and less tax revenue than under the proposed Project. It would, however, provide substantial more land area to offset the anticipated cumulative deficit in available truck parking at or near the Port. However, one of the reasons that the Full Maritime Alternative was rejected by the City of Oakland when it approved the OARB

Redevelopment/Reuse Plan was because, beyond the 2020 buildout date, the Full Maritime Alternative would have provided the opportunity, if demand warrants, to increase maritime activities resulting in more ship rail and truck trips. Increasing these activities could result in commensurate worsening of impacts related to air quality and traffic

30. Auto Mall Project Option B, along with the "Partial AMS" and "Partial AMS Compact" alternatives which also were evaluated in the SEIR are not being pursued because they apply to areas that are outside the Auto Mall North subarea boundaries, and the Project Sponsor intends to address these areas as part of a separate, comprehensive development program for the remainder of the former Army Base at a later date.

X. STATEMENT OF OVERRIDING CONSIDERATIONS

31. The Oakland Redevelopment Agency relies upon the previously certified 2002 Oakland Army Base Redevelopment Plan EIR and the previously adopted Statement of Overriding Considerations and incorporates those findings herein, except as where noted below. The Oakland Redevelopment Agency finds that each of the specific economic, legal, social, technological, environmental, and other considerations and the benefits of the Project separately and independently outweigh these remaining significant, adverse impacts and is an overriding consideration independently warranting approval. The remaining significant adverse impacts identified above are acceptable in light of each of these overriding considerations.

32. The Project will retain and expand an important retail segment of the Oakland economy.

33. The Project will retain and expand a diverse and well-paying workforce in Oakland and provide opportunities for local employment.

34. The Project will retain and expand a significant source of ongoing revenues in Oakland, including sales taxes and tax increment financing.

35. The Project will generate one time revenue proceeds, including proceeds from the sale of land and real estate transfer tax.

36. The Project will create temporary construction jobs.

37. The Project best leverages the former Army Base assets, supports sustainable land utilization, and improves the existing visual environment, land use variety and compatibility of local development.

38. The Project will create much needed new infrastructure in a blighted and underutilized area.

39. The Project will improve access to the North subarea of the former Army Base.

Mitigation Monitoring

40. That the monitoring and reporting of CEQA mitigation measures will be conducted in accordance with the attached Mitigation Monitoring and Reporting Program (MMRP). All the mitigation measures identified in the SEIR, and as modified by the Oakland Redevelopment Agency, will be incorporated into the MMRP. Adoption of the final MMRP will constitute fulfillment of the CEQA monitoring and/or reporting requirement set forth in Section 21081.6 of CEQA. All proposed mitigation measures are capable of being fully implemented by the efforts of the Oakland Redevelopment Agency, subsequent project developers or other identified public agencies of responsibility. Those changes or alternations that are within the jurisdiction of another public agency have been, or can and should be adopted by that other agency.

James Stewart

OFFICE OF THE CITY CLERK
OAKLAND

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

2006 NOV 16 PM 10

RESOLUTION NO.

**A RESOLUTION AMENDING THE
OAKLAND ARMY BASE FINAL REUSE PLAN**

WHEREAS, the Oakland Army Base (“OARB”) was identified for closure in 1995 by the Defense Base Closure and Realignment Commission (“Commission”) and approved for closure by the President of the United States pursuant to the Defense Authorization Amendments and Base Closure and Realignment Act of 1988 (Public Law 100-526) and the Defense Base Closure and Realignment Act of 1990 (Public Law 101-510) (“Acts”), as amended; and

WHEREAS, the OBRA Governing Body, at its meeting of July 31, 2002, passed Resolution No. 2002-17 adopting the Final Reuse Plan for the Oakland Army Base (“Reuse Plan”) and thereby endorsing a conceptual reuse scenario entitled “Flexible Alternative,” which included a mix of land uses for the area, including: waterfront, light industrial, maritime support, research and development, “flex-office,” selected retail and possible a hotel; and

WHEREAS, the OBRA Governing Body, at its meeting of June 26, 2006, passed Resolution No. 2006-09 authorizing the Executive Director to take all actions necessary to transfer all of the rights and obligations of OBRA to the Oakland Redevelopment Agency, effective August 8, 2006; and

WHEREAS, an auto mall concept was not envisioned for the OARB site in 2002 and it is not reflected in the Reuse Plan as an additional conceptual strategy; and

WHEREAS, on December 20, 2005, the Agency Board approved a plan to create a freeway auto mall within the North Gateway of the OARB; and

WHEREAS, the freeway auto mall would help retain some of the eleven dealerships currently located on Broadway Auto Row – which generate 650 jobs and \$3.2 million per year in sales tax; and

WHEREAS, the Agency is obligated to the San Francisco Bay Conservation and Development Commission (BCDC) to reserve at least 15 acres of the OARB for “ancillary maritime support” (AMS) uses, which is a category that includes truck parking, warehouses, logistics centers, or other similar port-related uses; and

WHEREAS, the East Gateway and/or Central Gateway can accommodate approximately fifteen acres for AMS uses while the North Gateway can provide 24 acres for auto retail; and

WHEREAS, the Agency wishes to amend the Final Reuse Plan in order to reflect additional conceptual reuse strategies set forth herein; and

WHEREAS, the City is the Lead Agency for this Project for purposes of environmental review under the California Environmental Quality Act of 1970 (CEQA”); and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act (“CEQA”) findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the Amended Final Reuse Plan for the Oakland Army Base, as set forth in Exhibit A is hereby approved; and be it further

RESOLVED: That the Agency, acting as a Responsible Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit B of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That, the recitals contained in this Resolution are true and correct and are an integral part of the OBRA decision.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN,
 REID, AND CHAIRPERSON DE LA FUENTE,

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
 LATONDA SIMMONS
 Secretary of the
 Redevelopment Agency
 of the City of Oakland

EXHIBIT A

AMENDED FINAL REUSE PLAN

EXHIBIT B

AGENCY CEQA FINDINGS

2006 NOV 16 PM 4:12

APPROVED AS TO FORM AND LEGALITY:

By: *John Atteneo*
Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

RESOLUTION AMENDING THE OAKLAND ARMY BASE FINAL REUSE PLAN

WHEREAS, the Oakland Army Base (“OARB”) was identified for closure in 1995 by the Defense Base Closure and Realignment Commission (“Commission”) and approved for closure by the President of the United States pursuant to the Defense Authorization Amendments and Base Closure and Realignment Act of 1988 (Public Law 100-526) and the Defense Base Closure and Realignment Act of 1990 (Public Law 101-510) (“Acts”), as amended; and

WHEREAS, the OBRA Governing Body, at its meeting of July 31, 2002, passed Resolution No. 2002-17 adopting the Final Reuse Plan for the Oakland Army Base (“Reuse Plan”) and thereby endorsing a conceptual reuse scenario entitled “Flexible Alternative,” which included a mix of land uses for the area, including: waterfront, light industrial, maritime support, research and development, “flex-office,” selected retail and possible a hotel; and

WHEREAS, the OBRA Governing Body, at its meeting of June 26, 2006, passed Resolution No. 2006-09 authorizing the Executive Director to take all actions necessary to transfer all of the rights and obligations of OBRA to the Oakland Redevelopment Agency, effective August 8, 2006; and

WHEREAS, an auto mall concept was not envisioned for the OARB site in 2002 and it is not reflected in the Reuse Plan as an additional conceptual strategy; and

WHEREAS, the freeway auto mall would help retain some of the eleven dealerships currently located on Broadway Auto Row – which generate 650 jobs and \$3.2 million per year in sales tax; and

WHEREAS, on December 20, 2005, the Redevelopment Agency Board approved a plan to create a freeway auto mall within the North Gateway of the OARB (“the Project”); and

WHEREAS, the Agency is obligated to the San Francisco Bay Conservation and Development Commission (BCDC) to reserve at least 15 acres of the OARB for

“ancillary maritime support” (AMS) uses, which is a category that includes truck parking, warehouses, logistics centers, or other similar port-related uses; and

WHEREAS, the East Gateway and/or Central Gateway can accommodate approximately fifteen acres for AMS uses while the North Gateway would provide 24 acres for auto retail; and

WHEREAS, the City Council wishes to amend the Final Reuse Plan in order to reflect additional conceptual reuse strategies set forth herein; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act (“CEQA”) findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the City Council, acting as the Lead Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit A of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it

FURTHER RESOVLED: That the Amended Final Reuse Plan for the Oakland Army Base as set forth in Exhibit B is hereby approved; and be it

FURTHER RESOLVED: That, the recitals contained in this Resolution are true and correct and are an integral part of the City Council’s decision.

IN COUNCIL OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN,
REID, AND CHAIRPERSON DE LA FUENTE,

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
City Clerk and Clerk of the
Council of the City of
Oakland

EXHIBIT A

CITY CEQA FINDINGS

EXHIBIT B

AMENDED FINAL REUSE PLAN

OFFICE OF THE CITY CLERK
OAKLAND

2006 NOV 16 PM 4:12

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

A RESOLUTION AUTHORIZING THE EXECUTION OF A DISPOSITION AND DEVELOPMENT AGREEMENT WITH SOJITZ MOTORS, INCORPORATED FOR THE SALE OF APPROXIMATELY 5.2 ACRES WITHIN THE FORMER OAKLAND ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE FOR THE DEVELOPMENT OF A BMW DEALERSHIP

WHEREAS, the Redevelopment Agency of the City of Oakland ("Agency") owns approximately 5.2 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area, which property is more particularly described in Exhibit "A" attached hereto and made a part hereof ("Property"); and

WHEREAS, concurrently with adoption of this resolution, the Agency has amended the OARB Final Reuse Plan to include locating a proposed freeway auto mall within the North Gateway Development sub area of the OARB Redevelopment Area; and

WHEREAS, concurrently with adoption of this resolution, the City has certified the Final Supplemental Environmental Report for the Oakland Army Project and approved the Agency's amendment of the OARB Final Reuse Plan; and

WHEREAS, Health and Safety Code Section 33430 authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property, Section 33432 requires that any sale of real property by a redevelopment agency in a project area must be conditioned on redevelopment and use of the property in conformity with the redevelopment plan, and Section 33439 provides that a redevelopment agency must retain controls and establish restrictions or covenants running with the land for property sold for private use as provided in the redevelopment plan; and

WHEREAS, the Agency has entered into negotiations with Sojitz Motors, Incorporated, a California corporation doing business as Weatherford BMW ("Buyer") to purchase the Property for development of an approximately 120,000 square-foot, three-story building, along with 400 spaces for surface parking for a BMW automobile dealership and service facility (the "Project"); and

WHEREAS, the Agency has held a public hearing on this sale, notice of which was given by publication at least once a week for two weeks in a newspaper of general circulation; and

WHEREAS, the City is the Lead Agency for this Project for purposes of environmental review under the California Environmental Quality Act of 1970 (CEQA”); and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act (“CEQA”) findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the Agency, acting as a Responsible Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit B of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That the Agency adopts the Mitigation Monitoring Program (MMRP) for the proposed project as set forth in Exhibit C of this resolution and also imposes the MMRP obligations on the Property Buyer; and be it further

RESOLVED: That the Agency hereby authorizes the Agency Administrator or her designee to sell the Property to Buyer for the fair market value as determined by appraisal made at the time of the sale; and be it further

RESOLVED: That the Property shall be transferred to Buyer pursuant to terms of a Disposition and Development Agreement (“DDA”) to be executed by Agency and Buyer; and be it further

RESOLVED: That the DDA must be executed by the Buyer within sixty (60) calendar days of the effective date of this Resolution or else the Agency Administrator must return to the Agency to seek direction on the sale of the Property;

RESOLVED: That the transaction shall include the following terms and conditions:

- The Buyer will pay a non-refundable deposit at the time the DDA is executed;
- The purchase price of the Property, which is the fair market value as determined by appraisal on the effective date of the DDA, shall be payable in cash at the close of escrow;
- The Buyer must meet a specific schedule of performance;
- The Buyer is required to pay their fair share of traffic mitigations and other mitigations that are referenced in the Oakland Army Base EIR;
- The Agency is required to use its best efforts to obtain a “media center” (i.e. electronic) billboard to help promoted the auto mall;
- The Buyer may terminated the DDA if the Agency does not provide adequate freeway signage;
- The Buyer is required to participate financially in a dealership association to market and promote the auto mall;

- The Agency has the right to review and approve the designs of the dealership buildings;
- The Buyer purchases the property on an “as-is, where-is” basis and assumes any obligations for environmental remediation or reporting that is required;
- The Agency will have the option to repurchase all or portions of the Property if Buyer does not commence construction of the Project within the time frames specified in the DDA;
- Buyer to comply with provisions of the OARB Final Reuse Plan and Redevelopment Plan all applicable state, City and Agency employment and labor laws; and
- Any other appropriate terms and conditions as the Agency Administrator or her designee may establish in his or her discretion or as the California Community Redevelopment Law or Redevelopment Plan may require;

and be it further

RESOLVED: That the Agency finds that the above transaction represents a fair market value sale of the Property at the Property’s highest and best use in accordance with the Redevelopment Plan; and be it further

RESOLVED: That all documents shall be reviewed and approved by Agency Counsel prior to execution, and copies will be placed on file with the Agency Secretary; and be it further

RESOLVED: That the Agency hereby appoints the Agency Administrator or her designee as agent of the Redevelopment Agency to conduct negotiations, execute documents with respect to the sale of the Property, including any grant deeds or other documentation as necessary to effectuate the transaction, exercise any of the repurchase options, pay the purchase price, and accept property under those options, and take any other action with respect to the Property and the Project consistent with this Resolution and its basic purpose; and be it further

RESOLVED: That the Agency Administrator or her designee is hereby authorized to file a notice of determination on this action with the Office of the Alameda County Recorder, and the Agency Secretary is hereby authorized and directed to retain a copy of the SEIR in the record of proceedings for this Project, which shall be maintained by the Agency Secretary; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency's decision is based are respectively: (a) the Community & Economic Development Agency, Projects Division, 250 Frank H. Ogawa Plaza, 5th floor, Oakland CA; (b) the Community & Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd floor, Oakland CA; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st floor, Oakland, CA.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND CHAIRPERSON DE LA FUENTE,

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland

EXHIBIT A: PROPERTY DESCRIPTION

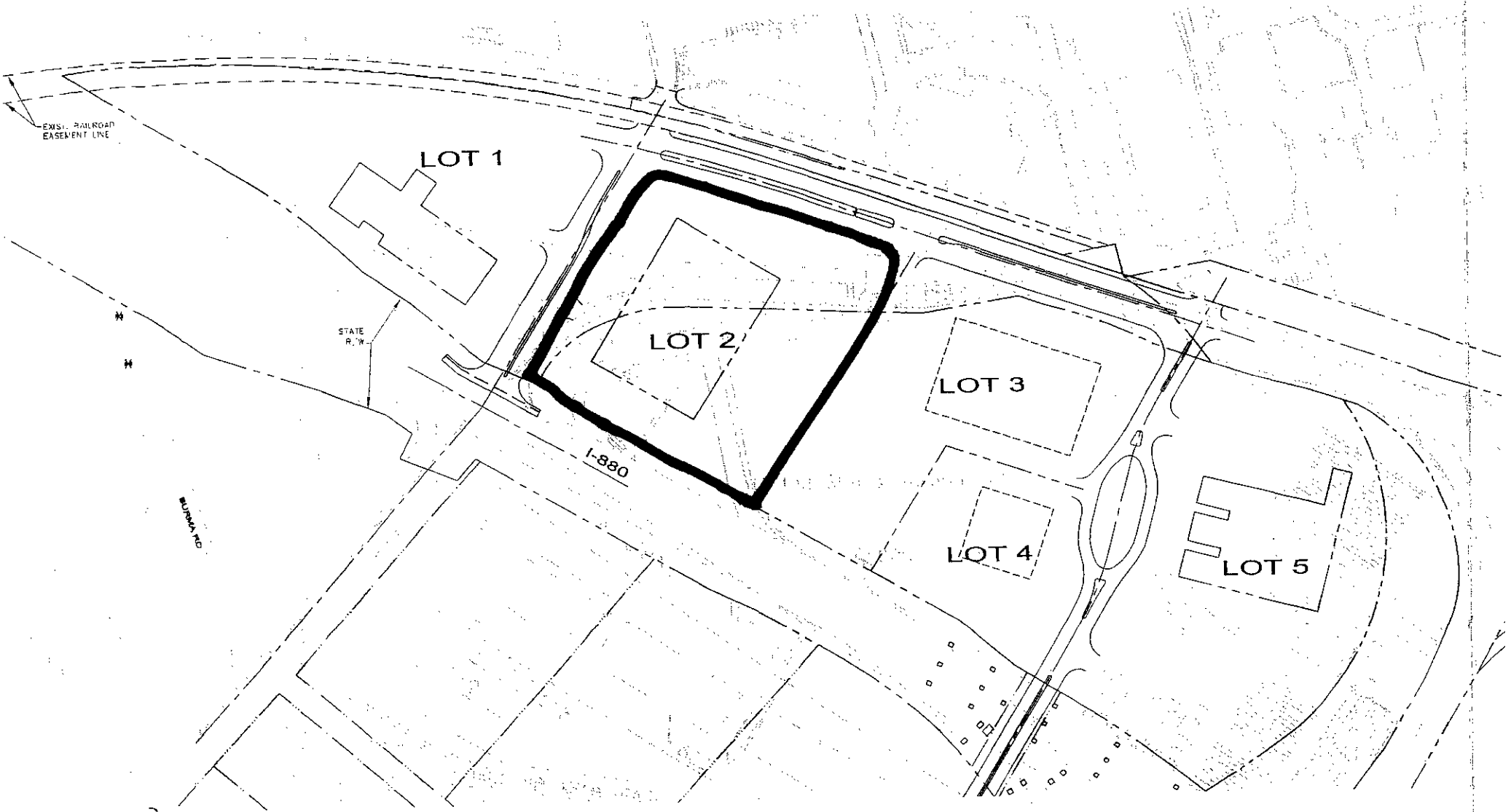


EXHIBIT B

AGENCY CEQA FINDINGS

EXHIBIT C

MITIGATION MONITORING AND REPORTING PROGRAM

2006 NOV 16 PM 4: 12

APPROVED AS TO FORM AND LEGALITY:

By: James Allen
Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

A RESOLUTION APPROVING THE SALE OF APPROXIMATELY 5.2 ACRES OF REAL PROPERTY LOCATED WITHIN THE FORMER OAKLAND ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE TO SOJITZ MOTORS, INCORPORATED FOR ITS DEVELOPMENT OF A BMW DEALERSHIP

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33430, authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property; and

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33433, requires that before any property of a redevelopment agency that is acquired in whole or in part with tax increment moneys is sold for development pursuant to a redevelopment plan, the sale must first be approved by the legislative body, i.e., the City Council, by resolution after a public hearing; and

WHEREAS, the Agency owns approximately 5.2 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area; and

WHEREAS, Sojitz Motors, Incorporated, a California corporation ("Sojitz"), desires to purchase the Property from the Agency for development of a General Motors dealership and service facility (the "Project"); and

WHEREAS, staff has negotiated and proposes entering into a Disposition and Development Agreement ("DDA") with Sojitz which sets forth the terms and conditions of the sale of the Property to Sojitz and governs the development of the Project and the use of the Property by Sojitz through recorded covenants running with the land; and

WHEREAS, the DDA requires that Sojitz construct and operate the Project consistent with the Redevelopment Plan; and

WHEREAS, the DDA and the grant deed that will convey the Property to Sojitz adequately condition the sale of the Property on the redevelopment and use of the Property in conformity with the Oakland Army Base Redevelopment Plan, and such

documents prohibit discrimination in any aspect of the Project as required under the Oakland Army Base Redevelopment Plan and the California Community Redevelopment Law; and

WHEREAS, the Project uses are in conformity with the Oakland Army Base Redevelopment Plan, the Project will assist in the elimination of blight in the Central District and the Project will help meet the objectives of the Oakland Army Base Redevelopment Plan; and

WHEREAS, as required by the California Community Redevelopment Law, the Agency has made available to the public for inspection, no later than the first date of publication of the notice for the hearing, a report that contains a copy of the draft DDA and a summary of the cost of the agreement to the Agency, the estimated fair market value of the Property at its highest and best use permitted under the Redevelopment Plan, the estimated value of the Property determined at the use and with the conditions, covenants and development costs required by the sale, an explanation of the reasons for the difference between the two values (if any), and an explanation of why the sale of the Property and development of the Project will assist in the elimination of blight, with supporting facts and material; and

WHEREAS, a joint public hearing between the Agency and the City Council was held to hear public comments on the sale of the Property for the Project; and

WHEREAS, notice of the sale of the Property and the public hearing was given by publication at least once a week for not less than two weeks prior to the public hearing in a newspaper of general circulation in Alameda County; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the City Council, acting as the Lead Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit A of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That the City Council hereby finds and determines that the sale of the Property by the Agency to Sojitz for the Project furthers the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the OARB Redevelopment Project Area, conforms to the OARB Redevelopment Plan, including its Implementation Plan, and furthers the goals and objectives of said Redevelopment Plan in that;; and be it further

RESOLVED: That the City Council hereby approves the sale of the Property to Sojitz by the Agency, subject to the terms and conditions of the DDA; and be it further

RESOLVED: That the City Council finds and determines that the consideration for the sale of the Property is not less than its fair reuse value at the use and with the covenants and conditions and development costs authorized under the DDA, for the reasons set forth in the report prepared in accordance with Health and Safety Code Section 33433; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency's decision is based are respectively: (a) the Community and Economic Development Agency, Redevelopment Division, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Community and Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland; and be it further

RESOLVED: That the City Council hereby appoints the City Administrator or his or her designee to take any other action with respect to the Property or the Project, consistent with this Resolution and its basic purpose.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND PRESIDENT DE LA FUENTE

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
City Clerk and Clerk of the Council
of the City of Oakland

EXHIBIT A
CITY CEQA FINDINGS

John W.D.

FILED
OFFICE OF THE CITY CLERK
OAKLAND

2006 NOV 16 PM 4:12

**REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND**

RESOLUTION No. _____ C.M.S.

**A RESOLUTION AUTHORIZING THE EXECUTION OF A
DISPOSITION AND DEVELOPMENT AGREEMENT WITH SIMI
MANAGEMENT CORPORATION FOR THE SALE OF
APPROXIMATELY 4.7 ACRES WITHIN THE FORMER OAKLAND
ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE FOR
THE DEVELOPMENT OF A CHRYSLER-JEEP-DODGE
DEALERSHIP**

WHEREAS, the Redevelopment Agency of the City of Oakland ("Agency") owns approximately 4.7 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area, which property is more particularly described in Exhibit A attached hereto and made a part hereof ("Property"); and

WHEREAS, concurrently with adoption of this resolution, the Agency has amended the OARB Final Reuse Plan to include as an additional conceptual reuse strategy a proposed freeway auto mall within the North Gateway Development sub area of the OARB Redevelopment Area; and

WHEREAS, concurrently with adoption of this resolution, the City has certified the Final Supplemental Environmental Report for the Oakland Army Project and approved the Agency's amendment of the OARB Final Reuse Plan;

WHEREAS, Health and Safety Code Section 33430 authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property, Section 33432 requires that any sale of real property by a redevelopment agency in a project area must be conditioned on redevelopment and use of the property in conformity with the redevelopment plan, and Section 33439 provides that a redevelopment agency must retain controls and establish restrictions or covenants running with the land for property sold for private use as provided in the redevelopment plan; and

WHEREAS, the Agency has entered into negotiations with Simi Management Corporation, a California corporation doing business as Connell Chrysler-Jeep-Dodge ("Buyer") to purchase the Property for development of an approximately 28,000 square-foot, one-story building, along with approximately 320 spaces for surface parking and space for storage for a Chrysler-Jeep-Dodge dealership and service facility (the "Project"); and

WHEREAS, the Agency has held a public hearing on this sale, notice of which was given by publication at least once a week for two weeks in a newspaper of general circulation; and

WHEREAS, the City is the Lead Agency for this Project for purposes of environmental review under the California Environmental Quality Act of 1970 (CEQA"); and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the Agency hereby finds and determines that the sale of the Property by the Agency to Buyer or a legal entity controlled by Buyer furthers the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the OARB Redevelopment Project Area and conforms to the OARB Redevelopment Plan and 5 Year Implementation Plan; and be it further

RESOLVED: That the Agency, acting as a Responsible Agency under CEQA findings set forth in Exhibit B of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That the Agency adopts the Mitigation Monitoring Program (MMRP) for the proposed project as set forth in Exhibit C of this resolution and also imposes the MMRP obligations on the Property Buyer; and be it further

RESOLVED: That the Agency hereby authorizes the Agency Administrator or her designee to sell the Property to Buyer for the fair market value as determined by appraisal made at the time of the sale; and be it further

RESOLVED: That the Property shall be transferred to Buyer pursuant to terms of a Disposition and Development Agreement ("DDA") to be executed by Agency and Buyer; and be it further

RESOLVED: That the DDA must be executed by the Buyer within sixty (60) calendar days of the effective date of this Resolution or else the Agency Administrator must return to the Agency to seek direction on the sale of the Property;

RESOLVED: That the transaction shall include the following terms and conditions:

- The Buyer will pay a non-refundable deposit at the time the DDA is executed;
- The purchase price of the Property, which is the fair market value as determined by appraisal on the effective date of the DDA, shall be payable in cash at the close of escrow;

- The Buyer must meet a specific schedule of performance;
- The Buyer is required to pay their fair share of traffic mitigations and other mitigations that are referenced in the Oakland Army Base EIR;
- The Agency is required to use its best efforts to obtain a “media center” (i.e. electronic) billboard to help promoted the auto mall;
- The Buyer may terminated the DDA if the Agency does not provide adequate freeway signage;
- The Buyer is required to participate financially in a dealership association to market and promote the auto mall;
- The Agency has the right to review and approve the designs of the dealership buildings;
- The Buyer purchases the property on an “as-is, where-is” basis and assumes any obligations for environmental remediation or reporting that is required;
- The Agency will have the option to repurchase all or portions of the Property if Buyer does not commence construction of the Project within the time frames specified in the DDA;
- Buyer to comply with provisions of the OARB Final Reuse Plan and Redevelopment Plan all applicable state, City and Agency employment and labor laws; and
- Any other appropriate terms and conditions as the Agency Administrator or her designee may establish in his or her discretion or as the California Community Redevelopment Law or Redevelopment Plan may require;

and be it further

RESOLVED: That the Agency finds that the above transaction represents a fair market value sale of the Property at the Property’s highest and best use in accordance with the Redevelopment Plan; and be it further

RESOLVED: That all documents shall be reviewed and approved by Agency Counsel prior to execution, and copies will be placed on file with the Agency Secretary; and be it further

RESOLVED: That the Agency hereby appoints the Agency Administrator or her designee as agent of the Redevelopment Agency to conduct negotiations, execute documents with respect to the sale of the Property, including any grant deeds or other documentation as necessary to effectuate the transaction, exercise any of the repurchase options, pay the purchase price, and accept property under those options, and take any other action with respect to the Property and the Project consistent with this Resolution and its basic purpose; and be it further

RESOLVED: That the Agency Administrator or her designee is hereby authorized to file a notice of determination on this action with the Office of the Alameda County Recorder, and the Agency Secretary is hereby authorized and directed to retain a copy of the SEIR in the record of proceedings for this Project, which shall be maintained by the Agency Secretary; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency's decision is based are respectively: (a) the Community & Economic Development Agency, Projects Division, 250 Frank H. Ogawa Plaza, 5th floor, Oakland CA; (b) the Community & Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd floor, Oakland CA; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st floor, Oakland, CA.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND CHAIRPERSON DE LA FUENTE,

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland

EXHIBIT A: PROPERTY DESCRIPTION

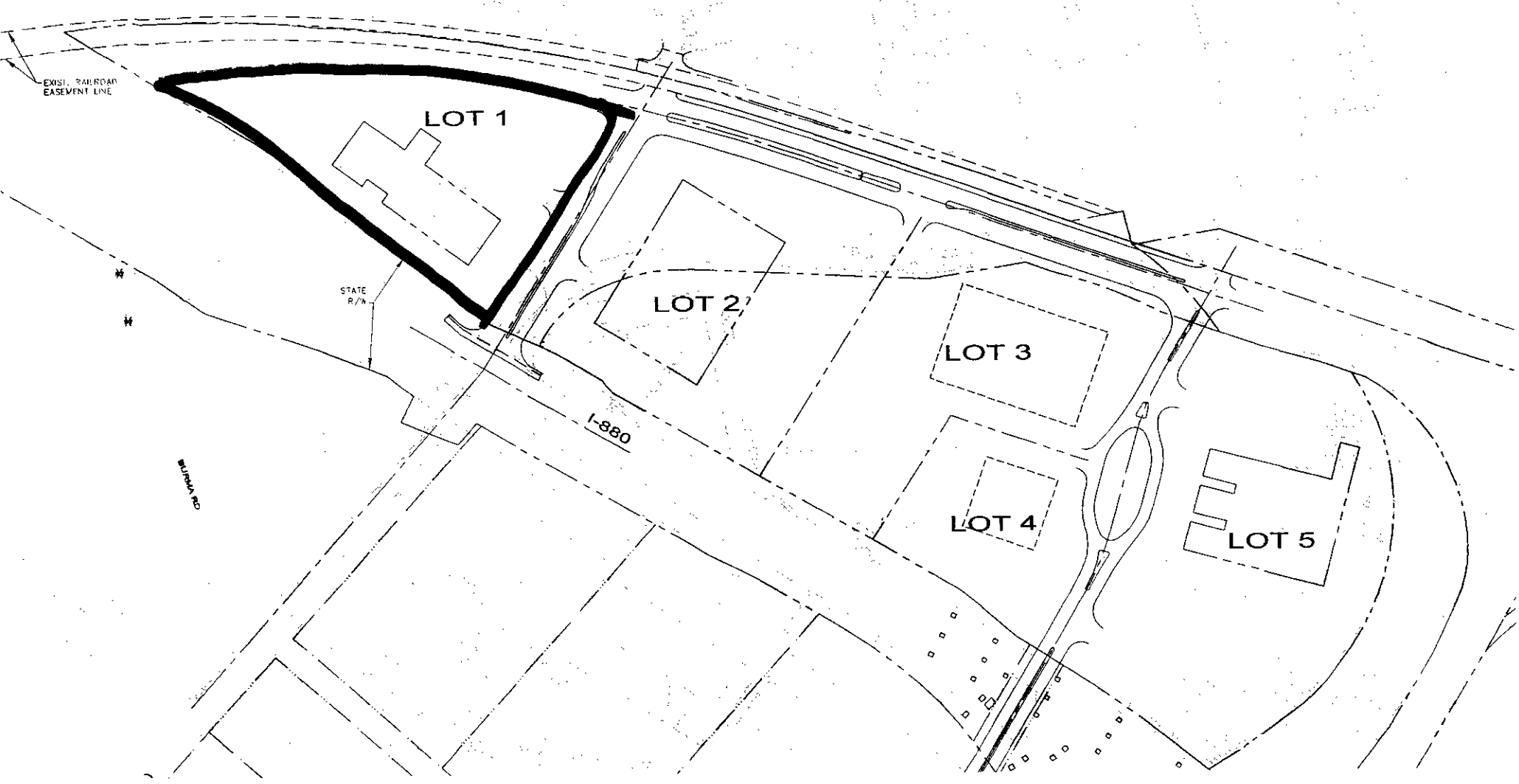


EXHIBIT B

AGENCY CEQA REPORT

EXHIBIT C

MITIGATION MONITORING AND REPORTING PROGRAM

2006 NOV 16 PM 4:12

APPROVED AS TO FORM AND LEGALITY:

By: Jana Stein
Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

A RESOLUTION APPROVING THE SALE OF APPROXIMATELY 4.7 ACRES OF REAL PROPERTY LOCATED WITHIN THE FORMER OAKLAND ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE TO SIMI MANAGEMENT CORPORATION FOR ITS DEVELOPMENT OF A CHRYSLER-JEEP-DODGE DEALERSHIP

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33430, authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property; and

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33433, requires that before any property of a redevelopment agency that is acquired in whole or in part with tax increment moneys is sold for development pursuant to a redevelopment plan, the sale must first be approved by the legislative body, i.e., the City Council, by resolution after a public hearing; and

WHEREAS, the Agency owns approximately 4.7 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area; and

WHEREAS, Simi Management Corporation, a California corporation ("Simi"), desires to purchase the Property from the Agency for development of a Chrysler-Jeep-Dodge dealership and service facility (the "Project"); and

WHEREAS, staff has negotiated and proposes entering into a Disposition and Development Agreement ("DDA") with Simi which sets forth the terms and conditions of the sale of the Property to Simi and governs the development of the Project and the use of the Property by Simi through recorded covenants running with the land; and

WHEREAS, the DDA requires that Simi construct and operate the Project consistent with the Redevelopment Plan; and

WHEREAS, the DDA and the grant deed that will convey the Property to Simi adequately condition the sale of the Property on the redevelopment and use of the Property in conformity with the Oakland Army Base Redevelopment Plan, and such

documents prohibit discrimination in any aspect of the Project as required under the Oakland Army Base Redevelopment Plan and the California Community Redevelopment Law; and

WHEREAS, the Project uses are in conformity with the Oakland Army Base Redevelopment Plan, the Project will assist in the elimination of blight in the Central District and the Project will help meet the objectives of the Oakland Army Base Redevelopment Plan; and

WHEREAS, as required by the California Community Redevelopment Law, the Agency has made available to the public for inspection, no later than the first date of publication of the notice for the hearing, a report that contains a copy of the draft DDA and a summary of the cost of the agreement to the Agency, the estimated fair market value of the Property at its highest and best use permitted under the Redevelopment Plan, the estimated value of the Property determined at the use and with the conditions, covenants and development costs required by the sale, an explanation of the reasons for the difference between the two values (if any), and an explanation of why the sale of the Property and development of the Project will assist in the elimination of blight, with supporting facts and material; and

WHEREAS, a joint public hearing between the Agency and the City Council was held to hear public comments on the sale of the Property for the Project; and

WHEREAS, notice of the sale of the Property and the public hearing was given by publication at least once a week for not less than two weeks prior to the public hearing in a newspaper of general circulation in Alameda County; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the City Council, acting as the Lead Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit A of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That the City Council hereby finds and determines that the sale of the Property by the Agency to Simi for the Project furthers the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the OARB Redevelopment Project Area and conforms to the OARB Redevelopment Plan; and be it further

RESOLVED: That the City Council hereby approves the sale of the Property to Simi by the Agency, subject to the terms and conditions of the DDA; and be it further

RESOLVED: That the City Council finds and determines that the consideration for the sale of the Property is not less than its fair reuse value at the use and with the covenants and conditions and development costs authorized under the DDA, for the reasons set forth in the report prepared in accordance with Health and Safety Code Section 33433; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency's decision is based are respectively: (a) the Community and Economic Development Agency, Redevelopment Division, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Community and Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland; and be it further

RESOLVED: That the City Council hereby appoints the City Administrator or his or her designee to take any other action with respect to the Property or the Project, consistent with this Resolution and its basic purpose.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND PRESIDENT DE LA FUENTE

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
City Clerk and Clerk of the Council
of the City of Oakland

EXHIBIT A
CITY CEQA FINDINGS

James Herrera

OFFICE OF THE CITY CLERK
OAKLAND

2006 NOV 15 PM 4

**REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND**

RESOLUTION No. _____ C.M.S.

A RESOLUTION AUTHORIZING THE EXECUTION OF A DISPOSITION AND DEVELOPMENT AGREEMENT WITH ARGONAUT HOLDINGS, INC. FOR THE SALE OF APPROXIMATELY 6.3 ACRES WITHIN THE FORMER OAKLAND ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE FOR THE DEVELOPMENT OF A GENERAL MOTORS DEALERSHIP

WHEREAS, the Redevelopment Agency of the City of Oakland ("Agency") owns approximately 6.3 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District (EBMUD) Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area, which property is more particularly described in Exhibit "A" attached hereto and made a part hereof ("Property"); and

WHEREAS, concurrently with adoption of this resolution, the Agency has amended the OARB Final Reuse Plan to include locating a proposed freeway auto mall within the North Gateway Development sub area of the OARB Redevelopment Area; and

WHEREAS, concurrently with adoption of this resolution, the City has certified the Final Supplemental Environmental Report for the Oakland Army Project and approved the Agency's amendment of the OARB Final Reuse Plan; and

WHEREAS, Health and Safety Code Section 33430 authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property, Section 33432 requires that any sale of real property by a redevelopment agency in a project area must be conditioned on redevelopment and use of the property in conformity with the redevelopment plan, and Section 33439 provides that a redevelopment agency must retain controls and establish restrictions or covenants running with the land for property sold for private use as provided in the redevelopment plan; and

WHEREAS, the Agency has entered into negotiations with Argonaut Holdings, Inc., a Delaware corporation ("Buyer") to purchase the Property for development of an approximately 70,000 square-foot, three-story building, along with 400 spaces for surface parking and space for storage for a General Motors automobile dealership and service facility (the "Project"); and

WHEREAS, the Agency has held a public hearing on this sale, notice of which was given by publication at least once a week for two weeks in a newspaper of general circulation; and

WHEREAS, the City is the Lead Agency for this Project for purposes of environmental review under the California Environmental Quality Act of 1970 (CEQA”); and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act (“CEQA”) findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the Agency hereby finds and determines that the sale of the Property by the Agency to Buyer or a legal entity controlled by Buyer furthers the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the OARB Redevelopment Project Area, conforms to the OARB Redevelopment Plan and 5 Year Implementation Plan; and be it further

RESOLVED: That the Redevelopment Agency, acting as a Responsible Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit B of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it further

RESOLVED: That the Agency adopts the Mitigation Monitoring Program (MMRP) for the proposed project as set forth in Exhibit C of this resolution and also imposes the MMRP obligations on the Property Buyer; and be it further

RESOLVED: That the Agency hereby authorizes the Agency Administrator or her designee to sell the Property to Buyer for the fair market value as determined by appraisal made at the time of the sale; and be it further

RESOLVED: That the Property shall be transferred to Buyer pursuant to terms of a Disposition and Development Agreement (“DDA”) to be executed by Agency and Buyer; and be it further

RESOLVED: That the DDA must be executed by the Buyer within sixty (60) calendar days of the effective date of this Resolution or else the Agency Administrator must return to the Agency to seek direction on the sale of the Property;

RESOLVED: That the transaction shall include the following terms and conditions:

- The Buyer will pay a non-refundable deposit at the time the DDA is executed;
- The purchase price of the Property, which is the fair market value as determined by appraisal on the effective date of the DDA, shall be payable in cash at the close of escrow;
- Upon completion of construction, the Agency shall pay the Buyer an amount not to exceed \$1,200,000 as a reimbursement to partially offset the Buyer’s costs to build a foundation system to allow a multi-story dealership facility;

- The Buyer must meet a specific schedule of performance;
- The Buyer is required to pay their fair share of traffic mitigations and other mitigations that are referenced in the Oakland Army Base EIR;
- The Agency is required to use its best efforts to obtain a “media center” (i.e. electronic) billboard to help promoted the auto mall;
- The Buyer may terminated the DDA if the Agency does not provide adequate freeway signage;
- The Buyer is required to participate financially in a dealership association to market and promote the auto mall;
- The Agency has the right to review and approve the designs of the dealership buildings;
- The Buyer purchases the property on an “as-is, where-is” basis and assumes any obligations for environmental remediation or reporting that is required;
- The Agency will have the option to repurchase all or portions of the Property if Buyer does not commence construction of the Project within the time frames specified in the DDA;
- Buyer to comply with provisions of the OARB Final Reuse Plan and Redevelopment Plan all applicable state, City and Agency employment and labor laws; and
- *Any other appropriate terms and conditions as the Agency Administrator or her designee may establish in his or her discretion or as the California Community Redevelopment Law or Redevelopment Plan may require;*

and be it further

RESOLVED: That the Agency finds that the above transaction represents the fair reuse value of the Property in accordance with the Redevelopment Plan; and be it further

RESOLVED: That all documents shall be reviewed and approved by Agency Counsel prior to execution, and copies will be placed on file with the Agency Secretary; and be it further

RESOLVED: That the Agency hereby appoints the Agency Administrator or her designee as agent of the Redevelopment Agency to conduct negotiations, execute documents with respect to the sale of the Property, including any grant deeds or other documentation as necessary to effectuate the transaction, exercise any of the repurchase options, pay the purchase price, and accept property under those options, and take any other action with respect to the Property and the Project consistent with this Resolution and its basic purpose; and be it further

RESOLVED: That the Agency Administrator or her designee is hereby authorized to file a notice of determination on this action with the Office of the Alameda County Recorder, and the Agency Secretary is hereby authorized and directed to retain a copy of the SEIR in the record of proceedings for this Project, which shall be maintained by the Agency Secretary; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency’s decision is based are

respectively: (a) the Community & Economic Development Agency, Projects Division, 250 Frank H. Ogawa Plaza, 5th floor, Oakland CA; (b) the Community & Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd floor, Oakland CA; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st floor, Oakland, CA.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND CHAIRPERSON DE LA FUENTE,

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland

EXHIBIT A: PROPERTY DESCRIPTION

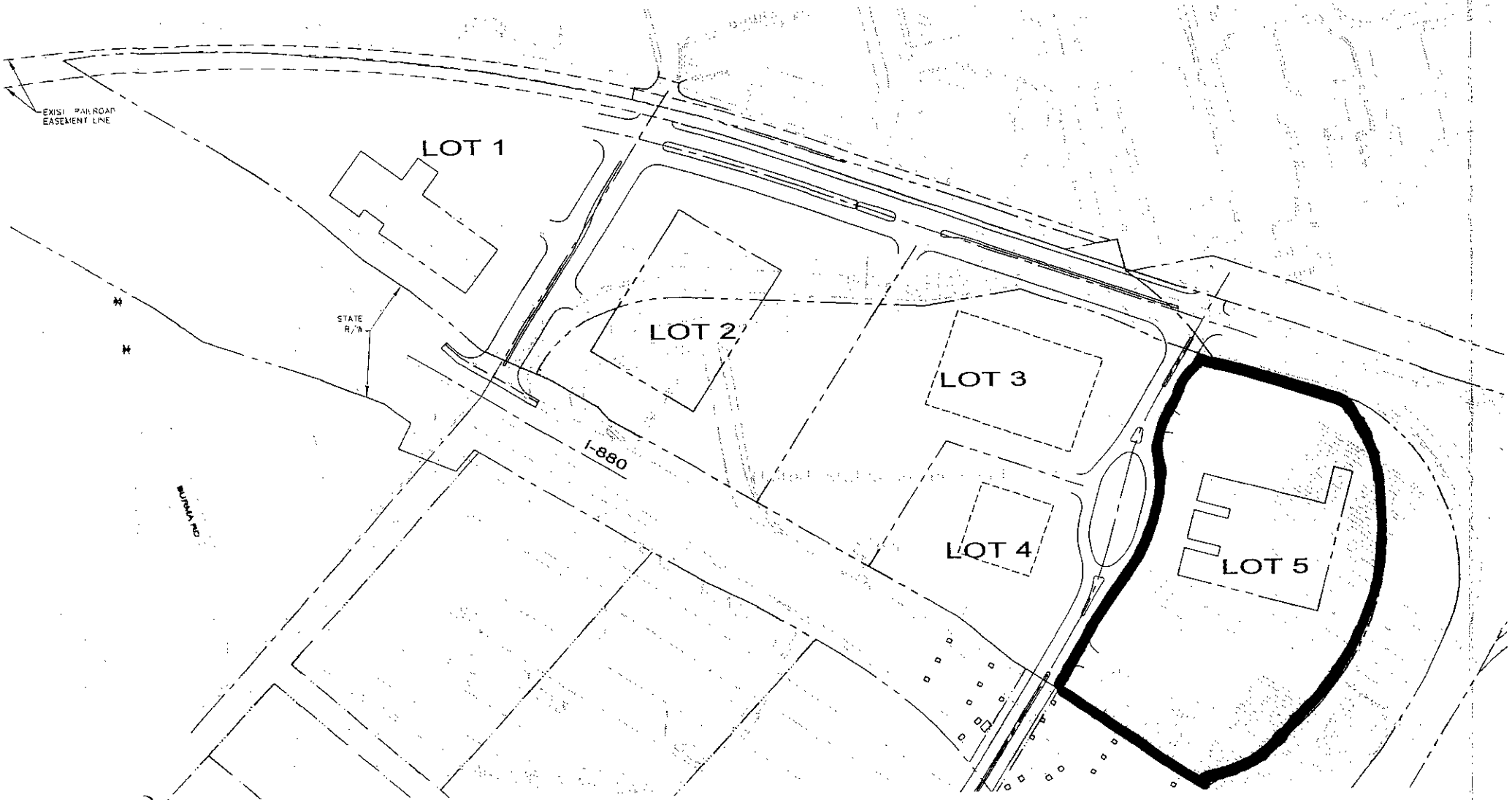


EXHIBIT B

AGENCY CEQA FINDINGS

EXHIBIT C

MITIGATION MONITORING AND REPORTING PROGRAM

2006 NOV 16 PM 4:13

APPROVED AS TO FORM AND LEGALITY:

By: James Steiner
Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

A RESOLUTION APPROVING THE SALE OF APPROXIMATELY 6.3 ACRES OF REAL PROPERTY LOCATED WITHIN THE FORMER OAKLAND ARMY BASE FOR THE APPRAISED FAIR MARKET VALUE TO ARGONAUT HOLDINGS, INC. FOR ITS DEVELOPMENT OF A GENERAL MOTORS DEALERSHIP

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33430, authorizes a redevelopment agency within a survey (project) area or for purposes of redevelopment to sell real property; and

WHEREAS, the California Community Redevelopment Law, Health and Safety Code Section 33433, requires that before any property of a redevelopment agency that is acquired in whole or in part with tax increment moneys is sold for development pursuant to a redevelopment plan, the sale must first be approved by the legislative body, i.e., the City Council, by resolution after a public hearing; and

WHEREAS, the Agency owns approximately 6.3 acres of unimproved and vacant real property located in the former Oakland Army Base Area (OARB) and within the North Gateway Development subarea, a triangular site bounded by the East Bay Municipal Utility District Wastewater Plant on the north, West Grand Avenue to the south and I-880 to the east, of the OARB Redevelopment Area; and

WHEREAS, Argonaut Holdings, Inc., a Delaware corporation ("Argonaut"), desires to purchase the Property from the Agency for development of a General Motors dealership and service facility (the "Project"); and

WHEREAS, staff has negotiated and proposes entering into a Disposition and Development Agreement ("DDA") with Argonaut which sets forth the terms and conditions of the sale of the Property to Argonaut and governs the development of the Project and the use of the Property by Argonaut through recorded covenants running with the land; and

WHEREAS, the DDA requires that Argonaut construct and operate the Project consistent with the Redevelopment Plan; and

WHEREAS, the DDA and the grant deed that will convey the Property to Argonaut adequately condition the sale of the Property on the redevelopment and use of

the Property in conformity with the Oakland Army Base Redevelopment Plan, and such documents prohibit discrimination in any aspect of the Project as required under the Oakland Army Base Redevelopment Plan and the California Community Redevelopment Law; and

WHEREAS, the Project uses are in conformity with the Oakland Army Base Redevelopment Plan, the Project will assist in the elimination of blight in the Central District and the Project will help meet the objectives of the Oakland Army Base Redevelopment Plan; and

WHEREAS, as required by the California Community Redevelopment Law, the Agency has made available to the public for inspection, no later than the first date of publication of the notice for the hearing, a report that contains a copy of the draft DDA and a summary of the cost of the agreement to the Agency, the estimated fair market value of the Property at its highest and best use permitted under the Redevelopment Plan, the estimated value of the Property determined at the use and with the conditions, covenants and development costs required by the sale, an explanation of the reasons for the difference between the two values (if any), and an explanation of why the sale of the Property and development of the Project will assist in the elimination of blight, with supporting facts and material; and

WHEREAS, a joint public hearing between the Agency and the City Council was held to hear public comments on the sale of the Property for the Project; and

WHEREAS, notice of the sale of the Property and the public hearing was given by publication at least once a week for not less than two weeks prior to the public hearing in a newspaper of general circulation in Alameda County; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, it was determined necessary to prepare a Supplemental EIR for the Project; now, therefore, be it

RESOLVED: That the City Council, acting as the Lead Agency under CEQA, adopts all of the CEQA findings set forth in Exhibit A of this resolution, hereby incorporated by reference, prior to taking action on the Project; and be it

RESOLVED: That the City Council hereby finds and determines that the sale of the Property by the Agency to Argonaut for the Project furthers the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the OARB Redevelopment Project Area, conforms to the OARB Redevelopment Plan, including its Implementation Plan, and furthers the goals and objectives of said Redevelopment Plan in that;; and be it further

RESOLVED: That the City Council hereby approves the sale of the Property to Argonaut by the Agency, subject to the terms and conditions of the DDA; and be it further

RESOLVED: That the City Council finds and determines that the consideration for the sale of the Property is not less than its fair reuse value at the use and with the covenants and conditions and development costs authorized under the DDA, for the reasons set forth in the report prepared in accordance with Health and Safety Code Section 33433; and be it further

RESOLVED: That the custodians and locations of the documents or other materials which constitute the record of proceedings upon which the Agency's decision is based are respectively: (a) the Community and Economic Development Agency, Redevelopment Division, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Community and Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland; and be it further

RESOLVED: That the City Council hereby appoints the City Administrator or his or her designee to take any other action with respect to the Property or the Project, consistent with this Resolution and its basic purpose.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 2006

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, AND PRESIDENT DE LA FUENTE

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LATONDA SIMMONS
City Clerk and Clerk of the Council
of the City of Oakland

EXHIBIT A

CITY CEQA FINDINGS