

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

AGENDA REPORT

OFFICE OF THE CITY CLERK

2007 FEB 15 PM 7:37

To: Office of the City/Agency Administrator
Attn: Deborah Edgerly
From: Agency / Department
Date: February 27, 2007

Re: **City Ordinance and Redevelopment Agency Resolution Authorizing the Agency to Enter Into a Twelfth Amendment to the Disposition and Development Agreement with Shorenstein Realty Investors Three, L.P., Regarding the City Center Project: (1) Extending the Option to Purchase Block T-12 by Eight Months Until December 31, 2007; (2) Revising Provisions Regarding when the Planned Unit Development and Grading Permits are Required; (3) Deleting the Option to Develop a Residential Project on Block T-12; (4) Approving the Assignment of SRI Three of Its Rights and Obligations to Shorenstein Realty Investors Eight, L.P.; (5) Committing the Developer to Contribute up to \$100,000 to Fund an Effort to Attract Retail to Downtown Oakland; and (6) Committing the Developer to Explore the Feasibility of Including Retail Components in its Block T-12 and/or T-5/6 Commercial Developments and a World Trade Showcase Center on Block T-5/6.**

SUMMARY

The Community and Economic Development Agency ("CEDA") is recommending approval of a Redevelopment Agency ("Agency") resolution and a City ordinance authorizing the Agency/City Administrator to enter into a Twelfth Amendment to the Disposition and Development Agreement ("DDA") with Shorenstein Realty Investors Three, L.P. ("SRI Three", "Shorenstein" or "Developer"), Attachment A of this report, for the future sale and development of a commercial development on Block T-12 and Blocks T-5/6 (combined). Specifically, staff is proposing that the City Council and the Redevelopment Agency authorize the following actions:

- (1) Extend Shorenstein's option to purchase City-owned real property located on the block bounded by 12th Street, 11th Street, Jefferson Street and Martin Luther King, Jr. Way, known as City Center Block T-12 ("Block T-12" or the "Project") by approximately eight months (from April 12, 2007 to December 31, 2007) with a deadline to commence construction of October 12, 2008;
- (2) Revise the schedule requirements relating to Shorenstein's obligation to obtain Planned Unit Development ("PUD") and Grading Permits such that these obligations shall apply as post-closing responsibilities of the Developer that must be met prior to commencement of construction;

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- (3) Delete the option and all provisions related thereto, as set forth in the Eleventh Amendment, for Shorenstein to develop a residential project on Block T-12;
- (4) Approve the assignment by SRI Three of its rights and obligations under the DDA with respect to Block T-12 and/or Block T-5/6 to Shorenstein Realty Investors Eight, L.P. (“SRI Eight”);
- (5) Commit Shorenstein to (i) contribute up to \$100,000 to fund the preparation of a retail attraction strategy for Downtown Oakland (ii) explore the feasibility of incorporating retail components into its commercial developments on Blocks T-12 and/or T-5/6, and (iii) investigate the development of a World Trade Showcase Center Project (“WTSC”) on Block T-5/6.

Ownership of Block T-12 and Blocks T-5/6 will not be transferred to Shorenstein upon execution of the proposed amendment to the DDA. This amendment will grant Shorenstein an extension of its option to purchase Block T-12 for approximately eight months (from April 12, 2007 to December 31, 2007) with a deadline to start construction of October 12, 2008. If Shorenstein purchases Block T-12 by December 31, 2007 but does not begin construction by October 12, 2008, the Agency will have the option to purchase back Block T-12 for the original sale price. The time frames for transferring T-5/6 remain unchanged (December 1, 2013).

FISCAL IMPACT

Approval of the Twelfth Amendment to the DDA and future sale of Block T-12 will generate \$4.975 million in land sales proceeds, minus closing costs and incremental remediation costs. The Agency will use Central District Capital Funds (9553) to pay for an environmental consultant to analyze the conditions of the soil in relation to the development planned for the site in order to estimate incremental remediation costs. At this point the cost associated with the incremental remediation of Block T-12 falls within a range of \$510,000 to \$1.9 million depending on the design and the extent of soil contamination that is found during the excavation of the site. These estimates include a 25% contingency as required by the DDA. Close of escrow is anticipated in winter of 2007. Because the City owns Block T-12, the Agency will purchase the site from the City and sell it to Shorenstein in a double escrow, with the net sales proceeds going to the City.

In the first full tax year after the T-12 office building is complete, estimated to be FY 2011-2012, the project will produce an estimated \$637,709 in general tax increment revenue for the Redevelopment Agency, net of all pass throughs and set-asides, plus \$289,868 for the Low and Moderate Income Housing Fund. Between 2008 (when tax increment would first be received from the sale of the land) and 2022 (the end of the Central District Redevelopment Plan), the Project will generate approximately \$8 million in tax increment revenue for the Central District and \$3.6 million for the Low and Moderate Income Housing Fund (see Attachment B, Tax Increment Analysis). The City and/or Agency will also receive up to \$100,000 in the next

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eighteen months from Shorenstein to fund the preparation of a retail attraction strategy for Downtown Oakland. Additionally, the project will generate retail and entertainment opportunities in the downtown, which will generate sales tax and business license tax revenue for the City.

The commercial project on Block T-12 will generate approximately \$83,000 per year in additional property tax revenue for the City's General Fund beginning in FY 2011-12 and increase the Redevelopment Agency's general tax increment by \$640,000 per year through 2022, the end of the Central District Redevelopment Area.

The T-12 Block is currently operated as a surface parking lot. In FY 2005-06 the parking lot operations on T-12 generated \$186,619 in net revenues for the City. When the property is transferred to Shorenstein the City will no longer receive the parking revenue that is generated by the site.

The Project will be assessed a Jobs/Housing Impact Fee, which is currently \$4 dollars per gross square feet of office space in the development minus 25,000 square feet. As currently proposed the T-12 project includes a total of 584,000 square feet of office space which would result in a total impact fee of \$2,236,000. The funds received will be deposited in the City's Affordable Housing Trust Fund. The impact fee will be assessed at the time a building permit is issued and shall be due in three installments. The first installment, in the amount of 25%, is due prior to the issuance of the building permit. The second installment, in the amount of 50%, is due prior to the issuance of a Temporary Certificate of Occupancy. The remainder of the fee is due 18 months from the date of the issuance of a Temporary Certificate of Occupancy.

BACKGROUND

The Agency has maintained a Disposition and Development Agreement (“DDA”) for a twelve-block area of Downtown Oakland, including Blocks T-12 and T-5/6, for over thirty-five years. A map of the City Center Project Area is included as Attachment C. The original DDA between the Agency and Grubb & Ellis Company was executed on November 4, 1970.

As a result of various factors, reflecting the changing local and regional market conditions, this DDA has been amended a number of times, including: a First Amendment to the DDA dated March 20, 1972, a Second Amendment dated August 29, 1974, a Third Amendment dated January 6, 1976, a Fourth Amendment dated March 1, 1976, a Fifth Amendment dated January 14, 1980, a Sixth Amendment dated July 9, 1982, a Seventh Amendment dated August 1, 1988, an Eight Amendment dated December 20, 1996, a Ninth Amendment dated May 17, 2000, a Tenth Amendment dated August 23, 2002 and an Eleventh Amendment dated April 12, 2006.

Under the Eighth Amendment to the DDA the agreement was assigned from Oakland Centre City, Inc., to SRI Three. The DDA sets forth the terms and conditions of the sale of the properties,

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including Blocks T-12 and T-5/6, to Shorenstein, and governs the development and use of these parcels by Shorenstein and any successors in interest through recorded covenants running with the land.

The Ninth Amendment to the DDA in 2000 further amended the disposition price formula for T5-T6, T-9, T-10 and T-12 and established terms and conditions precedent to the disposition of T-9 for office development.

The Tenth Amendment to the DDA in 2002 released Block T-10, originally slated for a high-rise office building, to the Agency who subsequently sold it to Olson Urban Housing for the construction of approximately 250 condominiums, and extended development rights on Blocks T-5/6 and T-12.

The Eleventh Amendment to the DDA allowed for a residential land use option on Block T-12; a twelve-month purchase option on the parcel following DDA execution; and extended the time limit for Shorenstein to develop Blocks T-5/6 by four years, until December 31, 2013.

KEY ISSUES AND IMPACTS

The proposed Twelfth Amendment to the DDA, which is the subject of this staff report and accompanying resolution and ordinance, includes a number of changes in the terms of the City Center DDA. The proposed changes have been outlined in a comparative format in “Attachment D – Changes in Terms in the Twelfth Amendment”.

The Twelfth Amendment extends the deadline to purchase Block T-12 by eight months effectively reverting back to the purchase schedule outlined in the Tenth Amendment and the original commercial development option for Block T-12 as analyzed in the Oakland City Center EIR. The extension is needed due to planning delays associated with the developer’s decision to pursue residential development on Block T-12 and their return to a commercial project plan when the residential market softened. Based on the disposition price formula as set forth in the Ninth Amendment, which includes a 5% annual escalation starting from the date of the Ninth Amendment (May 19, 2000) until the date purchased, the projected sale price for Block T-12 in December 2007 will be approximately \$4.975 million (minus closing costs and incremental remediation costs).

The proposed Twelfth Amendment also revises the schedule of performance requirements relating to Shorenstein’s obligation to obtain PUD and Grading Permits for the Project. The Ninth Amendment set forth a schedule of performance that called for commencement of construction within 30 days of the close of escrow. The agreement also required Shorenstein to obtain the PUD and Grading permits prior to the close of escrow. In the Eleventh Amendment the schedule of performance and the period between the close of escrow and commencement of construction was extended to eighteen months but the requirement to obtain the PUD and

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Grading Permit prior to sale was not amended. Now that there is an extended period between acquisition and construction, it is no longer practical for the Developer to obtain the PUD and Grading Permits when the site is acquired and it is necessary to correct this inconsistency within the agreement. The proposed Twelfth Amendment will make the PUD and Grading Permits post-closing requirements of the Developer, which must be satisfied prior to commencement of construction.

Additionally, the proposed Twelfth Amendment deletes the option and all provisions related thereto for Shorenstein to develop a residential project on Block T-12. The Twelfth Amendment further approves the assignment by SRI Three of its rights and obligations with respect to Block T-12 and/or Block T-5/6 to SRI Eight. SRI Eight, like SRI Three, is a private real estate fund, controlled by Shorenstein, and created for purposes of investing in and developing land, office buildings and mixed-use commercial real estate projects and investing in debt or equity instruments related to similar real estate projects. SRI Eight was formed in the summer of 2006 and has over one billion dollars of committed capital.

The Shorenstein Company is headquartered in San Francisco and is one of the oldest and largest privately-held real estate investment and development firms in the US. The company currently operates more than 22 million square feet of prime office space nationwide in major markets such as San Francisco, Chicago and New York. Since 1992, the company has invested through a series of real estate investment funds, the first six of which attracted \$1.5 billion in total equity. The funds have acquired and developed about 16 million square feet of Class A office properties throughout the United States.

Shorenstein has committed to provide the City and/or Agency up to \$100,000 to fund the preparation of a retail attraction strategy for Downtown Oakland. The results of any study will be shared with the Developer. Shorenstein has also agreed to evaluate the feasibility of incorporating a retail component into its commercial developments on Block T-12 and/or Block T-5/6. Therefore the T-12 commercial development could be an office tower with retail if market conditions permit. Lastly, the proposed amendment requires that Shorenstein explore, with up to two parties, the feasibility of a World Trade Showcase Center Project (“WTSC”), an initiative to attract and showcase world-trade related businesses and agencies in an effort to complement and capture investment opportunities associated with the Port of Oakland, on Block T-5/6.

CEQA Review

An Environmental Impact Report (“EIR”) was certified in 2000 for the City Center Project and two addenda were subsequently completed (in 2003 and 2005). As detailed on “Attachment E – Oakland City Center CEQA Compliance”, there are no changes to the project, new information, or changes in circumstances that would result in new significant environmental impacts or

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substantially more severe impacts from those previously identified in the 2000 EIR and later addenda. Therefore, no further environmental evaluation is required, and no Supplemental/ Subsequent EIR is needed pursuant to State CEQA Guidelines Section 15162. Moreover, the Mitigation Monitoring and Reporting Program approved in 2005 is still applicable and is attached to the Agency resolution and the City ordinance.

Environmental Remediation

Per the current DDA (up to and including the Eleventh Amendment to the DDA, executed April 2006), Shorenstein shall be responsible for most site cleanup, shoring and excavation, and soil transport costs necessary to bring the level of hazardous substances on the acquired site within legal standards. The Agency will cover incremental remediation costs, described as other incremental construction, removal and disposition costs reasonably incurred by Shorenstein, including project management, environmental consultant and other costs. These incremental costs will reduce the purchase price paid by Shorenstein and will be held in escrow, to be withdrawn by Shorenstein during the remediation process. Shorenstein shall purchase the T-12 site in an “as is” condition subject to the payment by the Agency of incremental remediation costs in accordance with the terms of the DDA.

Additional study of the soils and the development plans for the site are required to develop a remediation estimate. At this point the cost associated with the incremental remediation of Block T-12 falls within a range of \$510,000 to \$1.9 million depending on the design and the extent of soil contamination that is found during the excavation of the site. These estimates include a 25% contingency as required by the DDA.

PROJECT DESCRIPTION

The proposed Twelfth Amendment will return the sales date for Block T-12 back to December 31, 2007, as it was in the Tenth Amendment, and make the PUD and Grading Permit post-closing responsibilities. The Twelfth Amendment also commits the Developer to (i) contribute up to \$100,000 to fund the preparation of a retail attraction strategy for Downtown Oakland (ii) explore the feasibility of incorporating retail components into its commercial developments on Blocks T-12 and/or T-5/6, and (iii) investigate the development of a World Trade Showcase Center Project (“WTSC”) on Block T-5/6.

Location

The City Center T-12 Block is bounded by 12th Street, 11th Street, Jefferson Street and Martin Luther King, Jr. Way. The site is located to the east of Landmark Place, a 92-unit residential condominium project, to the south of the City Center West Garage, to the southwest of the Ronald V. Dellums Federal Building, to the west of 555 City Center, the new 20-story Shorenstein office building (Block T-9), and north of Lafayette Park. City Center Blocks T-5/6

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are located on approximately the western half of the parcel bound bounded by 12th Street, 11th Street, Clay Street and Broadway. The site is located to the east of 555 City Center, to the south of the City Center complex, to the west of the APL Building, and to the north of the Kaiser Convention Center/Warriors Practice Facility.

T-12 Project Scope

The City Center T-12 Project plans now consist of a 26-story office building having approximately 584,000 square feet of office space, as was originally contemplated in the Oakland City Center Project Environmental Impact Report (“Oakland City Center EIR”) dated April 14, 2000. The Developer has agreed to study the feasibility of including a retail component in the Project. If retail is added to the Project, a further DDA amendment and CEQA analysis will be required.

SUSTAINABLE OPPORTUNITIES

Economic:

The proposed project will take an underutilized site and convert it to better economic use. The commercial project on Block T-12 will generate approximately \$83,000 per year in additional property tax revenue for the City’s General Fund beginning in FY 2011-12 and increase the Redevelopment Agency’s general tax increment by \$640,000 per year through 2022, the end of the Central District Redevelopment Area. The completed building will house approximately 1,668 jobs; one job for every 350 square feet of office space.

Environmental:

The project’s location next to mass transit will reduce the reliance on automobiles and decrease vehicular pollution. The DDA also requires Shorenstein to work with the Agency’s staff to develop appropriate and economically feasible sustainable building goals and strategies for the Project using the Agency’s Sustainable Building Guide and Project Management Tool; and to the extent economically feasible, incorporate into the final construction plans for the Project green building techniques such as energy-conserving design and appliances, water-conserving fixtures and landscape, recycled-content building materials and low waste construction techniques.

Social Equity:

The project will generate approximately \$290,000 annually for the Low and Moderate Income Housing Fund beginning in FY 2011-12, which will fund approximately three new affordable housing units per year or approximately forty units by the end of the Central District Redevelopment Plan’s life in 2022.

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Additionally, the Project will be assessed a Jobs/Housing Impact Fee, which is currently \$4 dollars per gross square feet of office space in the development minus 25,000 square feet. As currently proposed the T-12 project includes a total of 584,000 square feet of office space which would result in a total impact fee of \$2,236,000. The funds received will be deposited in the City's Affordable Housing Trust Fund.

DISABILITY AND SENIOR CITIZEN ACCESS

All new development projects are required to comply with Federal ADA Accessibility Guidelines and the State of California's Title 24 accessibility regulations. Also the use of "green building" materials may reduce incidence of environmental illness.

RECOMMENDATION(S) AND RATIONALE

It is recommended that the Agency and City Council authorize the Agency and City to enter into a Twelfth Amendment to the Disposition and Development Agreement with Shorenstein Realty Investors Three, L.P., extending the option to purchase Block T-12 to December 31, 2007; revising the requirements relating to when Shorenstein must obtain the PUD and Grading Permits such that the PUD and Grading Permits shall apply as covenants of Developer after acquisition of Block T-12 and prior to commencement of construction; deleting the option for Shorenstein to develop a residential project on Block T-12; approving the assignment by SRI Three of its rights and obligations with respect to Block T-12 and/or Block T-5/6 to SRI Eight; and committing Shorenstein to contribute up to \$100,000 to fund an effort to attract retail to Downtown Oakland and explore the feasibility of incorporating retail components into its developments on Blocks T-12 and/or T-5/6 and a WTSC on Block T-5/6.

The project will generate tax increment monies, and meets many of the objectives in the *Central District Five-Year Implementation Plan for 2005-2009*:

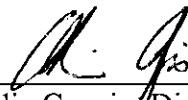
1. Redevelop a key underutilized site in the Central District;
2. Improve environmental design within the Central District; and
3. Enhance residential and commercial property values in the surrounding areas, once developed, and encourage efforts to alleviate economic and physical blight conditions in the area by enhancing the development potential and overall economic viability of neighboring properties.

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ACTION REQUESTED OF THE AGENCY/CITY COUNCIL

Approve the Agency resolution and City ordinance to enter into a Twelfth Amendment to the Disposition and Development Agreement with Shorenstein Realty Investors Three, L.P., extending the option to purchase City-owned real property located on the block bounded by 12th Street, 11th Street, Jefferson Street and Martin Luther King, Jr. Way, known as City Center Block T-12 (“Block T-12” or the “Project”) by approximately eight months (from April 12, 2007 to December 31, 2007) with a deadline to commence construction of October 12, 2008; revising the requirements relating to when Shorenstein must obtain the PUD and Grading Permits such that the PUD and Grading Permits shall apply as covenants of Developer after acquisition of Block T-12 and prior to commencement of construction; deleting the option and all provisions related thereto, as set forth in the Eleventh Amendment, for Shorenstein to develop a residential project on Block T-12; approving the assignment by SRI Three of its rights and obligations with respect to Block T-12 and/or Block T-5/6 to SRI Eight; committing Shorenstein to contribute up to \$100,000 to fund an effort to attract retail to Downtown Oakland and explore the feasibility of incorporating retail components into its commercial developments on Blocks T-12 and/or T-5/6 and a World Trade Showcase Center Project (“WTSC”) on Block T-5/6.

Respectfully submitted,

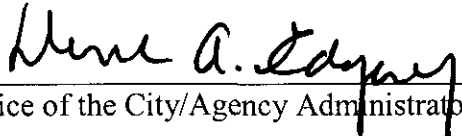


Claudia Cappio, Director of Community and
Economic Development Agency

Reviewed by: Patrick Lane, Redevelopment Manager
Community and Economic Development Agency
Redevelopment Division

Prepared by: Bridget Galka, Urban Economic Analyst III
Community and Economic Development Agency
Redevelopment Division

APPROVED AND FORWARDED TO THE
CED COMMITTEE:



Office of the City/Agency Administrator

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RECORDED AT THE REQUEST OF
AND WHEN RECORDED RETURN TO:

THE REDEVELOPMENT AGENCY OF
THE CITY OF OAKLAND,
c/o The Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th Floor
Oakland, California 94612

Attention: Richard F. Illgen, Esq.

TWELFTH AMENDMENT

TO

THE DISPOSITION AND DEVELOPMENT AGREEMENT

FOR

THE OAKLAND CITY CENTER PROJECT

THIS TWELFTH AMENDMENT (this "Twelfth Amendment") is entered into this ___ day of _____, 2007, by and between The Redevelopment Agency of the City of Oakland, a public body corporate and politic ("Agency"), the City of Oakland, a municipal corporation ("City"), and Shorenstein Realty Investors Three, L.P., a California limited partnership ("SRI Three" or "Developer").

1.00 Background and Purposes.

1.01 SRI Three and the Agency are parties to an Assignment, Assumption and Release of Disposition and Development Agreement dated as of December 20, 1996, pursuant to which SRI Three accepted and assumed all rights and obligations of Oakland Centre City, Inc., a Delaware corporation ("Assignor"), in that certain Disposition and Development Agreement dated November 4, 1970, between the City of Oakland, Agency, and Grubb & Ellis Development Company (Assignor's predecessor), recorded on Reel 2732, Image 1, Official Records, Alameda County, California, as amended by (i) a First Amendment to the DDA, dated March 20, 1972, for which a memorandum was recorded April 7, 1972, Reel 3101 at Image 870 of the Records, (ii) a Second Amendment dated August 29, 1974, recorded February 2, 1976, Reel 4247 at Image 1 of the Records, (iii) a Third Amendment dated January 6, 1976, recorded January 8, 1976, Reel 4221 at Image 121 of the Records, (iv) a Fourth Amendment dated March 1, 1976, recorded March 30, 1976, Reel 4309 at Image 389 of the Records, (v) a Fifth Amendment dated January 14, 1980, recorded January 18, 1980, Series No. 80-010678 of the Records, (vi) a Sixth Amendment dated July 9, 1982, recorded July 16, 1982, Series No. 82-105743 of the Records, (vii) a Seventh Amendment dated August 1, 1988, recorded August 3, 1988 Series No. 88-194557 of the Records (the "Seventh Amendment"), (viii) an Eighth Amendment dated as of December 20, 1996, recorded December 31, 1996, Series No. 96-332060 of the Records (the "Eight Amendment"), (ix) a Ninth Amendment dated as of May 17, 2000, recorded May 19, 2000, Series No. 2000-150073 (the "Ninth Amendment"), (x) a Tenth Amendment dated as of August 23, 2002, recorded September 20, 2002, Series No. 2002423595 (the "Tenth Amendment"), and (xi) an Eleventh Amendment dated as of April 12, 2006, recorded May 11, 2006, Series No. 2006188850 (as amended through the Eleventh Amendment and as further amended from time to time hereafter, the "DDA") which DDA covers a twelve block area of downtown Oakland, California, bounded by Broadway, 11th Street, Martin Luther King, Jr. Way and 14th Street ("Oakland City Center Project").

1.02 The rights of the former developer under the DDA were assigned to SRI Three, which assignment was confirmed by the Eighth Amendment.

1.03 Pursuant to the DDA, SRI Three assigned its rights to acquire parcel T-9 to Oakland City Center LLC, a Delaware limited liability company ("OCC"), and on or about May 19, 2000, OCC purchased parcel T-9 and proceeded to develop said parcel (now known as 555 12th Street) in accordance with the provisions of the DDA.

1.04 Pursuant to the Tenth Amendment, the City, the Agency and Developer released parcel T-10 from the DDA.

1.05 The remaining undeveloped parcels of land subject to the DDA and in which Developer holds development rights are known as Development Sites T-5, T-6, and T-12.

The 1988 Development Plan for the Oakland City Center Project was initially attached as Exhibit 7-A to the Seventh Amendment and was amended by the Eight Amendment and the Ninth Amendment (the Development Plan).

1.06 Developer, the City and the Agency wish to further amend the DDA to provide for certain modifications to the terms for the T-12 site, including revising the dates for purchase and commencement and completion of construction under the Purchase Schedule attached to the Eleventh Amendment. In consideration certain requirements have been added related to the Developer contributing to the cost associated with the preparation of a retail study for Downtown Oakland and on the Development Sites and agreeing to explore the feasibility of a World Trade Showcase Center Project (“WTSC”) on Blocks T-5 and T-6 (combined).

1.07 Capitalized terms used herein but not otherwise defined shall have the meanings given them in the DDA.

2.00 Amendment. The City, Agency and Developer hereby agree to amend the DDA as follows:

2.01 The “Purchase Schedule 2005,” which is incorporated by reference and attached to the Eleventh Amendment as Exhibit 11-B, is hereby deleted in its entirety and replaced by “Purchase and Development Schedule 2007”, which is attached hereto as Exhibit 12-A and incorporated herein by reference.

2.02 The requirements of Section 202.2 of the DDA, as amended and restated in Section 2.05(a) of the Ninth Amendment, regarding PUD Permit and Grading Permit processes and involvement of Agency staff therein shall be revised such that with respect to Development Site T-12, such provisions shall apply as covenants of Developer after acquisition of such Development Site T-12 and prior to commencement of construction. Any approvals for a PUD Permit or Grading Permit pursuant to Section 2.05(a) of the Ninth Amendment constitute approvals of the Agency only and Developer is still required to obtain separate approvals of the PUD Permit and Grading Permit from the City and within such time frames as the City may require.

2.03 Developer hereby relinquishes the possibility for an alternative Residential Project on Development Site T-12 and all provisions in the DDA related thereto are hereby deleted in their entirety.

2.04 The City and Agency each hereby approve the assignment by SRI Three of its rights and obligations with respect to Development Site T-12 and/or Development Sites T-5 and T-6 (combined) under the DDA, as amended by this Twelfth Amendment, or the transfer by deed of such parcel or parcels, to Shorestein Realty Investors Eight, L.P., a Delaware limited partnership (“SRI Eight”), subject to SRI Eight providing evidence that is reasonably acceptable to the staff of the City and Agency that SRI Eight meets the criteria of Section 2.04(a) of the Ninth Amendment, and subject to the assumption by SRI Eight of all obligations of SRI Three under the DDA, as amended by this Twelfth Amendment, with respect to such Development Site T-12 and/or Development Sites T-5 and T-6 (combined).

3.00 Retail Development.

3.01 Upon execution of this Twelfth Amendment, Developer shall make available up to one hundred thousand dollars (\$100,000) to the City and/or Agency (as may be designated by the City and Agency) to fund an effort to attract retail to downtown Oakland, to be paid by Developer over an 18-month period as the City and/or Agency incurs expenses related to such efforts. If the City or Agency uses these funds to pay for one or more studies of the feasibility of attracting retail to the downtown, the results of any such study or studies will be shared with Developer. The Agency anticipates funding a Citywide Retail Recruitment Strategy and Implementation Plan and Developer agrees that the portion of that funding applying to the Central Redevelopment District is eligible, at Agency's discretion, for funding from the \$100,000 Developer has agreed to make available.

3.02 Developer shall evaluate the feasibility of incorporating retail components to its commercial developments on Development Site T-12 and Development Sites T-5 and T-6 (combined). In accordance with the foregoing, Developer has begun to, and intends to continue to, and hereby agrees to, between the date hereof and the date that Developer is prepared to proceed with another project on Development Sites T-5 and T-6 (combined), explore with up to two parties identified by Agency staff (the "Identified Organizations") the feasibility of WTSC on Development Sites T-5 and T-6 (combined) pursuant to the following:

(a) Developer will make good faith efforts to meet with the Identified Organizations and engage in discussions regarding a potential tenancy at the eventual building on Development Site T-5/6 for a WTSC including providing the Identified Organizations with access to Developer's plans and consultants to allow feasibility studies to be conducted by the Identified Organizations at their sole expense.

(b) Developer will share its conclusions regarding the feasibility of a WTSC at Development Site T-5/6 with the Agency, along with any supporting documentation in the control of Developer.

(c) In the event that the Identified Organizations are interested in pursuing a WTSC at Development Site T-5/6, Developer will enter into discussions regarding a definitive agreement thereon; provided that in determining whether to pursue such agreements, Developer may take into account: the creditworthiness and business prospects of the tenant; the availability of financing for the project; the projected investment returns from the project; other legal terms and conditions of the proposed agreements; and the compatibility of the project with the balance of City Center (including the impact on other uses and the impact, if any, on the so called super dock both during and after construction).

(d) These obligations with respect to a potential WTSC do not create any binding agreement regarding a WTSC on Development Site T-5/6 other than an obligation to use good faith efforts to meet with the Identified Organizations, engage in discussions with them regarding a potential tenancy and provide them with access to information, and analyze any resulting project proposal by either of the Identified Organizations, all as described above; and create no obligations to or enforceable by, the Identified Organizations.

(e) Until definitive agreements are executed by all parties, Developer will not be bound to enter into any agreements regarding a WTSC on Development Site T-5/6 and may, in its sole discretion, terminate the effort to develop definitive agreements after a six (6) month period of good faith effort, commencing from the date of this Twelfth Amendment, to analyze feasibility of proposals by Identified Organizations, and may at all times continue to pursue any such alternate uses permitted under the DDA.

(f) Any evaluation of the feasibility for incorporating retail components into commercial development on either Development Sites T-12 or T-5/6 or any agreements for a WTSC on Development Site T-5/6 pursuant to this Section 3.02 are for feasibility purposes only and the inclusion of any retail beyond that already approved or a WTSC at either Development Site must be first approved through a further amendment to this DDA and further CEQA evaluation.

4.00 Campaign Contribution. Developer acknowledges the provisions of the Oakland Campaign Reform Act in regards to campaign contributions and agrees to execute the City's Campaign Contribution Acknowledgment form upon execution of this Twelfth Amendment.

5.00 Continuing Agreement. Except as otherwise stated hereinabove, in all other respects the DDA as amended through and including the Eleventh Amendment is not changed and the DDA, as amended by this Twelfth Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereby have executed this Twelfth Amendment as of the date and year set forth above.

SHORENSTEIN REALTY INVESTORS THREE, L.P.,
a California limited partnership

By: SRI EQUITY ASSOCIATES, L.P., a California
limited partnership

By: 555 CALIFORNIA STREET LLC, a
Delaware limited liability company

By: _____
Its: _____

THE REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

THE CITY OF OAKLAND

By: _____
Its: _____

By: _____
Its: _____

Approved as to Form and Legality:

Approved as to Form and Legality:

Agency General Counsel

Agency General Counsel

EXHIBIT 12-B

CITY CENTER

DEVELOPMENT PLAN

PURCHASE AND DEVELOPMENT SCHEDULE 2007

Commercial Development on Sites T-5 and T-6 (combined) and T-12

1. Commercial Development on T-5 and T-6 (combined).

Developer will have until December 1, 2013 to purchase Development Sites T-5 and T-6 (combined) and must commence actual construction of a building on these Development Sites within 30 days of the close of escrow on the purchase.

Agency shall transfer said Development Sites to Developer and Developer shall purchase said Development Sites from the Agency only upon Developer's satisfaction and completion of each Developer obligation set forth in Section 202 (including all subsections thereof) of the DDA (Obligations of Developer). Provided that the Agency is not in default of any Agency obligation under the DDA materially affecting Developer's ability to proceed with the purchase and development of T-5/T-6 and after Developer has given Agency notice of said default and a reasonable opportunity to cure of not less than thirty (30) days, which notice shall automatically extend the deadlines to purchase and commence construction for the length of the cure period, all Developer rights to purchase for Development Sites T-5 and T-6 (combined) shall automatically terminate as to such Development Sites if Developer has not purchased said Development Sites in accordance with this DDA by December 1, 2013. For purposes of this Agreement, "commencement of construction" means the commencement of excavation pursuant to all appropriate governmental permits required for the construction of a project contemplated in plans submitted by Developer and approved by Agency in accordance with the requirements of Section 202 of the DDA.

Developer must substantially complete construction of "core and shell" on Development Sites T-5 and T-6 (combined) no later than forty-two (42) months after the commencement of construction. The time for completion of construction may be extended by the period of any force majeure events. For purposes of this Agreement, "force majeure event" means an event which results in delays in Developer's performance of its construction obligations hereunder due primarily to causes beyond Developer's control including, but not limited to, acts of God or of the public enemy, fires, floods, strikes, freight embargoes, delays of contractors and subcontractors and unusually severe weather. If Developer fails to complete construction of Development Sites T-5 and T-6 (combined) on or before the expiration of forty-two (42) months from the commencement of construction as extended by any force majeure events, such failure to complete will be deemed an event of default under the DDA, and the Agency may exercise any and all rights available to the Agency at law or in equity, including without limitation, the rights set forth in Section 510 of the DDA (including all subsections thereof).

2. Commercial Development on Site T-12.

Developer will have until December 31, 2007 to purchase Development Site T-12 and thereafter will have until October 12, 2008 to commence construction of a commercial building on Development Site T-12.

Agency shall transfer said Development Site to Developer and Developer shall purchase said Development Site from the Agency only upon Developer's satisfaction and completion of each Developer obligation set forth in Section 202 (including all subsections thereof) of the DDA (Obligations of Developer). Provided that the Agency is not in default of any Agency obligation under the DDA materially affecting Developer's ability to proceed with the purchase and development of T-12 and after Developer has given Agency notice of said default and a reasonable opportunity to cure of not less than thirty (30) days, which notice shall automatically extend the deadline to purchase and commence construction for the length of the cure period, all Developer rights to purchase for Development Site T-12 shall automatically terminate if Developer has not purchased said Development Site in accordance with the DDA by the dates referenced below for such Development Site. For purposes of this Agreement, "commencement of construction" means the commencement of excavation pursuant to all appropriate governmental permits required for the construction of a project contemplated in plans submitted by Developer and approved by Agency in accordance with the requirements of Section 202 of the DDA.

Developer must substantially complete construction of "core and shell" on Development Site T-12 no later than forty-two (42) months after the commencement of construction. The time for completion of construction may be extended by the period of any force majeure events. For purposes of this Agreement, "force majeure event" means an event which results in delays in Developer's performance of its construction obligations hereunder due primarily to causes beyond Developer's control including, but not limited to, acts of God or of the public enemy, fires, floods, strikes, freight embargoes, delays of contractors and subcontractors and unusually severe weather. If Developer fails to complete construction of Development Site T-12 on or before the expiration of forty-two (42) months from the commencement of construction as extended by any force majeure events, such failure to complete will be deemed an event of default under the DDA, and the Agency may exercise any and all rights available to the Agency at law or in equity, including without limitation, the rights set forth in Section 510 of the DDA (including all subsections thereof).

Term	Development Sites T-5 and T-6 (combined)	Development Site T-12
Deadline to purchase site(s)	December 1, 2013	December 31, 2007
Deadline to commence Construction	Within 30 days of purchase	October 12, 2008
Deadline to substantially Complete construction	Within 42 months of commencement of construction	Within 42 months of commencement of construction

3. Default by Developer After Acquisition

After Developer acquires a particular Development Site, such Development Site will be considered to be in the "construction period" pursuant to Section 510 of this DDA. Should Developer fail to commence construction on a particular Development Site within the time frames set out in this Exhibit 11 B, such failure will be considered a default under Section 510 and Agency may invoke the procedures and remedies provided for in that Section.

**ATTACHMENT B
T-12 BLOCK TAX INCREMENT ANALYSIS**

Year	Project Assessed Value	Applicable Tax Rate	Tax Increment	Pass Through 20%	Housing Set-a-side 25%	Net Tax Increment
2008-09	4,975,000	1.1775%	58,581	(11,716)	(14,645)	32,219
2009-10	5,074,500	1.1775%	59,752	(11,950)	(14,938)	32,864
2010-11	35,175,990	1.1775%	414,197	(82,839)	(103,549)	227,809
2011-12	98,468,823	1.1775%	1,159,470	(231,894)	(289,868)	637,709
2012-13	100,438,199	1.1775%	1,182,660	(236,532)	(295,665)	650,463
2013-14	102,446,963	1.1775%	1,206,313	(241,263)	(301,578)	663,472
2014-15	104,495,903	1.1775%	1,230,439	(246,088)	(307,610)	676,742
2015-16	106,585,821	1.1775%	1,255,048	(251,010)	(313,762)	690,276
2016-17	108,717,537	1.1775%	1,280,149	(256,030)	(320,037)	704,082
2017-18	110,891,888	1.1775%	1,305,752	(261,150)	(326,438)	718,164
2018-19	113,109,726	1.1775%	1,331,867	(266,373)	(332,967)	732,527
2019-20	115,371,920	1.1775%	1,358,504	(271,701)	(339,626)	747,177
2020-21	117,679,359	1.1775%	1,385,674	(277,135)	(346,419)	762,121
2021-22	120,032,946	1.1775%	1,413,388	(282,678)	(353,347)	777,363

City's Total Portion of Pass Through (34.8%)

\$1,019,069

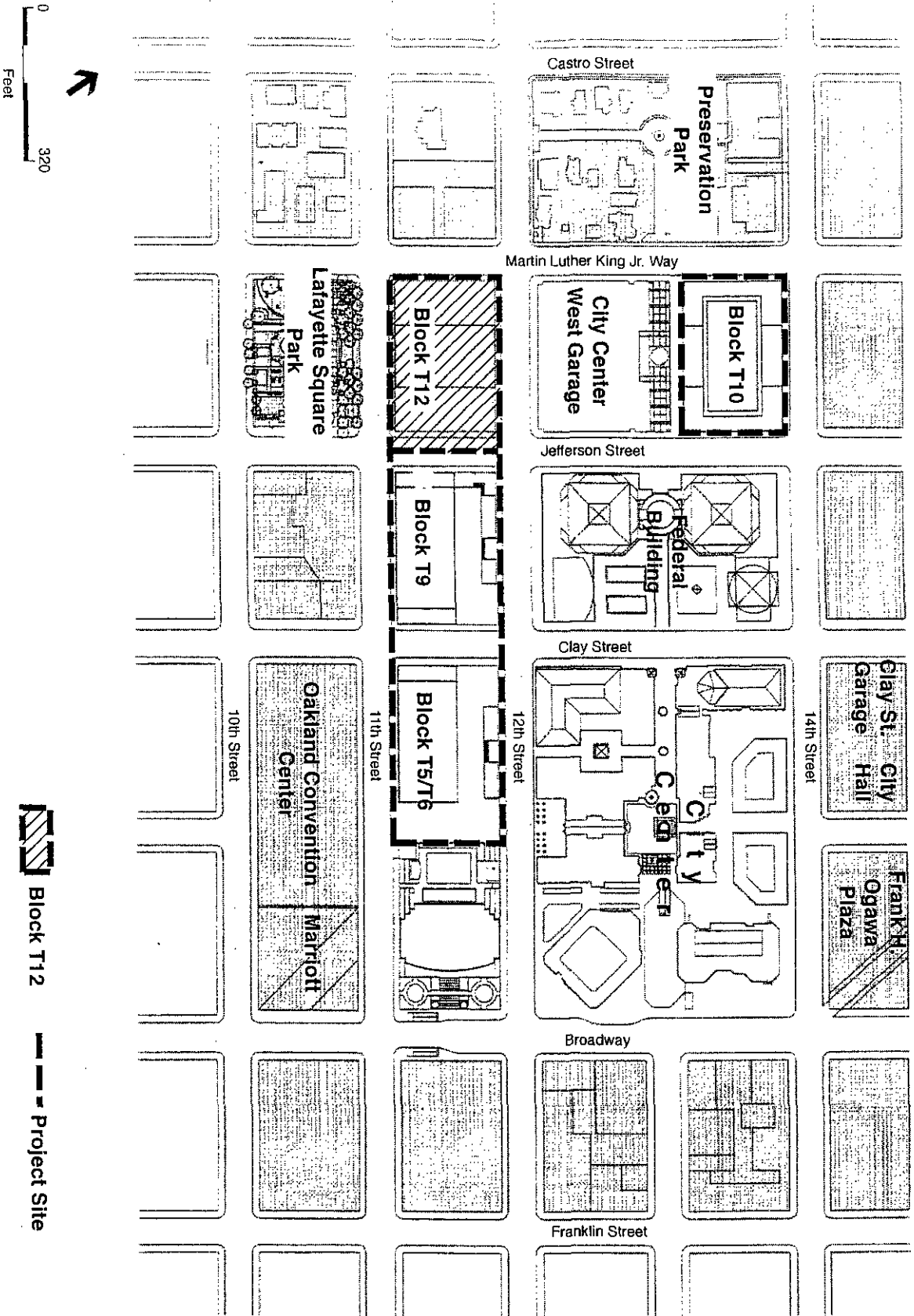
Total for the Agency's Low- & Moderate-Income Housing Set-A-Side

3,660,449

Agency's Total Tax Increment FY 2008-2020

8,052,987

For the purposes of calculating the fiscal impact of the T-12 Project to the Agency and City, staff has assumed a land value that is based on the FY 2006-07 taxable value of the adjacent office tower located at 555 12th Street (the T-9 Block) which is approximately the same size as the office tower planned for T-12. A two percent growth factor in Assessed Project Value was applied to estimate the value of the T-12 commercial development when it is complete in FY 2010-11 as well as to project fiscal impacts throughout the life of the Redevelopment Plan.



City Center T112 Addendum / ESA 204441

Figure 1-2
Site Plan

Attachment D

**Changes in Terms in the Twelfth Amendment to the
Oakland City Center Disposition and Development Agreement**

DDA Terms	12th Amendment	Existing DDA
Option to Purchase	December 31, 2007	April 12, 2007
Construction Start	October 12, 2008	“Within 18 months of purchase” <i>(effectively October 12, 2008)</i>
PUD and Grading Permit Required	Prior to Construction Start	Prior to Acquisition
Developer Assignment	Shorenstein Realty Investors Three, L.P. (“SRI Three”) has the right to assign development rights or transfer deed for T-12 and/or T-5/6 to Shorenstein Realty Investors Eight, L.P.	SRI Three shall have the right to assign SRI Three's rights and obligations under the DDA to any entity directly or indirectly owned 50% or more or directly or indirectly controlled by Shorenstein Company, L.P., ... subject to the prior written consent of the Agency.
Project Scope for T-12	High-rise office building as analyzed and proposed in the 2000 Oakland City Center EIR. Developer relinquishes the possibility of an alternative Residential Project on T-12.	High-rise office building or one or two phase Residential Project.
Retail Development	NEW TERM: Developer shall make available up to \$100,000 to the City and/or Agency to fund an effort to attract retail to Downtown Oakland. Developer shall evaluate the feasibility of incorporating retail components into its commercial developments on Development Site T-12 and/or T-5/6 and explore the feasibility of a World Trade Showcase Center Project on T-5/6.	

**ATTACHMENT B
T-12 BLOCK TAX INCREMENT ANALYSIS**

Year	Project Assessed Value	Applicable Tax Rate	Tax Increment	Pass Through 20%	Housing Set-a-side 25%	Net Tax Increment
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City's Total Portion of Pass Through (34.8%)

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Total for the Agency's Low- & Moderate-Income Housing Set-A-Side

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Agency's Total Tax Increment FY 2008-2020

8,052,987

For the purposes of calculating the fiscal impact of the T-12 Project to the Agency and City, staff has assumed a land value that is based on the FY 2006-07 taxable value of the adjacent office tower located at 555 12th Street (the T-9 Block) which is approximately the same size as the office tower planned for T-12. A two percent growth factor in Assessed Project Value was applied to estimate the value of the T-12 commercial development when it is complete in FY 2010-11 as well as to project fiscal impacts throughout the life of the Redevelopment Plan.

Attachment C

Changes in Terms in the Twelfth Amendment to the Oakland City Center Disposition and Development Agreement

DDA Terms	12 th Amendment	Existing DDA
Option to Purchase	December 31, 2007	April 12, 2007
Construction Start	October 12, 2008	“Within 18 months of purchase” (effectively October 12, 2008)
PUD and Grading Permit Required	Prior to Construction Start	Prior to Acquisition
Developer Assignment	Shorenstein Realty Investors Three, L.P. (“SRI Three”) has the right to assign development rights or transfer deed for T-12 and/or T-5/6 to Shorenstein Realty Investors Eight, L.P.	SRI Three shall have the right to assign SRI Three's rights and obligations under the DDA to any entity directly or indirectly owned 50% or more or directly or indirectly controlled by Shorenstein Company, L.P., ... subject to the prior written consent of the Agency.
Project Scope for T-12	High-rise office building as analyzed and proposed in the 2000 Oakland City Center EIR. Developer relinquishes the possibility of an alternative Residential Project on T-12.	High-rise office building or one or two phase Residential Project.
Retail Development	NEW TERM: Developer shall make available up to \$100,000 to the City and/or Agency to fund an effort to attract retail to Downtown Oakland. Developer shall evaluate the feasibility of incorporating retail components into its commercial developments on Development Site T-12 and/or T-5/6 and explore the feasibility of a World Trade Showcase Center Project on T-5/6.	

**Attachment D
Oakland City Center Project
CEQA Compliance**

An Environmental Impact Report (“EIR”) was certified in 2000 for the Oakland City Center Project and two addenda were subsequently completed (in 2003 and 2005). As detailed below, there are no changes to the project, new information, or changes in circumstances that would result in new significant environmental impacts or substantially more severe impacts from those previously identified in the 2000 EIR and later addenda. Therefore, no further environmental evaluation is required, and no Supplemental/ Subsequent EIR is needed pursuant to State CEQA Guidelines Section 15162. Moreover, the Mitigation Monitoring and Reporting Program approved in 2005 is still applicable.

The Oakland Planning Commission certified the EIR for the Oakland City Center Project (the “Original Project”) in April 2000. The Original Project consisted of the development of high-rise buildings on four city blocks in downtown Oakland – Blocks T-5/6, T-9, T-10 and T-12. The proposed land use under the Original Project for the four sites was predominately office with limited residential.

Development Characteristics of Original Project

	Block T-5/6	Block T-9	Block T-10	Block T-12	2000 EIR Project
	(approved)	(completed)	(approved)	(approved)	
Office	580,000 sf	470,000 sf	550,000 sf	584,000 sf	2,184,000 sf
Residential	0	0	200 units	0	200 units
Commercial	7,500 sf	7,500 sf	8,000 sf	0	23,000 sf
Parking	150 spaces	236 spaces	230 spaces	220 spaces	836 spaces
Parking access	11 th Street	11 th Street	Jefferson St.	11 th Street	N/A
Loading Spaces	3	3	3	3	12 spaces
Loading access	11 th Street	11 th Street	MLK Jr. Way	11 th Street	N/A
Hgt. (stories)	26 stories	21 stories	31 stories	26 stories	Max. 31 stories
Height (feet)	390 feet	306 feet	440 feet	390 feet	Max. 440 feet

The Shorenstein Company has completed construction of one high-rise office building on Block T-9. The Shorenstein Company ceded its development rights to Block T-10 and, in August 2004, Olson Urban Housing received approval to develop 251 residential units, 2,600 square feet of ground-floor commercial space, and 252 parking spaces in an 80-foot-tall, seven-story-plus-basement structure on Block T-10. The environmental effects of the modification to the Original Project for Block T-10 were evaluated in an Addendum (Addendum #1) to the 2000 Final EIR (FEIR) for the Oakland City Center Project. The FEIR Addendum #1 found that the modified T-10 project would have no new or substantially more severe impacts than those identified in the Final EIR. The FEIR Addendum #1 was approved by the Oakland Planning Commission in 2003, and the T-10 development is now under construction.

Development Characteristics of 2000 EIR and Approved Project as of August 2004

	2000 EIR Total Project	Block T-10 Addendum #1	Modified Total Project Addendum #1	Block T-10 Actual	Approved City Center Project as of August 2004
Office	2,184,000 sf	470,000 sf	1,634,000 sf	-0-	1,634,000 sf
Residential	200 units	400 units	400 units	-251-	251 units
Commercial	23,000 sf	3,000-10,000	Max. 25,000 sq. ft.	2,600	17,600
Parking	836 spaces	400 spaces	1,006 spaces	252 spaces	858
Parking access	N/A	Jefferson St.	Jefferson St.	Jefferson St.	N/A
Loading Spaces	12 spaces	1	10	1	10
Loading access	N/A	14 th Street	MLK, Jr. Way	14 th Street	N/A
Hgt. (stories)	Max. 31 stories	20-24 stories	Max. 26 stories	8 stories	Max. 26 stories
Height (feet)	Max. 440 feet	240 feet	390 feet	80 feet	390 feet

In June 2005 a second Addendum to the 2000 FEIR for the Oakland City Center Project (“Addendum #2”) was completed to update the environmental analysis contained in the FEIR and evaluate the potential differences between the environmental effects identified as part of the Original Project and the potential environmental effects resulting from a Modified Block T-12 Project (two options for the residential development, rather than office development, of Block T-12).

Approved and Modified Block T-12 Development Characteristics

	Original T-12	Modified Option 1	Modified Option 2
Office	584,000 sf	-0-	-0-
Residential	0	284 units	450 units
Commercial	0	-0-	-0-
Parking	220 spaces	284	430
Parking access	11 th Street	12 th Street	12 th Street
Loading Spaces	3	2	3
Loading access	11 th Street	12 th Street	12 th Street
Hgt. (stories)	26 stories	8 stories	8 to 25 stories
Height (feet)	390 feet	85 feet	240 feet

Addendum #2 acknowledged that since certification of the City Center Project EIR, changes in the immediate project vicinity had occurred with the completion of Landmark Place, a 92-unit condominium complex located on Martin Luther King Jr. Way and 12th Street and the construction of the Market Square Phase 1 Project, a 115-unit residential project. The Market Square Phase 1 Project is now occupied and Market Square Phase 2, is under construction at 901 Jefferson Street. Market Square Phase 2 include 1,030 sf of commercial space and 75 residential condominiums.

Addendum #2 included a review of anticipated traffic impacts of the approved Uptown Project, based on the EIR for the project to determine whether the T-12 Project could adversely affect intersections that would operate at unacceptable levels of service once

the Uptown project is completed. This review concluded that there would be limited interaction between traffic from the two projects at the affected intersections for the following reasons: First, although the projects would be as close as approximately six blocks from one another, traffic would use different streets to travel between the I-980 freeway and each of the projects, because Block T-12 is closer to the freeway ramps at 11th and 12th Streets, while the Uptown site is closer to ramps at 17th and 18th Streets. Second, Telegraph Ave, which forms the eastern boundary of the Uptown site and would be adversely affected by Uptown project traffic, is several blocks from T-12 (19th Street and north), meaning that any traffic from the T-12 project that was to pass through these intersections would likely be in small enough volumes that it would not result in meaningful changes to average vehicle delay (or level of service), and thus would not result in a cumulative contribution to any cumulative impacts. Second, the Uptown project will be required to implement mitigation at all of the intersections where that project would result in a significant adverse effect.

Since the certification of Addendum #2 on August 3, 2005 projects being developed in the downtown area have included the City Center Project in their cumulative traffic analysis. Addendum #2 included a traffic analysis of the high-rise office tower and modified residential options for Block T-12 and found that transportation impacts had not changed since the 2000 FEIR.

A residential option is no longer being considered for the T-12 site. The T-12 project now being proposed is exactly the same as the office tower project for T-12 that was studied in the 2000 FEIR and re-examined in comparison to residential options in Addendum #2. The development characteristics of the approved City Center Project as of August 2004 now include significantly less office space (550,000 sf) and slightly more residential units (51) than the Original Project. Additionally the potential height for buildings has been reduced by 50 feet. Therefore, the current City Center Project will likely generate fewer trips than what was studied because the amount of office space now included in the overall project is significantly lower than what was studied (less 550,000 sf).

Difference Between Development Characteristics of Original Project and the Project as of August 2004

	2000 EIR Total Project	Approved as of August 2004	Difference
Office	2,184,000 sf	1,634,000 sf	Less 550,000 sf
Residential	200 units	251 units	Plus 51 units
Commercial	23,000 sf	17,600	Less 5,400
Parking	836 spaces	858	Plus 28
Parking access	N/A	N/A	
Loading Spaces	12 spaces	10	Less 2 spaces
Loading access	N/A	N/A	
Hgt. (stories)	Max. 31 stories	Max. 26 stories	Less 5 stories
Height (feet)	Max. 440 feet	390 feet	Less 50 feet

Based on the analysis included in the FEIR, Addendum #1 and Addendum #2, no substantive revisions are needed to the 2000 Oakland City Center FEIR because no new significant impacts or substantially more severe impacts would result from developing an office tower on T-12 than was originally proposed in the 2000 EIR. Although there are new developments in the general vicinity since the 2000 FEIR, the City Center Project is now substantially smaller than what was studied in the 2000 FEIR and these projects do not significantly affect the same intersections as the City Center Project. Therefore, there have been no changes in the circumstances in the project area that would result in new significant environmental impacts or substantially more severe impacts; and because no new information has come to light that would indicate the potential for new significant impacts or substantially more severe impacts than were discussed in the 2000 FEIR no further evaluation is required, and no Supplemental/Subsequent EIR is needed pursuant to State CEQA Guidelines Section 15162.

A Mitigation and Monitoring Reporting Program (“MMRP”) for the City Center Block T-12 Project was revised and approved by the Planning Commission on August 3, 2005. The MMRP included all applicable measures identified in the City Center Project EIR, as revised in Addendum #2 to the City Center Project EIR. The MMRP contemplated the development of office space on T-12 or the development of a Modified Residential Project on T-12. Therefore the MMRP for the City Center Block T-12 Project as approved by the Planning Commission on July 20, 2005 is applicable since it contemplated the office development on T-12 as currently and originally proposed.

**Attachment E
Oakland City Center Project
CEQA Compliance**

An Environmental Impact Report (“EIR”) was certified in 2000 for the Oakland City Center Project and two addenda were subsequently completed (in 2003 and 2005). As detailed below, there are no changes to the project, new information, or changes in circumstances that would result in new significant environmental impacts or substantially more severe impacts from those previously identified in the 2000 EIR and later addenda. Therefore, no further environmental evaluation is required, and no Supplemental/ Subsequent EIR is needed pursuant to State CEQA Guidelines Section 15162. Moreover, the Mitigation Monitoring and Reporting Program approved in 2005 is still applicable.

The Oakland Planning Commission certified the EIR for the Oakland City Center Project (the “Original Project”) in April 2000. The Original Project consisted of the development of high-rise buildings on four city blocks in downtown Oakland – Blocks T-5/6, T-9, T-10 and T-12. The proposed land use under the Original Project for the four sites was predominately office with limited residential.

Development Characteristics of Original Project

	Block T-5/6	Block T-9	Block T-10	Block T-12	2000 EIR Project
	(approved)	(completed)	(approved)	(approved)	
Office	580,000 sf	470,000 sf	550,000 sf	584,000 sf	2,184,000 sf
Residential	0	0	200 units	0	200 units
Commercial	7,500 sf	7,500 sf	8,000 sf	0	23,000 sf
Parking	150 spaces	236 spaces	230 spaces	220 spaces	836 spaces
Parking access	11 th Street	11 th Street	Jefferson St.	11 th Street	N/A
Loading Spaces	3	3	3	3	12 spaces
Loading access	11 th Street	11 th Street	MLK Jr. Way	11 th Street	N/A
Hgt. (stories)	26 stories	21 stories	31 stories	26 stories	Max. 31 stories
Height (feet)	390 feet	306 feet	440 feet	390 feet	Max. 440 feet

The Shorenstein Company has completed construction of one high-rise office building on Block T-9. The Shorenstein Company ceded its development rights to Block T-10 and, in August 2004, Olson Urban Housing received approval to develop 251 residential units, 2,600 square feet of ground-floor commercial space, and 252 parking spaces in an 80-foot-tall, seven-story-plus-basement structure on Block T-10. The environmental effects of the modification to the Original Project for Block T-10 were evaluated in an Addendum (Addendum #1) to the 2000 Final EIR (FEIR) for the Oakland City Center Project. The FEIR Addendum #1 found that the modified T-10 project would have no new or substantially more severe impacts than those identified in the Final EIR. The FEIR Addendum #1 was approved by the Oakland Planning Commission in 2003, and the T-10 development is now under construction.

Development Characteristics of 2000 EIR and Approved Project as of August 2004

	2000 EIR Total Project	Block T-10 Addendum #1	Modified Total Project Addendum #1	Block T-10 Actual	Approved City Center Project as of August 2004
Office	2,184,000 sf	470,000 sf	1,634,000 sf	-0-	1,634,000 sf
Residential	200 units	400 units	400 units	-251-	251 units
Commercial	23,000 sf	3,000-10,000	Max. 25,000 sq. ft.	2,600	17,600
Parking	836 spaces	400 spaces	1,006 spaces	252 spaces	858
Parking access	N/A	Jefferson St.	Jefferson St.	Jefferson St.	N/A
Loading Spaces	12 spaces	1	10	1	10
Loading access	N/A	14 th Street	MLK Jr. Way	14 th Street	N/A
Hgt. (stories)	Max. 31 stories	20-24 stories	Max. 26 stories	8 stories	Max. 26 stories
Height (feet)	Max. 440 feet	240 feet	390 feet	80 feet	390 feet

In June 2005 a second Addendum to the 2000 FEIR for the Oakland City Center Project (“Addendum #2”) was completed to update the environmental analysis contained in the FEIR and evaluate the potential differences between the environmental effects identified as part of the Original Project and the potential environmental effects resulting from a Modified Block T-12 Project (two options for the residential development, rather than office development, of Block T-12).

Approved and Modified Block T-12 Development Characteristics

	Original T-12	Modified Option 1	Modified Option 2
Office	584,000 sf	-0-	-0-
Residential	0	284 units	450 units
Commercial	0	-0-	-0-
Parking	220 spaces	284	430
Parking access	11 th Street	12 th Street	12 th Street
Loading Spaces	3	2	3
Loading access	11 th Street	12 th Street	12 th Street
Hgt. (stories)	26 stories	8 stories	8 to 25 stories
Height (feet)	390 feet	85 feet	240 feet

Addendum #2 acknowledged that since certification of the City Center Project EIR, changes in the immediate project vicinity had occurred with the completion of Landmark Place, a 92-unit condominium complex located on Martin Luther King Jr. Way and 12th Street and the construction of the Market Square Phase 1 Project, a 115-unit residential project. The Market Square Phase 1 Project is now occupied and Market Square Phase 2, is under construction at 901 Jefferson Street. Market Square Phase 2 includes 1,030 sf of commercial space and 75 residential condominiums.

Addendum #2 included a review of anticipated traffic impacts of the approved Uptown Project, based on the EIR for the project to determine whether the T-12 Project could adversely affect intersections that would operate at unacceptable levels of service once

the Uptown project is completed. This review concluded that there would be limited interaction between traffic from the two projects at the affected intersections for the following reasons: First, although the projects would be as close as approximately six blocks from one another, traffic would use different streets to travel between the I-980 freeway and each of the projects, because Block T-12 is closer to the freeway ramps at 11th and 12th Streets, while the Uptown site is closer to ramps at 17th and 18th Streets. Second, Telegraph Ave, which forms the eastern boundary of the Uptown site and would be adversely affected by Uptown project traffic, is several blocks from T-12 (19th Street and north), meaning that any traffic from the T-12 project that was to pass through these intersections would likely be in small enough volumes that it would not result in meaningful changes to average vehicle delay (or level of service), and thus would not result in a cumulative contribution to any cumulative impacts. Second, the Uptown project will be required to implement mitigation at all of the intersections where that project would result in a significant adverse effect.

Since the certification of Addendum #2 on August 3, 2005 projects being developed in the downtown area have included the City Center Project in their cumulative traffic analysis. Addendum #2 included a traffic analysis of the high-rise office tower and modified residential options for Block T-12 and found that transportation impacts had not changed since the 2000 FEIR.

A residential option is no longer being considered for the T-12 site. The T-12 project now being proposed is exactly the same as the office tower project for T-12 that was studied in the 2000 FEIR and re-examined in comparison to residential options in Addendum #2. The development characteristics of the approved City Center Project as of August 2004 now include significantly less office space (550,000 sf) and slightly more residential units (51) than the Original Project. Additionally the potential height for buildings has been reduced by 50 feet. Therefore, the current City Center Project will likely generate fewer trips than what was studied because the amount of office space now included in the overall project is significantly lower than what was studied (less 550,000 sf).

Difference Between Development Characteristics of Original Project and the Project as of August 2004

	2000 EIR Total Project	Approved as of August 2004	Difference
Office	2,184,000 sf	1,634,000 sf	Less 550,000 sf
Residential	200 units	251 units	Plus 51 units
Commercial	23,000 sf	17,600	Less 5,400
Parking	836 spaces	858	Plus 28
Parking access	N/A	N/A	
Loading Spaces	12 spaces	10	Less 2 spaces
Loading access	N/A	N/A	
Hgt. (stories)	Max. 31 stories	Max. 26 stories	Less 5 stories
Height (feet)	Max. 440 feet	390 feet	Less 50 feet

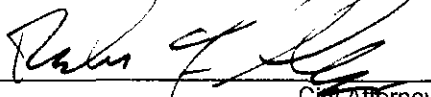
Based on the analysis included in the FEIR, Addendum #1 and Addendum #2, no substantive revisions are needed to the 2000 Oakland City Center FEIR because no new significant impacts or substantially more severe impacts would result from developing an office tower on T-12 than was originally proposed in the 2000 EIR. Although there are new developments in the general vicinity since the 2000 FEIR, the City Center Project is now substantially smaller than what was studied in the 2000 FEIR and these projects do not significantly affect the same intersections as the City Center Project. Therefore, there have been no changes in the circumstances in the project area that would result in new significant environmental impacts or substantially more severe impacts; and because no new information has come to light that would indicate the potential for new significant impacts or substantially more severe impacts than were discussed in the 2000 FEIR no further evaluation is required, and no Supplemental/Subsequent EIR is needed pursuant to State CEQA Guidelines Section 15162.

A Mitigation and Monitoring Reporting Program (“MMRP”) for the City Center Block T-12 Project was revised and approved by the Planning Commission on August 3, 2005. The MMRP included all applicable measures identified in the City Center Project EIR, as revised in Addendum #2 to the City Center Project EIR. The MMRP contemplated the development of office space on T-12 or the development of a Modified Residential Project on T-12. Therefore the MMRP for the City Center Block T-12 Project as approved by the Planning Commission on August 3, 2005 is applicable since it contemplated the office development on T-12 as currently and originally proposed.

OFFICE OF THE CITY CLERK
CITY OF OAKLAND

2007 FEB 15 PM 7:37

APPROVED AS TO FORM AND LEGALITY:


City Attorney

OAKLAND CITY COUNCIL

ORDINANCE No. _____ C.M.S.

AN ORDINANCE AUTHORIZING THE CITY TO ENTER INTO A TWELFTH AMENDMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH SHORENSTEIN REALTY INVESTORS THREE, L.P., REGARDING THE CITY CENTER PROJECT: (1) EXTENDING THE OPTION TO PURCHASE BLOCK T-12 BY EIGHT MONTHS UNTIL DECEMBER 31, 2007; (2) REVISING PROVISIONS REGARDING WHEN THE PLANNED UNIT DEVELOPMENT AND GRADING PERMITS ARE REQUIRED; (3) DELETING THE OPTION TO DEVELOP A RESIDENTIAL PROJECT ON BLOCK T-12; (4) APPROVING THE ASSIGNMENT BY SRI, THREE OF ITS RIGHTS AND OBLIGATIONS TO SHORENSTEIN REALTY INVESTORS EIGHT, L.P.; (5) COMMITTING THE DEVELOPER TO CONTRIBUTE UP TO \$100,000 TO FUND AN EFFORT TO ATTRACT RETAIL TO DOWNTOWN OAKLAND; AND (6) COMMITTING THE DEVELOPER TO EXPLORE THE FEASIBILITY OF INCLUDING RETAIL IN ITS BLOCK T-12 AND T-5/6 COMMERCIAL DEVELOPMENTS AND A WORLD TRADE SHOWCASE CENTER PROJECT ON BLOCK T-5/6.

WHEREAS, the City of Oakland ("City"), the Redevelopment Agency of the City of Oakland ("Agency") and Shorenstein Realty Investors Three ("SRI Three") are parties to a Disposition and Development Agreement ("DDA") whereby SRI Three is the master developer of the twelve block area in the Central District Urban Renewal Area commonly referred to as the City Center Project; and

WHEREAS, the DDA, which sets forth the terms and conditions whereby SRI Three may purchase and develop the various parcels within the City Center Project, has been amended eleven times, most recently in 2005; and

WHEREAS, the parties to the DDA desire to further amend certain terms of the DDA including, among other things to, (1) extend the deadline to purchase Block T-12 (legal description for Block T-12 is attached as Exhibit A) by eight months until December 31, 2007; (2) revise provisions regarding when the Planned Unit Development ("PUD") and Grading Permits are

required; (3) delete the option to develop a residential project on T-12; (4) approving the assignment by SRI Three of its rights and obligations to Shorenstein Realty Investors Eight, LP ("SRI Eight"); and (5) commit the developer to contribute up to \$100,000 to fund an effort to attract retail to Downtown Oakland and (6) to explore the feasibility of including retail in its T-12 and T-5/6 (legal description for Block T-5/6 is attached as Exhibit B) commercial developments and World Trade Showcase Center Project on Block T-5/6., all as more fully described in the agenda report for this matter; and

WHEREAS, the City currently owns Building Site T-12 and at the time SRI Eight exercises its purchase option pursuant to the DDA, the City will transfer T-12 to the Agency, whereupon the Agency will transfer the site to SRJ Eight and Agency will pass through to the City the purchase amount received from SRI Eight; and

WHEREAS, an Environmental Impact Report ("EIR") (certified by the Oakland Planning Commission on April 26, 2000), has been prepared for the City Center project as proposed by Shorenstein Realty Partners Three, L.P., and has been independently reviewed and considered by the Agency in evaluating the City Center project in compliance with CEQA, the Guidelines for Implementation of the California Environmental Quality Act (14 CCR Sections 15000, et seq., the "State EIR Guidelines"), and the City's Environmental Review Regulations; and

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

WHEREAS, the Planning Commission and the City determined that the EIR examined a reasonable range of alternatives, and that each alternative was rejected as infeasible for various reasons; and

WHEREAS, the Planning Commission and the City found and determined that all adverse environmental effects of the City Center project, with the exception of (1) increase in traffic delays in the downtown, (2) cumulative contribution to regional air pollutant problems, (3) cumulative noise impacts, and (4) exceedances of the 36-mph "wind hazard" speed could occur, would be less than significant or reduced to less-than-significant levels after implementation of the mitigation measures identified in the EIR and the mitigation monitoring program; and

WHEREAS, the Planning Commission and the City found and determined that the benefits of the City Center project outweigh any unavoidable adverse impact of the Project; and

WHEREAS, the Planning Commission and City both approved the Project and a Notice of Determination was subsequently filed; and

WHEREAS, Addendum #1 to the EIR, was prepared for increases in residential density and the elimination of office use for Block T-10 in October 2003, which was independently reviewed and considered by the Agency, and which concluded that none of the changes to the T-10 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, both the Planning Commission and City both approved the Block T-10 revisions to the Project and a Notice of Determination was subsequently filed; and

WHEREAS, a June 2005 Addendum #2 to the EIR was prepared that considered an office tower as currently proposed as well as a residential land use option on Block T-12 which has been independently reviewed and considered by the Agency for applicability to the proposed Project, and which has concluded that none of the changes to the T-12 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, as required by Health and Safety Code Section 33431, notice of the public hearing regarding the Twelfth Amendment to the DDA 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, the City has made available to the public for inspection, no later than the first date of publication of the notice for the hearing, a copy of the proposed Twelfth Amendment to the DDA; and

WHEREAS, the City has approved the execution of the Twelfth Amendment to the DDA and the terms of the disposition of Building Sites T-12 and T-5/6 by ordinance after a public hearing; now, therefore

THE COUNCIL OF THE CITY OF OAKLAND DOES ORDAIN AS FOLLOWS:

Section 1. The City hereby finds and determines: (1) that it has been presented and has independently reviewed and considered the information contained in the previously certified EIR and Addendum #2, and the EIR and Addendum #2 comply with CEQA and the CEQA Guidelines' requirements for analysis of the Project's environmental effects and mitigation measures; (2) that the mitigation measures adopted by the Agency in considering the EIR and approving the DDA, together with a mitigation monitoring program for the Project, are hereby adopted as specified in the attached Exhibit C; and (3) that none of the changes to the project, or circumstances under which it will be undertaken, or new information of substantial importance require preparation of a subsequent or supplemental EIR.

Section 2. The City hereby authorizes the City Administrator or her designee to negotiate and execute a Twelfth Amendment to the DDA with Shoreinstein as set forth hereinabove and to take any other action with respect thereto consistent with this ordinance and its basic purpose.

Section 3. The City hereby authorizes the sale of Development Site T-12 from the City to the Agency to facilitate the sale of Development Site T-12 from the Agency to SRI Eight pursuant to the DDA terms.

Section 4. The City hereby authorizes the City Administrator or her designee to approve the transfer of the DDA to SRI Eight subject to SRI Eight providing documentation to the City

Administrator that it has sufficient investment or control by Shorenstein related entities or individuals as required by Section 2.04(a) of the Ninth Amendment to the DDA.

Section 5. That any and all documents necessary to effectuate the intent of this ordinance shall be reviewed and approved as to form by the Agency Counsel prior to execution by the City Administrator or her designee.

Section 6. 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.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 2007

PASSED BY THE FOLLOWING VOTE:

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

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
LaTonda Simmons
City Clerk and Clerk of the Council
of the City of Oakland, California

Exhibit A

Legal Description of Block T-12

LEGAL DESCRIPTION

Real Property in the City of Oakland, County of Alameda, State of California, described as follows:

Lots 1 to 28 inclusive, Block 155 Kellersberger's Map of Oakland, filed in Book 7 of Maps, Page 3, Records of Alameda County.

APN: 002-0027-007

Exhibit B

Legal Description for Block T-5/6 (combined)

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

Parcel PP, as shown on the Parcel Map 5533, filed November 17, 1988 in Book 180 of Parcel Maps, Page 44, Alameda County Records.

EXCEPTING THEREFROM that portion conveyed to the City of Oakland in the Grant Deed executed by the Redevelopment Agency of the City of Oakland recorded March 30, 1976, Series No. 76-47723, Official Records.

APN: 002-0097-038, 002-0097-040, 002-0097-039

EXHIBIT C

MITIGATION MONITORING PROGRAM – BLOCK T-12

**MITIGATION MEASURES AND MONITORING PROGRAM
CASE FILE NO. PUD 05185**

CITY CENTER PROJECT – EIR ADDENDUM #2

(Changes from 2000 Revised and Amended)

***APPLICABLE 2000 FEIR MITIGATION MEASURES – TRAFFIC, CIRCULATION
AND PARKING (AMENDED AND RESTATED)***

Impact B.1: The project would result in increases in traffic delay in the downtown. In particular, the project would result in a deteriorated level of service at the intersection of 12th and Brush Streets in the a.m. peak hour. This would be a significant impact.

Mitigation Measure B.1a: AT-12th and Brush Streets, the Block T12 project sponsor (if Option 2 is selected), along with the developer of Block T5/6 (Shorenstein or its successor) shall work with Caltrans and coordinate with the City to consider various improvement options, which could include signal timing improvements or additional lanes on the ramp. The developer shall fund its fair share of any required improvements. Because implementation of this measure requires consultation with Caltrans, the City cannot ensure that the mitigation measure could be implemented and the anticipated impact is therefore considered to be significant and unavoidable.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division; Caltrans

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of certificate of occupancy for last building.

Impact B.4: The project could result in a parking deficit of approximately 430 off-street parking spaces at project buildout. This would be a significant impact.

Mitigation Measure B.4: The Block T12 project sponsor, along with the developer of Block T5/6 (Shorenstein or its successor) shall submit a transportation/parking study, subject to the review and approval of the City Traffic Engineering Division of the Public Works Agency and the Planning Division of the Community and Economic Development Agency, that evaluates then-current and forecast parking supply and demand for each subsequent project phase, prior to the final PUD approval of those phases. The study shall also determine the degree, if any, of the expected shortfall in transit capacity that could result from a shift away from auto travel and to transit use. Implementation of Mitigation Measure B.4 would ensure that development and occupancy of Blocks T12 and T5/6 would not adversely affect parking in the project vicinity.

If a parking shortfall is anticipated, the developer shall implement means of reducing parking demand and, to the extent deemed necessary, of increasing off-street parking supply in the City Center area through a variety of methods, which may include one or more of the following measures, as deemed appropriate by the City:

- The developer shall work with the Redevelopment Agency to construct (or provide in-lieu fees for City construction of) some portion of the shortfall of approximately 430 parking spaces that the project would generate;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall incorporate the use of valet parking in commercial parking garage(s) within buildings owned by the developer, including the City Center Garage. (Residential valet parking typically is less feasible than valet operation in commercial garages due to longer-term residential demand.) Valet operations typically increase garage capacity by between 30 percent and 50 percent, and these steps could accommodate nearly all of the project's calculated commercial parking shortfall;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to institute flexible work hours or telecommuting;
- The developer shall construct additional on-site parking for the affected subsequent phase(s) of the project;
- The developer shall work with the City to expand the existing City Center West garage;
- The developer shall connect the underground parking areas on two or more of the project's building sites;
- The developer and/or the City shall use one of the four building sites for above-ground (structure) parking;
- The developer shall participate in a potential future parking assessment district that may be created for an area including the project site; and/or
- The City shall require that the developer pay a development impact fee to offset the cost of providing additional parking in the City Center area.

In addition, parking demand could be reduced through steps to reduce use of single-occupancy vehicles. (These same steps would also reduce traffic and lessen emissions of criteria air pollutants.) Among the possibilities the applicant could undertake are:

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) and distribute information to employees on transit and carpooling options (maps, schedules, information from Bay Area RIDES). This could be done at a lobby kiosk or other location where employees are likely to congregate;
- In coordination with AC Transit and City staff, the developer shall construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks, or on other comparable nearby roadway segments that may be identified by AC Transit and City staff as the most appropriate location(s) to locate such facilities to most effectively serve the project;
- The developer shall establish a "transit store" to provide transit information and sell transit passes and tickets, as well as distribute transit maps and schedules. This "store" could be incorporated into a convenience store that might exist within the project;
- The developer shall provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in project garages, the City Center Garage, and City Center West

Garage for carpool and vanpool vehicles. If a waiting list for monthly parking develops assign priority in issuing new permits to carpools and vanpools;

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to subsidize transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program) and/or direct provision by the office developer of such transit pass subsidies; and
- The developer shall provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses, secure short-term bicycle parking for retail customers, and showers and lockers for employees bicycling or walking to work.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.5: Project ridership on AC Transit could be accommodated. Project ridership on BART could be accommodated on the trains, but is likely to exceed the capacity of the 12th Street station at project buildout. This would be a significant impact.

Mitigation Measure B.5: For the final phase of the project construction following Block T12 (Block T5/6), the developer of Block T5/6 (Shorenstein or its successor), if the Block T5/6 building includes office space, shall conduct a study, subject to the review and approval of the City Traffic Engineering Division, to determine whether there is adequate exiting capacity at the 12th Street station. The Block T5/6 developer shall work with BART to assure that with buildout of the project (all four buildings), adequate exit fare gates are available at the 11th Street exits in the a.m. peak hour so that the maximum passenger wait does not exceed two minutes to be processed through the fare gates. This may require the addition of one or more new fare gates at the 11th Street exit to the station. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.6: The project is likely to increase the demand for bicycle parking in the City Center area, and may be inconsistent with the suggested bicycle parking space recommendations indicated in the Oakland Bicycle Master Plan. This would be a significant impact.

Mitigation Measure B.6: The project shall provide an adequate number of bicycle parking spaces, as determined by the City, in location(s) either on-site or within a three-block radius, or through payment of appropriate in-lieu fees. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Planning Division and Public Works Agency, Traffic Engineering Division shall review project's proposed bicycle parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.7: Project construction could result in temporary circulation impacts in the project vicinity. This would be a significant impact.

Mitigation Measure B.7: Prior to the start of excavation or construction on all project blocks, the project sponsors would submit to the City Traffic Engineering Division for review and approval a plan for managing construction-period traffic and parking. This plan would include information on routing of construction traffic, deliveries of large items, provision of off-street parking for construction workers, use of on-street parking spaces, off-street equipment staging, and any encroachment into public streets that would affect traffic flow, public parking, or pedestrian access and safety. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's construction-period traffic and parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of building permits for each building.

APPLICABLE 2000 FEIR MITIGATION MEASURES – air quality (RESTATED)

Impact C.1: Fugitive dust generated by construction activities would be substantial and would increase PM-10 concentrations in the immediate project vicinity. This would be a significant impact.

Mitigation Measure C.1: The project sponsors (Shorenstein, or its successor, as applicable) shall require the construction contractor to implement a dust abatement program.

Elements of this program shall include the following:

- Water all active construction areas at least twice daily;
- Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least two feet of freeboard (i.e., the minimum required space between the top of the load and the top of the trailer);
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas and staging areas at construction sites;
- Sweep daily (with water sweepers) all paved access roads, parking areas and staging areas at construction sites;

- Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets; and
- Designate a person or persons to oversee the implementation of a comprehensive dust control program and to increase watering, as necessary.

The above list of measures are recommended by BAAQMD as feasible control measures to reduce construction dust emissions at sites, such as the individual development blocks associated with the project, which are less than four acres in area. With implementation of these mitigation measures, the residual effect would be less than significant.

In addition, the following measures, which are identified in the EIR on the *Oakland General Plan Land Use and Transportation Element* (City of Oakland, 1997; p. III.E-26) for future development projects, are recommended to minimize construction equipment emissions during the construction period:

- Demonstrate compliance with BAAQMD Regulation 2, Rule 1 (General Requirements) for all portable construction equipment subject to that rule. BAAQMD Regulation 2, Rule 1 requires an authority to construct and permit to operate certain types of portable equipment used for construction purposes (e.g., gasoline or diesel-powered engines used in conjunction with power generation, pumps, compressors, and cranes) unless such equipment complies with all applicable requirements of the “CAPCOA Portable Equipment Registration Rule” or with all applicable requirements of the Statewide Portable Equipment Registration Program. This exemption is provided in BAAQMD Rule 2-1-105.
- Perform low- NO_x tune-ups on all diesel-powered construction equipment greater than 50 horsepower (no more than 30 days prior to the start of use of that equipment). Periodic tune-ups (every 90 days) should be performed for such equipment used continuously during the construction period.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout the construction period.

Impact C.2: The project would result in an increase in criteria pollutant emissions due to related motor vehicle trips and on-site area emissions sources. This would be a significant impact.

Mitigation Measure C.2a: Throughout operation of the project, the office developer (Shorenstein or its successor) shall implement Transportation Control Measures identified in the *General Plan Land Use and Transportation Element EIR*.

The following Transportation Control Measures shall be implemented to increase the likelihood that the assumed level of use of alternative travel modes (i.e., transit and carpool) that has been incorporated into the impact analysis would be exceeded in practice and, furthermore, to reduce estimated vehicle-related NO_x emissions by four percent, which would reduce the impact to less than significant (i.e., to less than

80 pounds per day). (For each measure, the estimated effectiveness in reducing vehicle trips is given in parentheses.)

- Implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) (effectiveness 1.0 to 4.0 percent of work trips);
- In coordination with AC Transit and City staff, construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks (effectiveness 0.5 to 2.0 percent of all trips);
- Provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in the City Center Garage and City Center West Garage for carpool and vanpool vehicles (effectiveness 0.5 to 1.5 percent of work trips for preferential location; 2 percent or more of work trips for reduced parking fees);
- Provide employer subsidy of transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program);
- Provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips);
- Provide showers and lockers for employees bicycling or walking to work at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips); and
- Provide secure short-term bicycle parking for future retail customers (effectiveness 1.5 to 2.0 percent of non-work trips).

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division and Building Services Division

Monitoring Action(s): For physical improvements, CEDA Planning Division shall review and approve project plans to ensure required improvements are included; Building Services Division shall verify construction of required improvements during field inspection. For ongoing programs during building operation, Planning Division, Building Services Division, and/or Oakland Public Works Agency, Traffic Engineering Division shall monitor on a complaints-received basis.

Monitoring Responsibility: CEDA, Planning Division and Building Services Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Implementation will occur throughout operation of subsequent office buildings based on transportation plans to be submitted by the office developer prior to the issuance of an occupancy permit for the T12 and T5/6 buildings.

Mitigation Measure C.2b: The office developer (Shorenstein or its successor) shall implement Mitigation Measure B.5 (improvements to BART-12th Street Station exit gates) to facilitate use of BART by project workers.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

APPLICABLE 2000 FEIR MITIGATION MEASURES – noise (AMENDED AND RESTATED)

Impact D.1: Construction activities would intermittently and temporarily generate noise levels above existing ambient levels in the project vicinity. This would be a significant impact.

Mitigation Measure D.1a: The project sponsor shall require construction contractors to limit standard construction activities as required by the City Building Department. Such activities are generally limited to between 7:00 a.m. and 7:00 p.m. Monday through Friday, with pile driving and/or other extreme noise generating activities greater than 90 dBA limited to between 8:00 a.m. and 4:00 p.m. Monday through Friday, with no extreme noise generating activity permitted between 12:30 p.m. and 1:30 p.m. No construction activities shall be allowed on weekends until after the building is enclosed, without prior authorization of the Building Services Division, and no extreme noise generating activities shall be allowed on weekends and holidays.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1b: To reduce daytime noise impacts due to construction, the project sponsor shall require construction contractors to implement the following measures:

- Equipment and trucks used for project construction shall utilize the 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 and necessary);
- Impact tools (*e.g.*, jack hammers, pavement breakers, and rock drills) used for project 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 shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dB. External jackets on the tools themselves shall be used where feasible, and this could achieve a reduction of 5 dB. Quieter procedures shall be used such as drilling rather than impact equipment whenever feasible; and
- Stationary noise sources shall be located as far from sensitive receptors as possible. If they must be located near existing receptors, they shall be muffled to the extent feasible and enclosed within temporary sheds.

- If feasible, the noisiest phases of construction (such as pile driving) shall be limited to less than 10 days at a time to comply with the local noise ordinance.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1c: To further mitigate potential other extreme noise generating construction impacts, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. Prior to commencing construction, a plan for such measures shall be submitted for review and approval by the City to ensure that maximum feasible noise attenuation will be achieved. These attenuation measures shall include as many of the following control strategies as feasible:

- Erect temporary plywood noise barriers around the construction site, particularly along the eastern boundary along 14th Street to shield the adjacent multi-family residential buildings;
- Implement “quiet” pile driving technology (such as pre-drilling of piles, the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
- Utilize noise control blankets on the building structure as the building 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; and
- Monitor the effectiveness of noise attenuation measures by taking noise measurements.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1d: Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor shall submit to the City Building Department a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include:

- A procedure for notifying the City Building Division staff and Oakland Police Department;
- A plan for posting signs on-site pertaining to permitted construction days and hours and complaint procedures and who to notify in the event of a problem;

- A listing of telephone numbers (during regular construction hours and off-hours);
- The designation of an on-site construction complaint manager for the project;
- Notification of neighbors within 300 feet of the project construction area at least 30 days in advance of *pile-driving activities about the estimated duration of the activity*; and
- A preconstruction meeting shall be held with the job inspectors and the general contractor/on-site project manager to confirm that noise mitigation and practices (including construction hours, neighborhood notification, posted signs, etc.) are completed.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Implementation of Mitigation Measure D.1a through D.1d would reduce construction noise impacts to a less-than-significant level.

APPLICABLE 2000 FEIR MITIGATION MEASURES – shadow and wind (RESTATED)

Impact F.2: The project could result in exceedances of the 36-mph “wind hazard” speed. This would be a significant impact.

Mitigation Measure F.2: The City shall require the project sponsors (Shorenstein, or its successor, as applicable) to incorporate, to the maximum extent feasible, specific design elements in the final siting and designs for the high rises that would reduce ground-level winds within the Downtown Showcase District.

Recommended modifications to the building masses as tested [i.e., 425-foot towers tested for the 1997 General Plan Land Use and Transportation Element EIR] to reduce winds would include some of the design features already included in the project, such as:

- placing the buildings back from the sidewalk, which would likely reduce winds at the sidewalk itself;
- the introduction of curved facades, which could reduce the tendency of the project structures to intercept upper-level winds and direct them down to ground level; and
- placing the tower atop a lower podium level, which would serve to interrupt winds traveling down the tower before they reach ground level.

In addition, the use of facade articulation, to break up winds along the building face, and horizontally projecting wind screens, to disturb the downward flow of wind, could further serve to reduce ground-level winds.

This anticipated impact may remain significant even after implementation of these measures. Consistent with the 2000 FEIR, a condition of approval shall be incorporated into the Modified Project requiring further wind-tunnel testing for any project that includes development in excess of 100 feet in height, in order to reduce wind impacts to the maximum extent feasible, although it is possible that the impact would not be reduced to a less-than-significant level.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): For Block T12, if Option 2 (i.e., a building in excess of 100 feet tall) is selected, Planning Division shall require wind-tunnel testing. For subsequent phases of the City Center Project, Planning Division shall similarly require wind-tunnel testing for buildings taller than 100 feet, unless a qualified wind expert determines no testing is required.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Prior to approval of Final PUD for each phase of the City Center Project.

MITIGATION FOR ISSUES ANALYZED IN THE INITIAL STUDY

Geology and Soils (Restated)

- Construction operations, especially excavation and grading operations, shall be confined as much as possible to the dry season, in order to avoid erosion of disturbed soils; and
- Final project landscaping plans shall be submitted to the Planning Director for review and approval.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning and Building Services Divisions

Monitoring Action(s): CEDA, Planning Division shall review and approved landscaping plans; Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Hydrology and Water Quality (Amended and Restated)

- The applicant shall be required to pay fees to compensate the City for the cost of any system upgrades required to accommodate increased runoff from the proposed project; and
- The applicant shall be required to grade unpaved areas to control surface drainage and redirect surface water away from areas of activity during excavation and construction; and
- The project applicant shall be required to comply with the Alameda Countywide Clean Water Program NPDES permit, and would implement appropriate source control and site design measures, and design and implement stormwater treatment measures to reduce stormwater pollution to the maximum extent practicable.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division; Oakland Public Works Agency

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Cultural Resources (Amended and Restated)

- An archival cultural resource evaluation shall be implemented prior to the start of construction or other ground-disturbing activities to identify whether historic or unique archaeological resources exist within the project site. The archival cultural resource evaluation, or “sensitivity study,” shall be conducted by a cultural resource professional approved by the City who meets the Secretary of the Interior’s Professional Qualifications Standards for Prehistoric and Historical Archaeology.

The purpose of the archival cultural resource evaluation is to: (1) identify documentation and studies to determine the presence and location of potentially significant archaeological deposits; (2) determine if such deposits meet the definition of a historical resource under CEQA Guidelines Section 15064.5 or a unique archaeological resource under CEQA Section 21083.2(g); (3) guide additional archaeological work, potentially including pre-construction subsurface archaeological investigation if warranted, to recover the information potential of such deposits; and (4) define an archaeological monitoring plan, if warranted. If excavation is the only feasible means of data recovery, such excavation shall be in accord with the provisions of CEQA Guidelines Section 15126.4(b)(3)(C). Any additional archaeological work and or monitoring shall be pursuant to a plan approved by the City. If a pre-constructing testing program is deemed necessary by the qualified professional as a result of the archival study, it shall be guided by the archival study and shall use a combination of subsurface investigation methods (including backhoe trenching, augering, and archaeological excavation units, as appropriate).

Representatives of established local Chinese-American organizations (including the Chinese Historical Society of America and the Oakland Asian Cultural Center) shall be invited to participate in a focused community review of the archival cultural resource evaluation prior to any subsequent recovery of potential resources or prior to the start of construction, whichever is earlier. The City shall consider the community comments in its review and approval of any plan for additional archaeological work or monitoring.

Should an archaeological artifact be discovered on-site during project construction, all activities within a 50-foot radius would be halted until the findings can be fully investigated by a qualified archaeologist to evaluate the find and assess the significance of the find according to the CEQA definition of a historical or unique archaeological resource. If the deposit is determined to be significant, the project sponsor and the qualified archaeologist shall meet to determine the appropriate avoidance measures or other appropriate mitigation, subject to approval by the City of Oakland, which shall assure implementation of appropriate mitigation measures recommended by the archaeologist. Should archaeologically significant materials be recovered, the qualified archaeologist would recommend appropriate analysis and treatment, and would prepare a report on the findings for submittal to the Northwest Information Center.

If historic or unique archaeological resources associated with the Chinese community are identified within the project site and are further determined to be unique, the City shall consult with representatives of an established local Chinese-American organization(s) regarding the potential use of the archaeological findings for interpretive purposes.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): Project sponsor shall prepare and submit to Planning Division for review and approval an archival cultural resource evaluation. Project sponsor shall contact qualified archaeologist in the event that artifacts are discovered during construction. Archaeologist shall consult with Planning Division and with representatives of local Chinese-American community regarding any such discovery and shall undertake data recovery as warranted based on the nature of the discovery.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Review and accept archival cultural resource evaluation prior to the start of any ground-disturbing activities. Direct data recovery, as applicable, in the event that artifacts are discovered during the construction period.

- In the event that human skeletal remains are uncovered at the project site during construction or ground-breaking activities, all work shall immediately halt and the Alameda County Coroner shall be contacted to evaluate the remains, and follow the procedures and protocols pursuant to Section 15064.5 (e)(1) of the CEQA Guidelines. If the County Coroner determines that the remains are Native American, the City shall contact the California Native American Heritage Commission (NAHC), pursuant to subdivision (c) of Section 7050.5 of the Health and Safety Code, and all excavation and site preparation activities shall cease within a 50-foot radius until appropriate arrangements are made.

If the agencies determine that avoidance is not feasible, then an alternative plan shall be prepared with specific steps and timeframe required to resume construction activities. Monitoring, data recovery, determination of significance and avoidance measures (if applicable) shall be completed expeditiously.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division; Alameda County Coroner; Native American Heritage Commission

Monitoring Action(s): Project sponsor shall contact coroner in the event that human remains are encountered. Agencies shall respond to any such discovery as applicable.

Monitoring Responsibility: CEDA, Planning Division; Alameda County Coroner; Native American Heritage Commission

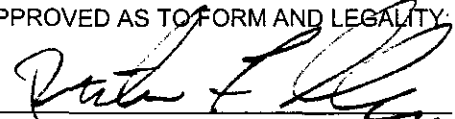
Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

OFFICE OF THE CITY CLERK
OAKLAND

2007 FEB 15 PM 7:37

APPROVED AS TO FORM AND LEGALITY:


Agency Counsel

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

A RESOLUTION AUTHORIZING THE AGENCY TO ENTER INTO A TWELFTH AMENDMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH SHORENSTEIN REALTY INVESTORS THREE, L.P., REGARDING THE CITY CENTER PROJECT: (1) EXTENDING THE OPTION TO PURCHASE BLOCK T-12 BY EIGHT MONTHS UNTIL DECEMBER 31, 2007; (2) REVISING PROVISIONS REGARDING WHEN THE PLANNED UNIT DEVELOPMENT AND GRADING PERMITS ARE REQUIRED; (3) DELETING THE OPTION TO DEVELOP A RESIDENTIAL PROJECT ON BLOCK T-12; (4) APPROVING THE ASSIGNMENT BY SRI, THREE OF ITS RIGHTS AND OBLIGATIONS TO SHORENSTEIN REALTY INVESTORS EIGHT, L.P.; (5) COMMITTING THE DEVELOPER TO CONTRIBUTE UP TO \$100,000 TO FUND AN EFFORT TO ATTRACT RETAIL TO DOWNTOWN OAKLAND; AND (6) COMMITTING THE DEVELOPER TO EXPLORE THE FEASIBILITY OF INCLUDING RETAIL IN ITS BLOCK T-12 AND T-5/6 COMMERCIAL DEVELOPMENTS AND A WORLD TRADE SHOWCASE CENTER PROJECT ON BLOCK T-5/6.

WHEREAS, the City of Oakland ("City"), the Redevelopment Agency of the City of Oakland ("Agency") and ShoreNSTEIN Realty Investors Three ("SRI Three") are parties to a *Disposition and Development Agreement* ("DDA") whereby SRI Three is the master developer of the twelve block area in the Central District Urban Renewal Area commonly referred to as the City Center Project; and

WHEREAS, the DDA, which sets forth the terms and conditions whereby SRI Three may purchase and develop the various parcels within the City Center Project, has been amended eleven times, most recently in 2005; and

WHEREAS, the parties to the DDA desire to further amend certain terms of the DDA including, among other things to, (1) extend the deadline to purchase block T-12 (legal description for Block T-12 is attached as Exhibit A) by eight months until December 31, 2007;

(2) revise provisions regarding when the Planned Unit Development (“PUD”) and Grading Permits are required; (3) delete the option to develop a residential project on T-12; (4) approving the assignment by SRI Three of its rights and obligations To Shorenstein Realty Investors Eight, L.P. (“SRI Eight”) and (5) committing the developer to contribute up to \$100,000 to fund an effort to attract retail to Downtown Oakland and (6) to explore the feasibility of including retail in its T-12 and T-5/6 (legal description for Block T-5/6 is attached as Exhibit B) commercial developments and World Trade Showcase Center Project on Block T-5/6, all as more fully described in the agenda report for this matter; and

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

WHEREAS, an Environmental Impact Report (“EIR”) (certified by the Oakland Planning Commission on April 26, 2000), has been prepared for the City Center project as proposed by Shorenstein Realty Partners Three, L.P., and has been independently reviewed and considered by the Agency in evaluating the City Center project in compliance with CEQA, the Guidelines for Implementation of the California Environmental Quality Act (14 CCR Sections 15000, et seq., the “State EIR Guidelines”), and the City’s Environmental Review Regulations; and

WHEREAS, the Planning Commission and the Agency determined that the EIR examined a reasonable range of alternatives, and that each alternative was rejected as infeasible for various reasons; and

WHEREAS, the Planning Commission and the Agency found and determined that all adverse environmental effects of the City Center project, with the exception of (1) increase in traffic delays in the downtown, (2) cumulative contribution to regional air pollutant problems, (3) cumulative noise impacts, and (4) exceedances of the 36-mph “wind hazard” speed could occur, would be less than significant or reduced to less-than-significant levels after implementation of the mitigation measures identified in the EIR and the mitigation monitoring program; and

WHEREAS, the Planning Commission and the Agency found and determined that the benefits of the City Center project outweigh any unavoidable adverse impact of the Project; and

WHEREAS, the Planning Commission and Agency both approved the Project and a Notice of Determination was subsequently filed; and

WHEREAS, Addendum #1 to the EIR, was prepared for increases in residential density and the elimination of office use for Block T-10 in October 2003, which was independently reviewed and considered by the Agency, and which concluded that none of the changes to the T-10 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, both the Planning Commission and Agency both approved the Block T-10 revisions to the Project and a Notice of Determination was subsequently filed; and

WHEREAS, a June 2005 Addendum #2 to the EIR was prepared that considered an office tower as currently proposed as well as a residential land use option on Block T-12 which has been independently reviewed and considered by the Agency for applicability to the proposed Project, and which has concluded that none of the changes to the T-12 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, as required by Health and Safety Code 33431, a notice of the public hearing regarding the Twelfth Amendment to the DDA 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, 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 copy of the proposed Twelfth Amendment to the DDA; and

WHEREAS, the City currently owns Building Site T-12 and at the time SRI Eight exercises its purchase option pursuant to the DDA, the City will transfer T-12 to the Agency, whereupon the Agency will transfer the site to SRI Eight and Agency will pass through to the City the purchase amount received from SRI Eight;

WHEREAS, the City has approved the execution of the Twelfth Amendment to the DDA by ordinance after a public hearing; now, therefore, be it

RESOLVED: That the Redevelopment Agency hereby finds and determines: (1) that it has been presented and has independently reviewed and considered the information contained in the previously certified EIR and Addendum #2, and the EIR and Addendum #2 comply with CEQA and the CEQA Guidelines' requirements for analysis of the Project's environmental effects and mitigation measures; (2) that the mitigation measures adopted by the Agency in considering the EIR and approving the DDA, together with a mitigation monitoring program for the Project, are hereby adopted as specified in the attached Exhibit C; and (3) that none of the changes to the project, or circumstances under which it will be undertaken, or new information of substantial importance require preparation of a subsequent or supplemental EIR; and be it

FURTHER RESOLVED: That the Redevelopment Agency hereby authorizes the Agency Administrator or her designee to negotiate and execute a Twelfth Amendment to the DDA with Shorenstein as set forth hereinabove and to take any other action with respect thereto consistent with this Resolution and its basic purpose; and be it

FURTHER RESOLVED: That the Redevelopment Agency hereby authorizes the Agency Administrator or her designee to approve the transfer of the DDA to SRI Eight subject to SRI Eight providing documentation to the Agency Administrator that it has sufficient investment or control by Shorenstein related entities or individuals as required by Section 2.04(a) of the Ninth Amendment to the DDA; and be it

FURTHER RESOLVED: That any and all documents necessary to effectuate the intent of this resolution shall be reviewed and approved as to form by the Agency Counsel prior to execution by the Agency Administrator or her designee; 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.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2007

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

Legal Description of Block T-12

LEGAL DESCRIPTION

Real Property in the City of Oakland, County of Alameda, State of California, described as follows:

Lots 1 to 28 inclusive, Block 155 Kellersberger's Map of Oakland, filed in Book 7 of Maps, Page 3, Records of Alameda County.

APN: 002-0027-007

Exhibit B

Legal Description for Block T-5/6 (combined)

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

Parcel PP, as shown on the Parcel Map 5533, filed November 17, 1988 in Book 180 of Parcel Maps, Page 44, Alameda County Records.

EXCEPTING THEREFROM that portion conveyed to the City of Oakland in the Grant Deed executed by the Redevelopment Agency of the City of Oakland recorded March 30, 1976, Series No. 76-47723, Official Records.

APN: 002-0097-038, 002-0097-040, 002-0097-039

EXHIBIT C

MITIGATION MONITORING PROGRAM – BLOCK T-12

**MITIGATION MEASURES AND MONITORING PROGRAM
CASE FILE NO. PUD 05185**

CITY CENTER PROJECT – EIR ADDENDUM #2

(Changes from 2000 Revised and Amended)

***APPLICABLE 2000 FEIR MITIGATION MEASURES – TRAFFIC, CIRCULATION
AND PARKING (AMENDED AND RESTATED)***

Impact B.1: The project would result in increases in traffic delay in the downtown. In particular, the project would result in a deteriorated level of service at the intersection of 12th and Brush Streets in the a.m. peak hour. This would be a significant impact.

Mitigation Measure B.1a: AT-12th and Brush Streets, the Block T12 project sponsor (if Option 2 is selected), along with the developer of Block T5/6 (Shorenstein or its successor) shall work with Caltrans and coordinate with the City to consider various improvement options, which could include signal timing improvements or additional lanes on the ramp. The developer shall fund its fair share of any required improvements. Because implementation of this measure requires consultation with Caltrans, the City cannot ensure that the mitigation measure could be implemented and the anticipated impact is therefore considered to be significant and unavoidable.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division; Caltrans

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of certificate of occupancy for last building.

Impact B.4: The project could result in a parking deficit of approximately 430 off-street parking spaces at project buildout. This would be a significant impact.

Mitigation Measure B.4: The Block T12 project sponsor, along with the developer of Block T5/6 (Shorenstein or its successor) shall submit a transportation/parking study, subject to the review and approval of the City Traffic Engineering Division of the Public Works Agency and the Planning Division of the Community and Economic Development Agency, that evaluates then-current and forecast parking supply and demand for each subsequent project phase, prior to the final PUD approval of those phases. The study shall also determine the degree, if any, of the expected shortfall in transit capacity that could result from a shift away from auto travel and to transit use. Implementation of Mitigation Measure B.4 would ensure that development and occupancy of Blocks T12 and T5/6 would not adversely affect parking in the project vicinity.

If a parking shortfall is anticipated, the developer shall implement means of reducing parking demand and, to the extent deemed necessary, of increasing off-street parking supply in the City Center area through a variety of methods, which may include one or more of the following measures, as deemed appropriate by the City:

- The developer shall work with the Redevelopment Agency to construct (or provide in-lieu fees for City construction of) some portion of the shortfall of approximately 430 parking spaces that the project would generate;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall incorporate the use of valet parking in commercial parking garage(s) within buildings owned by the developer, including the City Center Garage. (Residential valet parking typically is less feasible than valet operation in commercial garages due to longer-term residential demand.) Valet operations typically increase garage capacity by between 30 percent and 50 percent, and these steps could accommodate nearly all of the project's calculated commercial parking shortfall;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to institute flexible work hours or telecommuting;
- The developer shall construct additional on-site parking for the affected subsequent phase(s) of the project;
- The developer shall work with the City to expand the existing City Center West garage;
- The developer shall connect the underground parking areas on two or more of the project's building sites;
- The developer and/or the City shall use one of the four building sites for above-ground (structure) parking;
- The developer shall participate in a potential future parking assessment district that may be created for an area including the project site; and/or
- The City shall require that the developer pay a development impact fee to offset the cost of providing additional parking in the City Center area.

In addition, parking demand could be reduced through steps to reduce use of single-occupancy vehicles. (These same steps would also reduce traffic and lessen emissions of criteria air pollutants.) Among the possibilities the applicant could undertake are:

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) and distribute information to employees on transit and carpooling options (maps, schedules, information from Bay Area RIDES). This could be done at a lobby kiosk or other location where employees are likely to congregate;
- In coordination with AC Transit and City staff, the developer shall construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks, or on other comparable nearby roadway segments that may be identified by AC Transit and City staff as the most appropriate location(s) to locate such facilities to most effectively serve the project;
- The developer shall establish a "transit store" to provide transit information and sell transit passes and tickets, as well as distribute transit maps and schedules. This "store" could be incorporated into a convenience store that might exist within the project;
- The developer shall provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in project garages, the City Center Garage, and City Center West

Garage for carpool and vanpool vehicles. If a waiting list for monthly parking develops assign priority in issuing new permits to carpools and vanpools;

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to subsidize transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program) and/or direct provision by the office developer of such transit pass subsidies; and
- The developer shall provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses, secure short-term bicycle parking for retail customers, and showers and lockers for employees bicycling or walking to work.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.5: Project ridership on AC Transit could be accommodated. Project ridership on BART could be accommodated on the trains, but is likely to exceed the capacity of the 12th Street station at project buildout. This would be a significant impact.

Mitigation Measure B.5: For the final phase of the project construction following Block T12 (Block T5/6), the developer of Block T5/6 (Shorenstein or its successor), if the Block T5/6 building includes office space, shall conduct a study, subject to the review and approval of the City Traffic Engineering Division, to determine whether there is adequate exiting capacity at the 12th Street station. The Block T5/6 developer shall work with BART to assure that with buildout of the project (all four buildings), adequate exit fare gates are available at the 11th Street exits in the a.m. peak hour so that the maximum passenger wait does not exceed two minutes to be processed through the fare gates. This may require the addition of one or more new fare gates at the 11th Street exit to the station. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.6: The project is likely to increase the demand for bicycle parking in the City Center area, and may be inconsistent with the suggested bicycle parking space recommendations indicated in the Oakland Bicycle Master Plan. This would be a significant impact.

Mitigation Measure B.6: The project shall provide an adequate number of bicycle parking spaces, as determined by the City, in location(s) either on-site or within a three-block radius, or through payment of appropriate in-lieu fees. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Planning Division and Public Works Agency, Traffic Engineering Division shall review project's proposed bicycle parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.7: Project construction could result in temporary circulation impacts in the project vicinity. This would be a significant impact.

Mitigation Measure B.7: Prior to the start of excavation or construction on all project blocks, the project sponsors would submit to the City Traffic Engineering Division for review and approval a plan for managing construction-period traffic and parking. This plan would include information on routing of construction traffic, deliveries of large items, provision of off-street parking for construction workers, use of on-street parking spaces, off-street equipment staging, and any encroachment into public streets that would affect traffic flow, public parking, or pedestrian access and safety. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's construction-period traffic and parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of building permits for each building.

APPLICABLE 2000 FEIR MITIGATION MEASURES – air quality (RESTATED)

Impact C.1: Fugitive dust generated by construction activities would be substantial and would increase PM-10 concentrations in the immediate project vicinity. This would be a significant impact.

Mitigation Measure C.1: The project sponsors (Shorenstein, or its successor, as applicable) shall require the construction contractor to implement a dust abatement program.

Elements of this program shall include the following:

- Water all active construction areas at least twice daily;
- Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least two feet of freeboard (i.e., the minimum required space between the top of the load and the top of the trailer);
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas and staging areas at construction sites;
- Sweep daily (with water sweepers) all paved access roads, parking areas and staging areas at construction sites;

- Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets; and
- Designate a person or persons to oversee the implementation of a comprehensive dust control program and to increase watering, as necessary.

The above list of measures are recommended by BAAQMD as feasible control measures to reduce construction dust emissions at sites, such as the individual development blocks associated with the project, which are less than four acres in area. With implementation of these mitigation measures, the residual effect would be less than significant.

In addition, the following measures, which are identified in the EIR on the *Oakland General Plan Land Use and Transportation Element* (City of Oakland, 1997; p. III.E-26) for future development projects, are recommended to minimize construction equipment emissions during the construction period:

- Demonstrate compliance with BAAQMD Regulation 2, Rule 1 (General Requirements) for all portable construction equipment subject to that rule. BAAQMD Regulation 2, Rule 1 requires an authority to construct and permit to operate certain types of portable equipment used for construction purposes (e.g., gasoline or diesel-powered engines used in conjunction with power generation, pumps, compressors, and cranes) unless such equipment complies with all applicable requirements of the “CAPCOA Portable Equipment Registration Rule” or with all applicable requirements of the Statewide Portable Equipment Registration Program. This exemption is provided in BAAQMD Rule 2-1-105.
- Perform low- NO_x tune-ups on all diesel-powered construction equipment greater than 50 horsepower (no more than 30 days prior to the start of use of that equipment). Periodic tune-ups (every 90 days) should be performed for such equipment used continuously during the construction period.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout the construction period.

Impact C.2: The project would result in an increase in criteria pollutant emissions due to related motor vehicle trips and on-site area emissions sources. This would be a significant impact.

Mitigation Measure C.2a: Throughout operation of the project, the office developer (Shorenstein or its successor) shall implement Transportation Control Measures identified in the *General Plan Land Use and Transportation Element EIR*.

The following Transportation Control Measures shall be implemented to increase the likelihood that the assumed level of use of alternative travel modes (i.e., transit and carpool) that has been incorporated into the impact analysis would be exceeded in practice and, furthermore, to reduce estimated vehicle-related NO_x emissions by four percent, which would reduce the impact to less than significant (i.e., to less than

80 pounds per day). (For each measure, the estimated effectiveness in reducing vehicle trips is given in parentheses.)

- Implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) (effectiveness 1.0 to 4.0 percent of work trips);
- In coordination with AC Transit and City staff, construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks (effectiveness 0.5 to 2.0 percent of all trips);
- Provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in the City Center Garage and City Center West Garage for carpool and vanpool vehicles (effectiveness 0.5 to 1.5 percent of work trips for preferential location; 2 percent or more of work trips for reduced parking fees);
- Provide employer subsidy of transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program);
- Provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips);
- Provide showers and lockers for employees bicycling or walking to work at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips); and
- Provide secure short-term bicycle parking for future retail customers (effectiveness 1.5 to 2.0 percent of non-work trips).

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division and Building Services Division

Monitoring Action(s): For physical improvements, CEDA Planning Division shall review and approve project plans to ensure required improvements are included; Building Services Division shall verify construction of required improvements during field inspection. For ongoing programs during building operation, Planning Division, Building Services Division, and/or Oakland Public Works Agency, Traffic Engineering Division shall monitor on a complaints-received basis.

Monitoring Responsibility: CEDA, Planning Division and Building Services Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Implementation will occur throughout operation of subsequent office buildings based on transportation plans to be submitted by the office developer prior to the issuance of an occupancy permit for the T12 and T5/6 buildings.

Mitigation Measure C.2b: The office developer (Shorenstein or its successor) shall implement Mitigation Measure B.5 (improvements to BART-12th Street Station exit gates) to facilitate use of BART by project workers.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

APPLICABLE 2000 FEIR MITIGATION MEASURES – noise (AMENDED AND RESTATED)

Impact D.1: Construction activities would intermittently and temporarily generate noise levels above existing ambient levels in the project vicinity. This would be a significant impact.

Mitigation Measure D.1a: The project sponsor shall require construction contractors to limit standard construction activities as required by the City Building Department. Such activities are generally limited to between 7:00 a.m. and 7:00 p.m. Monday through Friday, with pile driving and/or other extreme noise generating activities greater than 90 dBA limited to between 8:00 a.m. and 4:00 p.m. Monday through Friday, with no extreme noise generating activity permitted between 12:30 p.m. and 1:30 p.m. No construction activities shall be allowed on weekends until after the building is enclosed, without prior authorization of the Building Services Division, and no extreme noise generating activities shall be allowed on weekends and holidays.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1b: To reduce daytime noise impacts due to construction, the project sponsor shall require construction contractors to implement the following measures:

- Equipment and trucks used for project construction shall utilize the 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 and necessary);
- Impact tools (*e.g.*, jack hammers, pavement breakers, and rock drills) used for project 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 shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dB. External jackets on the tools themselves shall be used where feasible, and this could achieve a reduction of 5 dB. Quieter procedures shall be used such as drilling rather than impact equipment whenever feasible; and
- Stationary noise sources shall be located as far from sensitive receptors as possible. If they must be located near existing receptors, they shall be muffled to the extent feasible and enclosed within temporary sheds.

- If feasible, the noisiest phases of construction (such as pile driving) shall be limited to less than 10 days at a time to comply with the local noise ordinance.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1c: To further mitigate potential other extreme noise generating construction impacts, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. Prior to commencing construction, a plan for such measures shall be submitted for review and approval by the City to ensure that maximum feasible noise attenuation will be achieved. These attenuation measures shall include as many of the following control strategies as feasible:

- Erect temporary plywood noise barriers around the construction site, particularly along the eastern boundary along 14th Street to shield the adjacent multi-family residential buildings;
- Implement “quiet” pile driving technology (such as pre-drilling of piles, the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
- Utilize noise control blankets on the building structure as the building 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; and
- Monitor the effectiveness of noise attenuation measures by taking noise measurements.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1d: Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor shall submit to the City Building Department a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include:

- A procedure for notifying the City Building Division staff and Oakland Police Department;
- A plan for posting signs on-site pertaining to permitted construction days and hours and complaint procedures and who to notify in the event of a problem;

- A listing of telephone numbers (during regular construction hours and off-hours);
- The designation of an on-site construction complaint manager for the project;
- Notification of neighbors within 300 feet of the project construction area at least 30 days in advance of pile-driving activities about the estimated duration of the activity; and
- A preconstruction meeting shall be held with the job inspectors and the general contractor/on-site project manager to confirm that noise mitigation and practices (including construction hours, neighborhood notification, posted signs, etc.) are completed.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Implementation of Mitigation Measure D.1a through D.1d would reduce construction noise impacts to a less-than-significant level.

APPLICABLE 2000 FEIR MITIGATION MEASURES – shadow and wind (RESTATED)

Impact F.2: The project could result in exceedances of the 36-mph “wind hazard” speed. This would be a significant impact.

Mitigation Measure F.2: The City shall require the project sponsors (Shorenstein, or its successor, as applicable) to incorporate, to the maximum extent feasible, specific design elements in the final siting and designs for the high rises that would reduce ground-level winds within the Downtown Showcase District.

Recommended modifications to the building masses as tested [i.e., 425-foot towers tested for the 1997 General Plan Land Use and Transportation Element EIR] to reduce winds would include some of the design features already included in the project, such as:

- placing the buildings back from the sidewalk, which would likely reduce winds at the sidewalk itself;
- the introduction of curved facades, which could reduce the tendency of the project structures to intercept upper-level winds and direct them down to ground level; and
- placing the tower atop a lower podium level, which would serve to interrupt winds traveling down the tower before they reach ground level.

In addition, the use of facade articulation, to break up winds along the building face, and horizontally projecting wind screens, to disturb the downward flow of wind, could further serve to reduce ground-level winds.

This anticipated impact may remain significant even after implementation of these measures. Consistent with the 2000 FEIR, a condition of approval shall be incorporated into the Modified Project requiring further wind-tunnel testing for any project that includes development in excess of 100 feet in height, in order to reduce wind impacts to the maximum extent feasible, although it is possible that the impact would not be reduced to a less-than-significant level.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): For Block T12, if Option 2 (i.e., a building in excess of 100 feet tall) is selected, Planning Division shall require wind-tunnel testing. For subsequent phases of the City Center Project, Planning Division shall similarly require wind-tunnel testing for buildings taller than 100 feet, unless a qualified wind expert determines no testing is required.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Prior to approval of Final PUD for each phase of the City Center Project.

MITIGATION FOR ISSUES ANALYZED IN THE INITIAL STUDY

Geology and Soils (Restated)

- Construction operations, especially excavation and grading operations, shall be confined as much as possible to the dry season, in order to avoid erosion of disturbed soils; and
- Final project landscaping plans shall be submitted to the Planning Director for review and approval.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning and Building Services Divisions

Monitoring Action(s): CEDA, Planning Division shall review and approved landscaping plans; Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Hydrology and Water Quality (Amended and Restated)

- The applicant shall be required to pay fees to compensate the City for the cost of any system upgrades required to accommodate increased runoff from the proposed project; and
- The applicant shall be required to grade unpaved areas to control surface drainage and redirect surface water away from areas of activity during excavation and construction; and
- The project applicant shall be required to comply with the Alameda Countywide Clean Water Program NPDES permit, and would implement appropriate source control and site design measures, and design and implement stormwater treatment measures to reduce stormwater pollution to the maximum extent practicable.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division; Oakland Public Works Agency

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Cultural Resources (Amended and Restated)

- An archival cultural resource evaluation shall be implemented prior to the start of construction or other ground-disturbing activities to identify whether historic or unique archaeological resources exist within the project site. The archival cultural resource evaluation, or “sensitivity study,” shall be conducted by a cultural resource professional approved by the City who meets the Secretary of the Interior’s Professional Qualifications Standards for Prehistoric and Historical Archaeology.

The purpose of the archival cultural resource evaluation is to: (1) identify documentation and studies to determine the presence and location of potentially significant archaeological deposits; (2) determine if such deposits meet the definition of a historical resource under CEQA Guidelines Section 15064.5 or a unique archaeological resource under CEQA Section 21083.2(g); (3) guide additional archaeological work, potentially including pre-construction subsurface archaeological investigation if warranted, to recover the information potential of such deposits; and (4) define an archaeological monitoring plan, if warranted. If excavation is the only feasible means of data recovery, such excavation shall be in accord with the provisions of CEQA Guidelines Section 15126.4(b)(3)(C). Any additional archaeological work and or monitoring shall be pursuant to a plan approved by the City. If a pre-constructing testing program is deemed necessary by the qualified professional as a result of the archival study, it shall be guided by the archival study and shall use a combination of subsurface investigation methods (including backhoe trenching, augering, and archaeological excavation units, as appropriate).

Representatives of established local Chinese-American organizations (including the Chinese Historical Society of America and the Oakland Asian Cultural Center) shall be invited to participate in a focused community review of the archival cultural resource evaluation prior to any subsequent recovery of potential resources or prior to the start of construction, whichever is earlier. The City shall consider the community comments in its review and approval of any plan for additional archaeological work or monitoring.

Should an archaeological artifact be discovered on-site during project construction, all activities within a 50-foot radius would be halted until the findings can be fully investigated by a qualified archaeologist to evaluate the find and assess the significance of the find according to the CEQA definition of a historical or unique archaeological resource. If the deposit is determined to be significant, the project sponsor and the qualified archaeologist shall meet to determine the appropriate avoidance measures or other appropriate mitigation, subject to approval by the City of Oakland, which shall assure implementation of appropriate mitigation measures recommended by the archaeologist. Should archaeologically significant materials be recovered, the qualified archaeologist would recommend appropriate analysis and treatment, and would prepare a report on the findings for submittal to the Northwest Information Center.

If historic or unique archaeological resources associated with the Chinese community are identified within the project site and are further determined to be unique, the City shall consult with representatives of an established local Chinese-American organization(s) regarding the potential use of the archaeological findings for interpretive purposes.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): Project sponsor shall prepare and submit to Planning Division for review and approval an archival cultural resource evaluation. Project sponsor shall contact qualified archaeologist in the event that artifacts are discovered during construction. Archaeologist shall consult with Planning Division and with representatives of local Chinese-American community regarding any such discovery and shall undertake data recovery as warranted based on the nature of the discovery.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Review and accept archival cultural resource evaluation prior to the start of any ground-disturbing activities. Direct data recovery, as applicable, in the event that artifacts are discovered during the construction period.

- In the event that human skeletal remains are uncovered at the project site during construction or ground-breaking activities, all work shall immediately halt and the Alameda County Coroner shall be contacted to evaluate the remains, and follow the procedures and protocols pursuant to Section 15064.5 (e)(1) of the CEQA Guidelines. If the County Coroner determines that the remains are Native American, the City shall contact the California Native American Heritage Commission (NAHC), pursuant to subdivision (c) of Section 7050.5 of the Health and Safety Code, and all excavation and site preparation activities shall cease within a 50-foot radius until appropriate arrangements are made.

If the agencies determine that avoidance is not feasible, then an alternative plan shall be prepared with specific steps and timeframe required to resume construction activities. Monitoring, data recovery, determination of significance and avoidance measures (if applicable) shall be completed expeditiously.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division; Alameda County Coroner; Native American Heritage Commission

Monitoring Action(s): Project sponsor shall contact coroner in the event that human remains are encountered. Agencies shall respond to any such discovery as applicable.

Monitoring Responsibility: CEDA, Planning Division; Alameda County Coroner; Native American Heritage Commission

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

**REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND**

RESOLUTION No. _____ C.M.S.

A RESOLUTION AUTHORIZING THE AGENCY TO ENTER INTO A TWELFTH AMENDMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH SHORENSTEIN REALTY INVESTORS THREE, L.P., REGARDING THE CITY CENTER PROJECT: (1) EXTENDING THE OPTION TO PURCHASE BLOCK T-12 BY EIGHT MONTHS UNTIL DECEMBER 31, 2007; (2) REVISING PROVISIONS REGARDING WHEN THE PLANNED UNIT DEVELOPMENT AND GRADING PERMITS ARE REQUIRED; (3) DELETING THE OPTION TO DEVELOP A RESIDENTIAL PROJECT ON BLOCK T-12; (4) APPROVING THE ASSIGNMENT BY SRI, THREE OF ITS RIGHTS AND OBLIGATIONS TO SHORENSTEIN REALTY INVESTORS EIGHT, L.P.; (5) COMMITTING THE DEVELOPER TO CONTRIBUTE UP TO \$100,000 TO FUND AN EFFORT TO ATTRACT RETAIL TO DOWNTOWN OAKLAND; AND (6) COMMITTING THE DEVELOPER TO EXPLORE THE FEASIBILITY OF INCLUDING RETAIL IN ITS BLOCK T-12 AND T-5/6 COMMERCIAL DEVELOPMENTS AND A WORLD TRADE SHOWCASE CENTER PROJECT ON BLOCK T-5/6.

WHEREAS, the City of Oakland ("City"), the Redevelopment Agency of the City of Oakland ("Agency") and Shorenstein Realty Investors Three ("SRI Three") are parties to a Disposition and Development Agreement ("DDA") whereby SRI Three is the master developer of the twelve block area in the Central District Urban Renewal Area commonly referred to as the City Center Project; and

WHEREAS, the DDA, which sets forth the terms and conditions whereby SRI Three may purchase and develop the various parcels within the City Center Project, has been amended eleven times, most recently in 2005; and

WHEREAS, the parties to the DDA desire to further amend certain terms of the DDA including, among other things to, (1) extend the deadline to purchase block T-12 (legal description for Block T-12 is attached as Exhibit A) by eight months until December 31, 2007;

(2) revise provisions regarding when the Planned Unit Development ("PUD") and Grading Permits are required; (3) delete the option to develop a residential project on T-12; (4) approving the assignment by SRI Three of its rights and obligations To Shorenstein Realty Investors Eight, L.P. ("SRI Eight" and (5) committing the developer to contribute up to \$100,000 to fund an effort to attract retail to Downtown Oakland and (6) to explore the feasibility of including retail in its T-12 and T-5/6 (legal description for Block T-5/6 is attached as Exhibit B) commercial developments and World Trade Showcase Center Project on Block T-5/6, all as more fully described in the agenda report for this matter; and

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

WHEREAS, an Environmental Impact Report ("EIR") (certified by the Oakland Planning Commission on April 26, 2000), has been prepared for the City Center project as proposed by Shorenstein Realty Partners Three, L.P., and has been independently reviewed and considered by the Agency in evaluating the City Center project in compliance with CEQA, the Guidelines for Implementation of the California Environmental Quality Act (14 CCR Sections 15000, et seq., the "State EIR Guidelines"), and the City's Environmental Review Regulations; and

WHEREAS, the Planning Commission and the Agency determined that the EIR examined a reasonable range of alternatives, and that each alternative was rejected as infeasible for various reasons; and

WHEREAS, the Planning Commission and the Agency found and determined that all adverse environmental effects of the City Center project, with the exception of (1) increase in traffic delays in the downtown, (2) cumulative contribution to regional air pollutant problems, (3) cumulative noise impacts, and (4) exceedances of the 36-mph "wind hazard" speed could occur, would be less than significant or reduced to less-than-significant levels after implementation of the mitigation measures identified in the EIR and the mitigation monitoring program; and

WHEREAS, the Planning Commission and the Agency found and determined that the benefits of the City Center project outweigh any unavoidable adverse impact of the Project; and

WHEREAS, the Planning Commission and Agency both approved the Project and a Notice of Determination was subsequently filed; and

WHEREAS, Addendum #1 to the EIR, was prepared for increases in residential density and the elimination of office use for Block T-10 in October 2003, which was independently reviewed and considered by the Agency, and which concluded that none of the changes to the T-10 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, both the Planning Commission and Agency both approved the Block T-10 revisions to the Project and a Notice of Determination was subsequently filed; and

WHEREAS, a June 2005 Addendum #2 to the EIR was prepared that considered an office tower as currently proposed as well as a residential land use option on Block T-12 which has been independently reviewed and considered by the Agency for applicability to the proposed Project, and which has concluded that none of the changes to the T-12 Project or circumstances under which it will be undertaken require preparation of a subsequent or supplemental EIR, as specified in CEQA and the CEQA Guidelines, including without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163; and

WHEREAS, as required by Health and Safety Code 33431, a notice of the public hearing regarding the Twelfth Amendment to the DDA 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, 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 copy of the proposed Twelfth Amendment to the DDA; and

WHEREAS, the City currently owns Building Site T-12 and at the time SRI Eight exercises its purchase option pursuant to the DDA, the City will transfer T-12 to the Agency, whereupon the Agency will transfer the site to SRI Eight and Agency will pass through to the City the purchase amount received from SRI Eight;

WHEREAS, the City has approved the execution of the Twelfth Amendment to the DDA by ordinance after a public hearing; now, therefore, be it

RESOLVED: That the Redevelopment Agency hereby finds and determines: (1) that it has been presented and has independently reviewed and considered the information contained in the previously certified EIR and Addendum #2, and the EIR and Addendum #2 comply with CEQA and the CEQA Guidelines' requirements for analysis of the Project's environmental effects and mitigation measures; (2) that the mitigation measures adopted by the Agency in considering the EIR and approving the DDA, together with a mitigation monitoring program for the Project, are hereby adopted as specified in the attached Exhibit C; and (3) that none of the changes to the project, or circumstances under which it will be undertaken, or new information of substantial importance require preparation of a subsequent or supplemental EIR; and be it

FURTHER RESOLVED: That the Redevelopment Agency hereby authorizes the Agency Administrator or her designee to negotiate and execute a Twelfth Amendment to the DDA with Shorenstein as set forth hereinabove and to take any other action with respect thereto consistent with this Resolution and its basic purpose; and be it

FURTHER RESOLVED: That the Redevelopment Agency hereby authorizes the Agency Administrator or her designee to approve the transfer of the DDA to SRI Eight subject to SRI Eight providing documentation to the Agency Administrator that it has sufficient investment or control by Shorenstein related entities or individuals as required by Section 2.04(a) of the Ninth Amendment to the DDA; and be it

FURTHER RESOLVED: That any and all documents necessary to effectuate the intent of this resolution shall be reviewed and approved as to form by the Agency Counsel prior to execution by the Agency Administrator or her designee; 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.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2007

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

Legal Description of Block T-12

LEGAL DESCRIPTION

Real Property in the City of Oakland, County of Alameda, State of California, described as follows:

Lots 1 to 28 inclusive, Block 155 Kellersberger's Map of Oakland, filed in Book 7 of Maps, Page 3, Records of Alameda County.

APN: 002-0027-007

Exhibit B

Legal Description for Block T-5/6 (combined)

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

Parcel PP, as shown on the Parcel Map 5533, filed November 17, 1988 in Book 180 of Parcel Maps, Page 44, Alameda County Records.

EXCEPTING THEREFROM that portion conveyed to the City of Oakland in the Grant Deed executed by the Redevelopment Agency of the City of Oakland recorded March 30, 1976, Series No. 76-47723, Official Records.

APN: 002-0097-038, 002-0097-040, 002-0097-039

EXHIBIT C

MITIGATION MONITORING PROGRAM – BLOCK T-12

**MITIGATION MEASURES AND MONITORING PROGRAM
CASE FILE NO. PUD 05185**

CITY CENTER PROJECT – EIR ADDENDUM #2

(Changes from 2000 Revised and Amended)

***APPLICABLE 2000 FEIR MITIGATION MEASURES – TRAFFIC, CIRCULATION
AND PARKING (AMENDED AND RESTATED)***

Impact B.1: The project would result in increases in traffic delay in the downtown. In particular, the project would result in a deteriorated level of service at the intersection of 12th and Brush Streets in the a.m. peak hour. This would be a significant impact.

Mitigation Measure B.1a: AT-12th and Brush Streets, the Block T12 project sponsor (if Option 2 is selected), along with the developer of Block T5/6 (Shorenstein or its successor) shall work with Caltrans and coordinate with the City to consider various improvement options, which could include signal timing improvements or additional lanes on the ramp. The developer shall fund its fair share of any required improvements. Because implementation of this measure requires consultation with Caltrans, the City cannot ensure that the mitigation measure could be implemented and the anticipated impact is therefore considered to be significant and unavoidable.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division; Caltrans

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of certificate of occupancy for last building.

Impact B.4: The project could result in a parking deficit of approximately 430 off-street parking spaces at project buildout. This would be a significant impact.

Mitigation Measure B.4: The Block T12 project sponsor, along with the developer of Block T5/6 (Shorenstein or its successor) shall submit a transportation/parking study, subject to the review and approval of the City Traffic Engineering Division of the Public Works Agency and the Planning Division of the Community and Economic Development Agency, that evaluates then-current and forecast parking supply and demand for each subsequent project phase, prior to the final PUD approval of those phases. The study shall also determine the degree, if any, of the expected shortfall in transit capacity that could result from a shift away from auto travel and to transit use. Implementation of Mitigation Measure B.4 would ensure that development and occupancy of Blocks T12 and T5/6 would not adversely affect parking in the project vicinity.

If a parking shortfall is anticipated, the developer shall implement means of reducing parking demand and, to the extent deemed necessary, of increasing off-street parking supply in the City Center area through a variety of methods, which may include one or more of the following measures, as deemed appropriate by the City:

- The developer shall work with the Redevelopment Agency to construct (or provide in-lieu fees for City construction of) some portion of the shortfall of approximately 430 parking spaces that the project would generate;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall incorporate the use of valet parking in commercial parking garage(s) within buildings owned by the developer, including the City Center Garage. (Residential valet parking typically is less feasible than valet operation in commercial garages due to longer-term residential demand.) Valet operations typically increase garage capacity by between 30 percent and 50 percent, and these steps could accommodate nearly all of the project's calculated commercial parking shortfall;
- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to institute flexible work hours or telecommuting;
- The developer shall construct additional on-site parking for the affected subsequent phase(s) of the project;
- The developer shall work with the City to expand the existing City Center West garage;
- The developer shall connect the underground parking areas on two or more of the project's building sites;
- The developer and/or the City shall use one of the four building sites for above-ground (structure) parking;
- The developer shall participate in a potential future parking assessment district that may be created for an area including the project site; and/or
- The City shall require that the developer pay a development impact fee to offset the cost of providing additional parking in the City Center area.

In addition, parking demand could be reduced through steps to reduce use of single-occupancy vehicles. (These same steps would also reduce traffic and lessen emissions of criteria air pollutants.) Among the possibilities the applicant could undertake are:

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) and distribute information to employees on transit and carpooling options (maps, schedules, information from Bay Area RIDES). This could be done at a lobby kiosk or other location where employees are likely to congregate;
- In coordination with AC Transit and City staff, the developer shall construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks, or on other comparable nearby roadway segments that may be identified by AC Transit and City staff as the most appropriate location(s) to locate such facilities to most effectively serve the project;
- The developer shall establish a "transit store" to provide transit information and sell transit passes and tickets, as well as distribute transit maps and schedules. This "store" could be incorporated into a convenience store that might exist within the project;
- The developer shall provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in project garages, the City Center Garage, and City Center West

Garage for carpool and vanpool vehicles. If a waiting list for monthly parking develops assign priority in issuing new permits to carpools and vanpools;

- If office space were to be constructed on Block T12 or Block T5/6, the developer shall require employers to subsidize transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program) and/or direct provision by the office developer of such transit pass subsidies; and
- The developer shall provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses, secure short-term bicycle parking for retail customers, and showers and lockers for employees bicycling or walking to work.

Responsible Implementing Entity: Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division to work with Caltrans to determine analyze feasible improvement options and determine project share of cost.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.5: Project ridership on AC Transit could be accommodated. Project ridership on BART could be accommodated on the trains, but is likely to exceed the capacity of the 12th Street station at project buildout. This would be a significant impact.

Mitigation Measure B.5: For the final phase of the project construction following Block T12 (Block T5/6), the developer of Block T5/6 (Shorenstein or its successor), if the Block T5/6 building includes office space, shall conduct a study, subject to the review and approval of the City Traffic Engineering Division, to determine whether there is adequate exiting capacity at the 12th Street station. The Block T5/6 developer shall work with BART to assure that with buildout of the project (all four buildings), adequate exit fare gates are available at the 11th Street exits in the a.m. peak hour so that the maximum passenger wait does not exceed two minutes to be processed through the fare gates. This may require the addition of one or more new fare gates at the 11th Street exit to the station. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.6: The project is likely to increase the demand for bicycle parking in the City Center area, and may be inconsistent with the suggested bicycle parking space recommendations indicated in the Oakland Bicycle Master Plan. This would be a significant impact.

Mitigation Measure B.6: The project shall provide an adequate number of bicycle parking spaces, as determined by the City, in location(s) either on-site or within a three-block radius, or through payment of appropriate in-lieu fees. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Planning Division and Public Works Agency, Traffic Engineering Division shall review project's proposed bicycle parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

Impact B.7: Project construction could result in temporary circulation impacts in the project vicinity. This would be a significant impact.

Mitigation Measure B.7: Prior to the start of excavation or construction on all project blocks, the project sponsors would submit to the City Traffic Engineering Division for review and approval a plan for managing construction-period traffic and parking. This plan would include information on routing of construction traffic, deliveries of large items, provision of off-street parking for construction workers, use of on-street parking spaces, off-street equipment staging, and any encroachment into public streets that would affect traffic flow, public parking, or pedestrian access and safety. Implementation of this measure would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's construction-period traffic and parking plan.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to issuance of building permits for each building.

APPLICABLE 2000 FEIR MITIGATION MEASURES – air quality (RESTATED)

Impact C.1: Fugitive dust generated by construction activities would be substantial and would increase PM-10 concentrations in the immediate project vicinity. This would be a significant impact.

Mitigation Measure C.1: The project sponsors (Shorenstein, or its successor, as applicable) shall require the construction contractor to implement a dust abatement program.

Elements of this program shall include the following:

- Water all active construction areas at least twice daily;
- Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least two feet of freeboard (i.e., the minimum required space between the top of the load and the top of the trailer);
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas and staging areas at construction sites;
- Sweep daily (with water sweepers) all paved access roads, parking areas and staging areas at construction sites;

- Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets; and
- Designate a person or persons to oversee the implementation of a comprehensive dust control program and to increase watering, as necessary.

The above list of measures are recommended by BAAQMD as feasible control measures to reduce construction dust emissions at sites, such as the individual development blocks associated with the project, which are less than four acres in area. With implementation of these mitigation measures, the residual effect would be less than significant.

In addition, the following measures, which are identified in the EIR on the *Oakland General Plan Land Use and Transportation Element* (City of Oakland, 1997; p. III.E-26) for future development projects, are recommended to minimize construction equipment emissions during the construction period:

- Demonstrate compliance with BAAQMD Regulation 2, Rule 1 (General Requirements) for all portable construction equipment subject to that rule. BAAQMD Regulation 2, Rule 1 requires an authority to construct and permit to operate certain types of portable equipment used for construction purposes (e.g., gasoline or diesel-powered engines used in conjunction with power generation, pumps, compressors, and cranes) unless such equipment complies with all applicable requirements of the “CAPCOA Portable Equipment Registration Rule” or with all applicable requirements of the Statewide Portable Equipment Registration Program. This exemption is provided in BAAQMD Rule 2-1-105.
- Perform low- NO_x tune-ups on all diesel-powered construction equipment greater than 50 horsepower (no more than 30 days prior to the start of use of that equipment). Periodic tune-ups (every 90 days) should be performed for such equipment used continuously during the construction period.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout the construction period.

Impact C.2: The project would result in an increase in criteria pollutant emissions due to related motor vehicle trips and on-site area emissions sources. This would be a significant impact.

Mitigation Measure C.2a: Throughout operation of the project, the office developer (Shorenstein or its successor) shall implement Transportation Control Measures identified in the *General Plan Land Use and Transportation Element EIR*.

The following Transportation Control Measures shall be implemented to increase the likelihood that the assumed level of use of alternative travel modes (i.e., transit and carpool) that has been incorporated into the impact analysis would be exceeded in practice and, furthermore, to reduce estimated vehicle-related NO_x emissions by four percent, which would reduce the impact to less than significant (i.e., to less than

80 pounds per day). (For each measure, the estimated effectiveness in reducing vehicle trips is given in parentheses.)

- Implement a carpool/vanpool program (e.g. carpool ridesharing for employees, assistance with vanpool formation, provision of vanpool vehicles, etc.) (effectiveness 1.0 to 4.0 percent of work trips);
- In coordination with AC Transit and City staff, construct transit facilities such as bus turnouts/bus bulbs, benches, and shelters along the road segments that define the development blocks (effectiveness 0.5 to 2.0 percent of all trips);
- Provide preferential parking (e.g., near building entrance) and reduced/eliminated parking fees in the City Center Garage and City Center West Garage for carpool and vanpool vehicles (effectiveness 0.5 to 1.5 percent of work trips for preferential location; 2 percent or more of work trips for reduced parking fees);
- Provide employer subsidy of transit passes (such as through the Metropolitan Transportation Commission's "Commuter Check" program);
- Provide secure, weather-protected long-term bicycle parking for future residents and employees at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips);
- Provide showers and lockers for employees bicycling or walking to work at the proposed retail and office uses (effectiveness 0.5 to 2.0 percent of work trips); and
- Provide secure short-term bicycle parking for future retail customers (effectiveness 1.5 to 2.0 percent of non-work trips).

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division and Building Services Division

Monitoring Action(s): For physical improvements, CEDA Planning Division shall review and approve project plans to ensure required improvements are included; Building Services Division shall verify construction of required improvements during field inspection. For ongoing programs during building operation, Planning Division, Building Services Division, and/or Oakland Public Works Agency, Traffic Engineering Division shall monitor on a complaints-received basis.

Monitoring Responsibility: CEDA, Planning Division and Building Services Division; Oakland Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Implementation will occur throughout operation of subsequent office buildings based on transportation plans to be submitted by the office developer prior to the issuance of an occupancy permit for the T12 and T5/6 buildings.

Mitigation Measure C.2b: The office developer (Shorenstein or its successor) shall implement Mitigation Measure B.5 (improvements to BART-12th Street Station exit gates) to facilitate use of BART by project workers.

Implementation of these measures would reduce the anticipated impact to less-than-significant levels.

Responsible Implementing Entity: Planning Division; Oakland Public Works Agency, Traffic Engineering Division; BART

Monitoring Action(s): Public Works Agency, Traffic Engineering Division shall review project sponsor's transportation study prior to submittal to BART and shall participate, as necessary, in discussions with BART and project sponsor.

Monitoring Responsibility: CEDA, Planning Division; Public Works Agency, Traffic Engineering Division

Monitoring Timeframe: Prior to Final PUD approval for each subsequent phase after Block T12.

APPLICABLE 2000 FEIR MITIGATION MEASURES – noise (AMENDED AND RESTATED)

Impact D.1: Construction activities would intermittently and temporarily generate noise levels above existing ambient levels in the project vicinity. This would be a significant impact.

Mitigation Measure D.1a: The project sponsor shall require construction contractors to limit standard construction activities as required by the City Building Department. Such activities are generally limited to between 7:00 a.m. and 7:00 p.m. Monday through Friday, with pile driving and/or other extreme noise generating activities greater than 90 dBA limited to between 8:00 a.m. and 4:00 p.m. Monday through Friday, with no extreme noise generating activity permitted between 12:30 p.m. and 1:30 p.m. No construction activities shall be allowed on weekends until after the building is enclosed, without prior authorization of the Building Services Division, and no extreme noise generating activities shall be allowed on weekends and holidays.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1b: To reduce daytime noise impacts due to construction, the project sponsor shall require construction contractors to implement the following measures:

- Equipment and trucks used for project construction shall utilize the 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 and necessary);
- Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for project 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 shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dB. External jackets on the tools themselves shall be used where feasible, and this could achieve a reduction of 5 dB. Quieter procedures shall be used such as drilling rather than impact equipment whenever feasible; and
- Stationary noise sources shall be located as far from sensitive receptors as possible. If they must be located near existing receptors, they shall be muffled to the extent feasible and enclosed within temporary sheds.

- If feasible, the noisiest phases of construction (such as pile driving) shall be limited to less than 10 days at a time to comply with the local noise ordinance.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1c: To further mitigate potential other extreme noise generating construction impacts, a set of site-specific noise attenuation measures shall be completed under the supervision of a qualified acoustical consultant. Prior to commencing construction, a plan for such measures shall be submitted for review and approval by the City to ensure that maximum feasible noise attenuation will be achieved. These attenuation measures shall include as many of the following control strategies as feasible:

- Erect temporary plywood noise barriers around the construction site, particularly along the eastern boundary along 14th Street to shield the adjacent multi-family residential buildings;
- Implement “quiet” pile driving technology (such as pre-drilling of piles, the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
- Utilize noise control blankets on the building structure as the building 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; and
- Monitor the effectiveness of noise attenuation measures by taking noise measurements.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Mitigation Measure D.1d: Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor shall submit to the City Building Department a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include:

- A procedure for notifying the City Building Division staff and Oakland Police Department;
- A plan for posting signs on-site pertaining to permitted construction days and hours and complaint procedures and who to notify in the event of a problem;

- A listing of telephone numbers (during regular construction hours and off-hours);
- The designation of an on-site construction complaint manager for the project;
- Notification of neighbors within 300 feet of the project construction area at least 30 days in advance of pile-driving activities about the estimated duration of the activity; and
- A preconstruction meeting shall be held with the job inspectors and the general contractor/on-site project manager to confirm that noise mitigation and practices (including construction hours, neighborhood notification, posted signs, etc.) are completed.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Building Services Division

Monitoring Action(s): Project sponsor shall prepare and submit for review and approval a site-specific construction noise control plan.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Review and approve noise control plan prior to the issuance of demolition, grading, excavation, or building permits. Monitor and respond to noise complaints throughout construction period.

Implementation of Mitigation Measure D.1a through D.1d would reduce construction noise impacts to a less-than-significant level.

APPLICABLE 2000 FEIR MITIGATION MEASURES – shadow and wind (RESTATED)

Impact F.2: The project could result in exceedances of the 36-mph “wind hazard” speed. This would be a significant impact.

Mitigation Measure F.2: The City shall require the project sponsors (Shorenstein, or its successor, as applicable) to incorporate, to the maximum extent feasible, specific design elements in the final siting and designs for the high rises that would reduce ground-level winds within the Downtown Showcase District.

Recommended modifications to the building masses as tested [i.e., 425-foot towers tested for the 1997 General Plan Land Use and Transportation Element EIR] to reduce winds would include some of the design features already included in the project, such as:

- placing the buildings back from the sidewalk, which would likely reduce winds at the sidewalk itself;
- the introduction of curved facades, which could reduce the tendency of the project structures to intercept upper-level winds and direct them down to ground level; and
- placing the tower atop a lower podium level, which would serve to interrupt winds traveling down the tower before they reach ground level.

In addition, the use of facade articulation, to break up winds along the building face, and horizontally projecting wind screens, to disturb the downward flow of wind, could further serve to reduce ground-level winds.

This anticipated impact may remain significant even after implementation of these measures. Consistent with the 2000 FEIR, a condition of approval shall be incorporated into the Modified Project requiring further wind-tunnel testing for any project that includes development in excess of 100 feet in height, in order to reduce wind impacts to the maximum extent feasible, although it is possible that the impact would not be reduced to a less-than-significant level.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): For Block T12, if Option 2 (i.e., a building in excess of 100 feet tall) is selected, Planning Division shall require wind-tunnel testing. For subsequent phases of the City Center Project, Planning Division shall similarly require wind-tunnel testing for buildings taller than 100 feet, unless a qualified wind expert determines no testing is required.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Prior to approval of Final PUD for each phase of the City Center Project.

MITIGATION FOR ISSUES ANALYZED IN THE INITIAL STUDY

Geology and Soils (Restated)

- Construction operations, especially excavation and grading operations, shall be confined as much as possible to the dry season, in order to avoid erosion of disturbed soils; and
- Final project landscaping plans shall be submitted to the Planning Director for review and approval.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Planning and Building Services Divisions

Monitoring Action(s): CEDA, Planning Division shall review and approved landscaping plans; Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Hydrology and Water Quality (Amended and Restated)

- The applicant shall be required to pay fees to compensate the City for the cost of any system upgrades required to accommodate increased runoff from the proposed project; and
- The applicant shall be required to grade unpaved areas to control surface drainage and redirect surface water away from areas of activity during excavation and construction; and
- The project applicant shall be required to comply with the Alameda Countywide Clean Water Program NPDES permit, and would implement appropriate source control and site design measures, and design and implement stormwater treatment measures to reduce stormwater pollution to the maximum extent practicable.

Responsible Implementing Entity: Oakland Community and Economic Development Agency (CEDA), Building Services Division; Oakland Public Works Agency

Monitoring Action(s): CEDA, Building Services Division shall conduct spot-checks as deemed necessary throughout construction period.

Monitoring Responsibility: CEDA, Building Services Division

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.

Cultural Resources (Amended and Restated)

- An archival cultural resource evaluation shall be implemented prior to the start of construction or other ground-disturbing activities to identify whether historic or unique archaeological resources exist within the project site. The archival cultural resource evaluation, or “sensitivity study,” shall be conducted by a cultural resource professional approved by the City who meets the Secretary of the Interior’s Professional Qualifications Standards for Prehistoric and Historical Archaeology.

The purpose of the archival cultural resource evaluation is to: (1) identify documentation and studies to determine the presence and location of potentially significant archaeological deposits; (2) determine if such deposits meet the definition of a historical resource under CEQA Guidelines Section 15064.5 or a unique archaeological resource under CEQA Section 21083.2(g); (3) guide additional archaeological work, potentially including pre-construction subsurface archaeological investigation if warranted, to recover the information potential of such deposits; and (4) define an archaeological monitoring plan, if warranted. If excavation is the only feasible means of data recovery, such excavation shall be in accord with the provisions of CEQA Guidelines Section 15126.4(b)(3)(C). Any additional archaeological work and or monitoring shall be pursuant to a plan approved by the City. If a pre-constructing testing program is deemed necessary by the qualified professional as a result of the archival study, it shall be guided by the archival study and shall use a combination of subsurface investigation methods (including backhoe trenching, augering, and archaeological excavation units, as appropriate).

Representatives of established local Chinese-American organizations (including the Chinese Historical Society of America and the Oakland Asian Cultural Center) shall be invited to participate in a focused community review of the archival cultural resource evaluation prior to any subsequent recovery of potential resources or prior to the start of construction, whichever is earlier. The City shall consider the community comments in its review and approval of any plan for additional archaeological work or monitoring.

Should an archaeological artifact be discovered on-site during project construction, all activities within a 50-foot radius would be halted until the findings can be fully investigated by a qualified archaeologist to evaluate the find and assess the significance of the find according to the CEQA definition of a historical or unique archaeological resource. If the deposit is determined to be significant, the project sponsor and the qualified archaeologist shall meet to determine the appropriate avoidance measures or other appropriate mitigation, subject to approval by the City of Oakland, which shall assure implementation of appropriate mitigation measures recommended by the archaeologist. Should archaeologically significant materials be recovered, the qualified archaeologist would recommend appropriate analysis and treatment, and would prepare a report on the findings for submittal to the Northwest Information Center.

If historic or unique archaeological resources associated with the Chinese community are identified within the project site and are further determined to be unique, the City shall consult with representatives of an established local Chinese-American organization(s) regarding the potential use of the archaeological findings for interpretive purposes.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division

Monitoring Action(s): Project sponsor shall prepare and submit to Planning Division for review and approval an archival cultural resource evaluation. Project sponsor shall contact qualified archaeologist in the event that artifacts are discovered during construction. Archaeologist shall consult with Planning Division and with representatives of local Chinese-American community regarding any such discovery and shall undertake data recovery as warranted based on the nature of the discovery.

Monitoring Responsibility: CEDA, Planning Division

Monitoring Timeframe: Review and accept archival cultural resource evaluation prior to the start of any ground-disturbing activities. Direct data recovery, as applicable, in the event that artifacts are discovered during the construction period.

- In the event that human skeletal remains are uncovered at the project site during construction or ground-breaking activities, all work shall immediately halt and the Alameda County Coroner shall be contacted to evaluate the remains, and follow the procedures and protocols pursuant to Section 15064.5 (e)(1) of the CEQA Guidelines. If the County Coroner determines that the remains are Native American, the City shall contact the California Native American Heritage Commission (NAHC), pursuant to subdivision (c) of Section 7050.5 of the Health and Safety Code, and all excavation and site preparation activities shall cease within a 50-foot radius until appropriate arrangements are made.

If the agencies determine that avoidance is not feasible, then an alternative plan shall be prepared with specific steps and timeframe required to resume construction activities. Monitoring, data recovery, determination of significance and avoidance measures (if applicable) shall be completed expeditiously.

Responsible Implementing Entity: Project Sponsor; Oakland Community and Economic Development Agency (CEDA), Planning Division; Alameda County Coroner; Native American Heritage Commission

Monitoring Action(s): Project sponsor shall contact coroner in the event that human remains are encountered. Agencies shall respond to any such discovery as applicable.

Monitoring Responsibility: CEDA, Planning Division; Alameda County Coroner; Native American Heritage Commission

Monitoring Timeframe: Throughout construction period.

Implementation of the above mitigation measures would reduce impacts to less-than-significant levels.