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APPROVED AS TO FORM AND LEGALITY:

City Attorney

OAKLAND CITY COUNCIL

RESOLUTION NO. 78789 C.M.S.

RESOLUTION AUTHORIZING THE CITY ADMINISTRATOR TO EXECUTE A COOPERATION AGREEMENT WITH THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND, AND THE COALITION FOR WORKFORCE HOUSING RELATING TO THE DEVELOPMENT OF A ONE HUNDRED PERCENT (100%) AFFORDABLE HOUSING PROJECT ON A PARCEL LOCATED IMMEDIATELY BEHIND THE FOX THEATER BETWEEN 18TH AND 19TH STREETS IN THE UPTOWN ACTIVITY AREA OF THE CENTRAL DISTRICT REDEVELOPMENT PROJECT AREA

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

WHEREAS, the Central District Urban Renewal Plan adopted on June 12, 1969, as subsequently amended, as well as the Five-Year Implementation Plan for the Central District (1999-2004) (together, the "Central District Redevelopment Plan" or "Redevelopment Plan"), authorizes the Redevelopment Agency to sell or lease land in the Central District Redevelopment Project Area (the "Central District"); and

WHEREAS, the Agency and the City have initiated the "10K Downtown Housing Program" to attract ten thousand new residents into the Central District, and the Agency has determined that it desires to encourage new housing development in part by offering Agency-owned land to developers for the construction of housing; and

WHEREAS, the Redevelopment Plan authorizes the Agency to pursue redevelopment, including increased housing opportunities to address the need for additional housing and retail in the Uptown Retail and Entertainment Area ("Uptown Activity Area"); and

WHEREAS, there exists within the Uptown Activity Area approximately two blocks of land bounded by Thomas L. Berkley Way (formerly 20th) on the north, Telegraph Avenue on the east,

19th St. on the south, and San Pablo Avenue on the west, collectively referred to as the "Project Area", or the "Property" as identified on Exhibit A-1 attached to this Resolution; and

WHEREAS, there exists within the Uptown Activity Area approximately one half block of land bounded by 19th Street in the north, the back of the Fox Theater (on Telegraph Avenue) on the east, 18th Street on the south, and San Pablo Avenue on the west, referred to as the Fox Block Property, as identified on Exhibit A-2 attached to this Resolution; and

WHEREAS, the City, the Agency and Uptown Partners, LLC, a California limited liability company ("Uptown Partners") previously evaluated the design and financial feasibility of a proposed mixed-use residential and retail project in the Project Area; and

WHEREAS, Agency and City staff and Uptown Partners have negotiated the terms of a Lease Disposition and Development Agreement ("LDDA") and its exhibits, including two ground leases (one for each of two development phases; herein "Ground Leases") which sets forth the terms and conditions of the lease of the Property for the Project (as defined in the LDDA) to Uptown Partners, and governs the development of the Project and the use of the Property by Uptown Partners and any successors to the Property subsequent to the lease; and

WHEREAS, the Coalition for Workforce Housing ("Coalition"), an unincorporated association of affordable housing advocacy organizations, expressed concerns about certain aspects of the Project, yet remained supportive of the development of affordable housing in the Project; and

WHEREAS, the Project, as initially negotiated by Uptown Partners and the Agency, had included the development of the Agency-owned Parcel Six, as defined in the LDDA, an approximately 37,000 square foot lot, located between 18th and 19th Streets and between the Fox Theatre and San Pablo Avenue; and

WHEREAS, the City, the Agency and the Coalition have negotiated the terms of a Cooperation Agreement in which the Coalition agrees not to institute litigation against the Project on the terms and conditions set forth in the Cooperation Agreement; and

WHEREAS, the Cooperation Agreement, among other things, provides for the Agency to remove Parcel Six from the Project, for development in the future by another developer as a 100% affordable housing project, all on the terms set forth in the Cooperation Agreement, and for the City to help facilitate the development on the terms and conditions set forth therein; and

WHEREAS, it is in the best interests of the City to execute the Cooperation Agreement with the Coalition so that the Coalition will not commence litigation to stop the Project, and so that the City can assist in increasing the number of new affordable housing units in the Central District; and

WHEREAS, the City is not required to provide any funds or financial assistance under the Cooperation Agreement; and

WHEREAS, the City Council and the Agency have approved the development and lease of the Property under the LDDA and the Ground Leases by resolutions after the public hearing; and

WHEREAS, the City of Oakland, as the Lead Agency for this Project for purposes of environmental review under the California Environmental Quality Act of 1970 ("CEQA"), has prepared a focused Environmental Impact Report analyzing the significant environmental effects and mitigation measures associated with the Project (including the Parcel Six project) in accordance with the California Environmental Quality Act, Public Resources Code § 21000, et seq.; and under the California Environmental Quality Act of 1970

WHEREAS, the Oakland Planning Commission on February 18, 2004, in accordance with CEQA Guidelines § 15090 certified that the Final Environmental Impact Report ("EIR") on the Project has been completed 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 EIR was presented to the City Council, as the decision making body of the lead agency, and the City Council reviewed and considered the information contained in the final EIR prior to approving the Project; and

WHEREAS, the EIR reflects the City's independent judgment and analysis; and

WHEREAS, the City based on its review of the Planning Commission actions with respect to the EIR and other substantial evidence in the record, hereby makes the findings and statement of overriding considerations specified in CEQA Guidelines §§ 15091, 15092 and 15093, as more fully set forth in **Exhibit B** to this Resolution; now, therefore, be it

RESOLVED: That the City hereby finds and determines (1) that it has been presented and has independently reviewed and considered the information contained in the EIR prior to approving the Project, and that the EIR is adequate for use by the City for its approval of the Project; (2) that all adverse environmental effects of the Project, except as described in the EIR and/or **Exhibit B**, 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 (3) that it adopts that Statement of Overriding Considerations set forth in **Exhibit B** to this Resolution and finds and determines that the important benefits of the Project identified in that Statement of Overriding Considerations each separately and independently outweigh the adverse unavoidable environmental effects of the Project; and be it further

RESOLVED: That the City hereby adopts mitigation measures identified in the EIR, as they may have been revised by the Agency, as set forth in the Mitigation Monitoring and Reporting Program ("MMRP") attached as **Exhibit C** to this Resolution, which is incorporated by this reference, and directs the Agency Administrator to ensure that these are duly and diligently implemented and enforced; and be it further

RESOLVED: That the City Administrator or her designee is hereby authorized to negotiate and execute: (1) the Cooperation Agreement with the Agency and the Coalition; (2) such other additions, amendments or other modifications to the Cooperation Agreement (including, without limitation, preparation and attachment of, or changes to, any or all of the exhibits) that the City

do not materially increase the obligations or liabilities of the City, and are necessary or advisable to complete the transactions which the Cooperation Agreement contemplates to be conclusively evidenced by the execution and delivery by the City Administrator of the Cooperation Agreement, and any such amendments thereto; and (3) such other documents as necessary or appropriate, in consultation with the City Attorney, to consummate the transaction under the Cooperation Agreement in accordance with this Resolution, or to otherwise effectuate the purpose and intent of this Resolution and its basic purpose; and be it further

RESOLVED: That all documents related to this transaction shall be reviewed and approved by the City Attorney prior to execution, and copies will be placed on file with the City Clerk; and be it further

RESOLVED: That the City staff is directed to undertake the clerical task of amending the approved MMRP and/or the Project Conditions of Approval, as may be necessary, to conform to this Resolution; and be it further

RESOLVED: That the City finds and determines that this Resolution complies with CEQA and that staff is directed to cause to be filed a Notice of Determination with the appropriate agencies; and be it further

RESOLVED: That the record before the City on this matter includes the information set forth in Public Resources Code § 21167.6(e), including, without limitation, all final staff reports and final documentation and information produced by or on behalf of the City or Agency, including without limitation the Draft EIR and the Final EIR and supporting final technical studies and appendices, and all related and supporting material, and all final notices relating to the Project and attendant hearings and meetings; all oral and written evidence received by the City Planning Commission, the Agency and City Council during the public hearings on Project; all written evidence received by relevant City or Agency staff before and during public hearings on the Project and appeal; and all matters of common knowledge and all official enactments of the City and Agency such as the General Plan and Oakland Municipal Code, other applicable City policies and regulations and all applicable state and federal laws, rules and regulations; 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 City's decision is based are respectively: (a) the Community & Economic Development Agency, Projects Division, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland CA; (b) the Community & Economic Development Agency, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland CA; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland, CA.

IN COUNCIL, OAKLAND, CALIFORNIA, JUL 2 0 2004, 2004

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS , BRUNNER, CHANG, NADEL, QUAN, REID, WAN AND CHAIRPERSON DE LA FUENTE, 8

NOES- Ø

ABSENT- Ø

ABSTENTION- Ø

ATTEST: _____
CEDA FLOYD
City Clerk and Clerk of the Council
of the City of Oakland, California

EXHIBIT A-1

PROJECT AREA

ILLEGIBLE WHEN RECEIVED

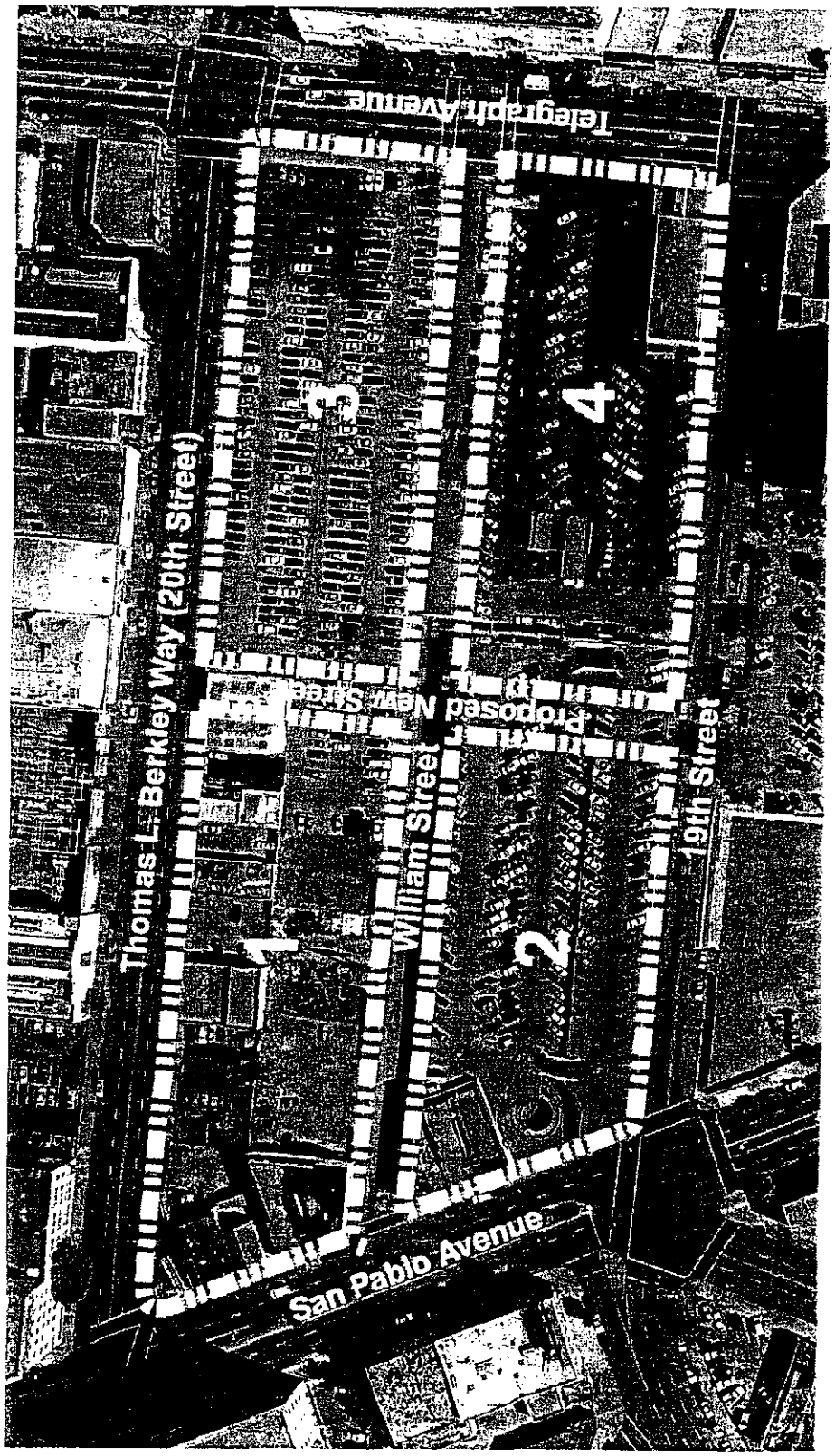
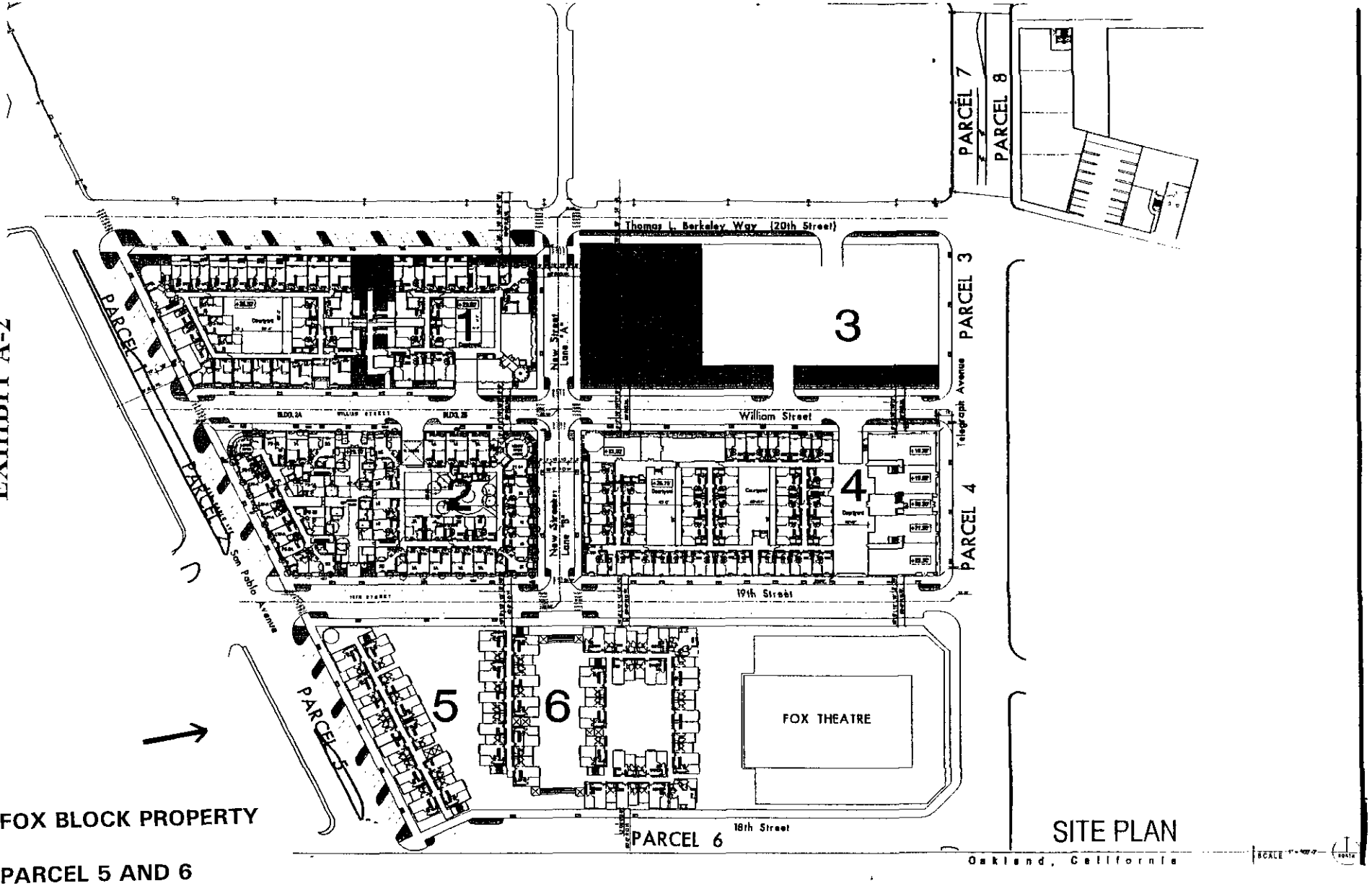


EXHIBIT A-2



FOX BLOCK PROPERTY

PARCEL 5 AND 6

EXHIBIT B

CEQA Findings And Statement Of Overriding Considerations For The Approval Of The Lease Development And Disposition Agreement And Ground Lease For Blocks 1, 2, 3, and 4 Within The Uptown Mixed Use Project

I. INTRODUCTION

1. These findings are made pursuant to the California, Environmental Quality Act (Pub. Res. Code section 21000 et seq; "CEQA") and the CEQA Guidelines (Cal. Code Regs. title 14, section 15000 et seq.) by the City of Oakland City Council and Redevelopment Agency in connection with the EIR prepared for the Uptown Mixed Use Project, which includes the area covered in the Lease Development and Disposition Agreement and Ground Lease executed between the Redevelopment Agency, the City of Oakland, and Uptown Partners, LLC ("the LDDA and Ground Lease"). These findings pertain to EIR SCH # 200052070.

2. These findings are attached as Exhibit B and incorporated by reference into the June 2004 Redevelopment Agency staff report and resolutions prepared for the approval of the LDDA and Ground Lease. These findings are based on substantial evidence in the entire administrative record and references to specific reports and specific pages of documents are not intended to identify those sources as the exclusive basis for the findings.

II. PROJECT DESCRIPTION

3. The Uptown Mixed Use project, which is the subject of the EIR, is located on a nine-block, 15-acre site in the Uptown District of the City of Oakland. Blocks 1-6 are generally bounded by Thomas L. Berkley Way (20th Street) on the north, Telegraph Avenue on the east, 18th Street to the south, and San Pablo Avenue on the west. Blocks 7, 8, and 8a are located on the north side of Thomas L. Berkley Way; Block 7 is west of Telegraph Avenue and blocks 8 and 8a are east of Telegraph Avenue.

4. The Uptown Mixed Use project is the phased redevelopment of the site with a mixed-use project including up to 1,000 apartments, 270 condominiums, 1,050 student beds/faculty units, 43,000 square feet of commercial space, 1,959 structured parking spaces and 25,000 square foot public park.

5. The LDDA and Ground Lease pertain to the development of Blocks 1, 2, 3, and 4 within the Uptown Mixed Use project area. Additionally, the LDDA allows for the execution of certain agreements and other documents related to the development of Blocks 5 and 6 by third party developers.

III. ENVIRONMENTAL REVIEW OF THE PROJECT

6. Pursuant to CEQA and the CEQA Guidelines the City determined that a focused EIR would be required pursuant to Public Resources Code section 21159.25. On December 18, 2001 the Oakland City Council adopted Resolution 76896 authorizing implementation of Public Resources Code section 21159.25 and finding that City of Oakland policies are consistent with compact development principles. On March 19, 2003 the Oakland City Planning Commission adopted a Notice of Intent to prepare the EIR pursuant to Public Resources Code section 21159.25. The City issued a Notice of Preparation and a Notice of Intent to Use Assembly Bill AB 436 (Public Resources Code section 21159.25) for the EIR, which was circulated to responsible agencies and interested groups and individuals for review and comment. A copy of this Notice and the comments thereon are included in Appendix A of the Draft EIR. An EIR prepared pursuant to Public Resources Code section 21159.25 is limited to a discussion of the project's potentially significant effects on the environment and no discussion of project alternatives, cumulative impacts of the project, or growth inducing impacts of the project is required.

7. A Draft EIR was prepared for the Uptown Mixed Use project to analyze its environmental impacts. Although not required by Public Resources Code section 21159.25, the EIR contains an updated analysis of certain cumulative effects in order to ensure that a comprehensive analysis has been conducted. The Draft EIR was circulated for a 45-day public review period from September 19, 2003 to November 3, 2003. The Planning Commission held a hearing on the Draft EIR on October 15, 2003. The Landmarks Preservation Advisory Board held a hearing on the Draft EIR on October 6, 2003.

8. The City received written and oral comments on the Draft EIR. The City prepared responses to comments on environmental issues and made changes to the Draft EIR. The responses to comments, changes to the Draft EIR and additional information were published in a Final EIR on January 28, 2004. The Draft EIR, the Final EIR and all appendices thereto constitute the "EIR" referenced in these findings.

9. On February 18, 2004 the Planning Commission certified the EIR.

IV. THE ADMINISTRATIVE RECORD

10. The record upon which all findings and determinations related to the approval of the LDDA and Ground Lease are based includes the following:

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

b. All information (including written evidence and testimony) provided by City and Redevelopment Agency ("Agency") staff to the Planning Commission, the Redevelopment Agency, and the City Council relating to the EIR, the approvals, and the Uptown Mixed Use project and the LDDA and Ground Lease.

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

d. All information (including written evidence and testimony) presented to the City and Agency from other public agencies relating to the Uptown Mixed Use project, the LDDA and Ground Lease or the EIR.

e. All applications, letters, testimony and presentations presented by the project sponsor and its consultants to the City and the Agency in connection with the Uptown Mixed Use project and the LDDA and Ground Lease.

f. All information (including written evidence and testimony) presented at any City public hearing or City workshop related to the Uptown Mixed Use project, the LDDA and Ground Lease, and the EIR.

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

h. The Mitigation Monitoring and Reporting Program for the Uptown Mixed Use project.

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

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

V. CERTIFICATION OF THE EIR

12. In accordance with CEQA, the Redevelopment Agency and the City Council certify that the EIR has been completed in compliance with CEQA and that it was certified by the Planning Commission. The City Council and the Redevelopment Agency have reviewed the record and the EIR prior to certifying the EIR and approving the LDDA and Ground Lease. By these findings, the City Council and the Redevelopment Agency confirm, ratify, and adopt the findings and conclusions of the EIR as supplemented and modified by these findings. The EIR and these findings represent the independent judgment and analysis of the City, the Redevelopment Agency, and the City Council.

13. The City Council and the Redevelopment Agency recognize that the EIR may contain clerical errors. The City Council and the Redevelopment Agency have reviewed the entirety of the EIR and base their determination on the substance of the information it contains.

14. The City Council and the Redevelopment Agency certify that the EIR is adequate to support the approval of each entitlement, approval, or agreement that is the subject of the staff report to which these CEQA findings are attached. The City Council and the Redevelopment Agency certify that the EIR is adequate to support approval of the project described in the EIR, each component and phase of the Uptown Mixed Use project described in the EIR, any variant of the project described in the EIR, any minor modifications to the project or variants described in the EIR and the components of the Uptown Mixed Use project covered by the LDDA and Ground Lease.

VI. ABSENCE OF SIGNIFICANT NEW INFORMATION

15. The City Council and the Redevelopment Agency recognize that the Final EIR incorporates information obtained and produced after the Draft EIR was completed, and that the EIR contains additions, clarifications, modifications, including the removal of Block 9 from the Uptown Mixed Use project site and the substitution of Block 8a and modifications and additions to mitigation measures. The City Council and the Redevelopment Agency have reviewed and considered the Final EIR and all of this information. The Final EIR does not add significant new information to the Draft EIR that would require recirculation of the EIR under CEQA. The new information added to the EIR does not involve a new significant environmental impact, a substantial increase in the severity of an environmental impact, or a feasible mitigation measure considerably different from others previously analyzed that the project sponsor declines to adopt and that would clearly lessen the significant environmental impacts of the Uptown Mixed Use project. No information indicates that the Draft EIR was inadequate or conclusory or that the public was deprived of a meaningful opportunity to review and comment on the Draft EIR.

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

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

17. Public Resources Code section 21081.6 and CEQA Guidelines section 15097 require the City to adopt a monitoring or reporting program to ensure that the mitigation measures and revisions to the Uptown Mixed Use project identified in the EIR are implemented. The Mitigation Monitoring and Reporting Program ("MMRP") is included in Exhibit C and is adopted by the City Council and the Redevelopment Agency. The MMRP satisfies the requirements of CEQA.

18. The mitigation measures set forth in the MMRP are specific and enforceable. As appropriate, some mitigation measures define performance standards to ensure no significant environmental impacts will result. The MMRP adequately describes implementation procedures, monitoring responsibility, reporting actions, compliance schedule, non-compliance sanctions, and verification of compliance in order to ensure that the Uptown Mixed Use project and the LDDDA and Ground Lease complies with the adopted mitigation

measures. The MMRP ensures that the mitigation measures are in place, as appropriate, throughout the life of the Uptown Mixed Use project and the LDDA and Ground Lease.

19. The City Council and the Redevelopment Agency adopt and impose the feasible mitigation measures as set forth in the MMRP attached as Exhibit C as enforceable conditions of approval. The City and Agency have adopted measures to substantially lessen or eliminate all significant effects where feasible.

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

VII. FINDINGS REGARDING IMPACTS

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

22. The City Council and the Redevelopment Agency each recognize that the environmental analysis of the Uptown Mixed Use project and the LDDA and Ground Lease raises controversial environmental issues, and that a range of technical and scientific opinion exists with respect to those issues. The City Council and the Redevelopment Agency each acknowledge that there are differing and potentially conflicting expert and other opinions regarding the Uptown Mixed Use project and the LDDA and Ground Lease. The City Council and the Redevelopment Agency each has, through review of the evidence and analysis presented in the record, acquired a better understanding of the breadth of this technical and scientific opinion and of the full scope of the environmental issues presented. In turn, this understanding has enabled the City Council and the Redevelopment Agency to make fully informed, thoroughly considered decisions after taking account of the various viewpoints on these important issues and reviewing the record of the Planning Commission certification of the EIR. These findings are based on a full appraisal of all viewpoints expressed in the EIR and in the record, as well as other relevant information in the record of the proceedings for the Uptown Mixed Use project and the LDDA and Ground Lease.

23. Under Public Resources Code section 21081(a)(1) and CEQA Guidelines sections 15091 (a)(1) and 15092(b), and to the extent reflected in the EIR and Exhibit C, the City Council and the Redevelopment Agency each find that changes or alterations have been required in, or incorporated into, the components of the Uptown Mixed Use project covered by the LDDA

and Ground Lease that mitigate or avoid the following potentially significant effects on the environment:

a. Aesthetic Resources: Impact AES-1 finds that the Uptown Mixed Use project will alter the intrinsic architectural character of the site and its surroundings. Impact AES-1 will be mitigated through implementation of Mitigation Measure AES-1, which imposes design requirements. Impact AES-2 finds that the Uptown Mixed Use project will provide additional sources of nighttime lighting in the downtown. Impact AES-2 will be mitigated through implementation of Mitigation Measures AES-2(a) and (b), which impose design limitations on reflective materials and outdoor night lighting.

b. Air Quality: Impact AIR-1 finds that demolition, site preparation, and construction activities associated with the Uptown Mixed Use project will generate short-term emissions of criteria pollutants. Impact AIR-1 will be mitigated through implementation of Mitigation Measure AIR-1, which imposes all feasible construction emission reduction measures identified by the Bay Area Air Quality Management District.

c. Hazardous Materials: Impacts HAZ-1, HAZ-2, HAZ-3, HAZ-4, and HAZ-5 find that construction activities associated with the Uptown Mixed Use project could entail exposure to hazardous materials from contaminated soil and groundwater, former underground storage tanks, demolition debris, including lead based paint and building materials containing asbestos, and materials used during construction. These impacts will be mitigated through the implementation of Mitigation Measures HAZ-1(a), (b), and (c), HAZ-2(a) and (b), HAZ-3, HAZ-4, and HAZ-5, which impose requirements for site investigations, preparation of a Health and Safety Plan, preparation of a Soil and Groundwater Management Plan, preparation of a Human Health Risk Assessment, and compliance with all applicable hazardous materials and construction worker health and safety regulations.

d. Historic Resources: Impacts HIST-1, HIST-2, and HIST-3 find that the Uptown Mixed Use project construction activities may result in impacts to paleontological resources, archaeological resources and human remains. These impacts will be mitigated through implementation of Mitigation Measures HIST-1(a) and (b), HIST-2(a) and (b), and HIST-3, which impose requirements for retention of appropriate experts, pre-construction testing, an archeological sensitivity study, construction-period monitoring, consultation with certain interested groups, notification of proper authorities, documentation or other appropriate treatment of finds, preparation of various reports, and redirection or halting of construction activities in certain, specified circumstances.

Impact HIST-4b finds that modification and reuse of the Great Western Power Building, which is located on a block within the Uptown Mixed Use project site (Block 7) not covered by the LDDA and Ground Lease, could adversely affect this historic resource. This impact will be mitigated through implementation of Mitigation Measure HIST-4b, which requires consultation with the Planning Department and a historic preservation architect to determine an appropriate treatment strategy. Because no development proposal for this site is included in the LDDA and Ground Lease, it cannot reasonably be determined at this time whether preservation of the Great Western Power Building would be feasible in connection with potential future development of the site; any impacts that result due to infeasibility of mitigation

with respect to the Great Western Power Building are outweighed by the project benefits, as described below in the Statement of Overriding Considerations. A determination regarding the feasibility of preserving this building will be made at the time a development proposal for this block is approved. To the extent it is determined feasible to preserve the Great Western Power Building, the building will be preserved. Impact HIST-5 finds that site clearance adjacent to the Great Western Power Building could adversely impact this historic resource. Implementation of Mitigation Measure HIST-5, which imposes specific requirements for documenting the building's urban setting and imposes requirements for design review of the buildings adjacent to the Great Western Power Building to ensure consistency with the Secretary of Interior's Standards, which will substantially lessen or avoid potentially significant impacts.

Impact HIST-13 finds that the Uptown Mixed Use project's streetscape and lighting features may impact historic resources. Impact HIST-13 will be mitigated through implementation of Mitigation Measure HIST-13, which imposes design requirements consistent with the Secretary of Interior Standards.

e. Hydrology: Impacts HYD-1, HYD-2 and HYD-3 find that the Uptown Mixed Use project construction activities and operation could result in water quality impacts. These impacts will be mitigated through implementation of Mitigation Measures HYD-1, HYD-2, and HYD-3, which impose requirements for preparation of a Storm Water Pollution Prevention Plan, including Best Management Practices, compliance with the 2003 Alameda County Stormwater Management Plan, and special requirements for handling dewatering effluent.

f. Noise: Impact NOISE-1 finds that Uptown Mixed Use project construction could result in exposure of nearby receptors to construction noise impacts. Impact Noise-1 will be mitigated through implementation of Mitigation Measures NOISE-1(a), (b), (c), (d) and (e), which impose time limitations, noise reduction practices, equipment requirements, specific pile driving requirements, and other noise reduction techniques. Impact NOISE-2 finds that the Uptown Mixed Use project traffic will generate long-term noise impacts. Impact NOISE-2 will be mitigated through implementation of Mitigation Measure NOISE-2, which imposes design requirements for noise reduction techniques and features and establishes performance standards. Impact NOISE-3 finds that operational noise from the project could generate noise impacts. Impact NOISE-3 will be mitigated through implementation of Mitigation Measure NOISE-3, which imposes requirements for stationary noise sources.

g. Transportation: Impacts TRANS-1, TRANS-2, TRANS-4, TRANS-5, TRANS-6, TRANS-7, TRANS-8, TRANS-9, TRANS-10, TRANS-12, TRANS-13, and TRANS-14 find that the vehicle traffic from the Uptown Mixed Use project in Year 2010 and Year 2025 conditions could result in increased vehicle delay at several intersections. These impacts will be mitigated through implementation of Mitigation Measures TRANS-1, TRANS-2, TRANS-4, TRANS-5, TRANS-6, TRANS-7, TRANS-8, TRANS-9, TRANS-10, TRANS-12, TRANS-13, and TRANS-14, which impose requirements for signal optimization and coordination, cycle length, and lane restriping.

h Wind: Impact WIND-1 finds that construction of the proposed 19-story buildings on Blocks 5 and 7, of which only block 5 is covered by the LDDA and Ground

Lease, could result in high wind speeds. Impact WIND-1 will be mitigated through implementation of Mitigation Measures WIND-1(a) and (b), which impose requirements for an acoustical evaluation of the final building design and for design modification to ensure that wind standards are met.

24. Under Public Resources Code section 21081 (a) and CEQA Guidelines section 15091 and 15092, and to the extent reflected in the EIR and Exhibit C, the City Council and the Redevelopment Agency find that the following impacts of the Uptown Mixed Use project, which includes the components covered in the LDDA and Ground Lease, remain significant and unavoidable, notwithstanding the imposition of all feasible mitigation measures, as set forth below. The City Council and the Redevelopment Agency each also find that any mitigation measure discussed in the EIR that may reduce the significance of these impacts and which is not incorporated into the approval of the LDDA and the Ground Lease is rejected as infeasible for the reasons given below.

a. Air Quality: Impact AIR-2 finds that the Uptown Mixed Use project would result in increased regional emissions of criteria pollutants exceeding Bay Area Air Quality Management District threshold, primarily from increased traffic. Mitigation Measure AIR-2, which imposes Transportation Control Measures, as required by the Bay Area Air Quality Management District, will reduce this impact but not to a level of insignificance. It is not feasible for the project sponsor to implement technology to reduce vehicle emissions.

b. Historic Resources: Impact HIST-4a finds that if in the future it is determined infeasible to preserve the Great Western Power Building, the Uptown Mixed Use project could result in the full or partial demolition of this building. The block (Block 7) containing this building is not covered by the LDDA and Ground Lease, thus it cannot be determined at this time whether it is feasible to preserve the Great Western Power Building. A determination regarding the feasibility of preserving this building will be required at the time a development proposal for this block is approved. Mitigation Measure 4a requiring certain measures to preserve information about the building would reduce the impact, but not to a less than significant level. This potential unavoidable significant impact is overridden as set forth below in the Statement of Overriding Considerations.

Impact HIST-8 finds that the demolition of the three PDHP buildings in the 19th and San Pablo Commercial District could contribute to a significant cumulative impact. Mitigation Measure HIST-8(b) would reduce the impact but not to a less than significant level. Mitigation Measure HIST-8(a), which would require the retention of the three buildings, has been analyzed in a report prepared by Sedway Group and Page and Turnbull (attached) and, based on these reports is infeasible. The overall development costs under this mitigation measure would exceed estimated stabilized value and therefore neither a developer nor a lender would be likely to pursue the development. The development cost of Block 1 with the retention of the four buildings on San Pablo exceeds project value because (1) it would reduce the number of new housing units on Block 1 by 46 units (see attached Sedway Group report) thereby reducing the overall project rentable square footage by 20%; (2) direct development costs would be higher on both a per-unit and per-square footage basis due to construction inefficiencies and rehabilitation costs for older buildings ($250 per square foot for renovation compared with $158 per square foot for new construction); (3) the increased construction costs would inappropriately

dilute the City's financial contribution to the project because the City would be paying more for fewer units. Additionally, if Block 1 is excluded from the LDDA and Ground Lease, there will be a loss in net increased assessed value of 33.2 million, which is a loss in increased area population of 277 persons, a loss in resident spending of 2.8 million per year, a loss of 3.9 million per year in direct and indirect economic activity in the sub-regional level, and annual fiscal losses to the City of $100,000 per year tax revenues. In addition to the financial infeasibility of the mitigation measure, this preservation scheme would be contrary to the City's objectives and policies to increase the supply of market and affordable housing in the downtown area, close to public transportation. For all of these reasons, Mitigation HIST-8(a) is infeasible.

c. Transportation: Impact TRANS-3 and TRANS-11 finds that the Uptown Mixed Use project will increase the delay at the Frontage Road/West Grand Avenue intersection by two or more seconds under both Year 2010 and Year 2025 conditions. Mitigation Measures TRANS-3 and TRANS-11 are rejected as economically infeasible because implementing these mitigations would require significant construction including widening of an elevated structure, addition of support columns, relocation of existing support columns, and acquisition of rights of way underneath the structure. The estimated cost would be approximately $14 million. This cost would not be economically feasible for the project. In addition, implementation of this mitigation is not feasible because it is within the sole responsibility and jurisdiction of Caltrans, which has no plans and no budget for such a project.

IIV. STATEMENT OF OVERRIDING CONSIDERATIONS

25. The City Council and Redevelopment Agency find that each of the specific economic, legal, social, technological, environmental, and other considerations and the benefits of the LDDA and Ground Lease independently outweigh any remaining significant, adverse impacts and is an overriding consideration independently warranting approval. Any remaining significant adverse impacts identified above (or otherwise) are acceptable in light of each of these overriding considerations.

26. The LDDA and Ground Lease will provide much needed infill housing in downtown Oakland adjacent to and near access to local and regional public transit located near downtown jobs, thereby promoting smart growth principles.

27. The LDDA and Ground Lease will redevelop a group of blighted, underutilized sites in downtown Oakland to create a new neighborhood and provide residential and commercial uses to support the adjacent entertainment district and to enhance the visual and community character of the surrounding neighborhoods.

28. The LDDA and Ground Lease will provide a stable "24-hour" population in downtown Oakland.

29. The LDDA and Ground Lease will provide residential units affordable to persons of low and moderate income.

30. The LDDA and Ground Lease will create a diversity of housing types to accommodate a diverse group of people and households.

31. The LDDA and Ground Lease is a key component of the Mayor's and City Council's 10K Downtown Housing Initiative.

32. The LDDA and Ground Lease will create a transit-oriented community that encourages the use of public transportation and, through the development of a new street and other design features, encourage pedestrian and bicycle access.

33. The LDDA and Ground Lease will improve the jobs/housing balance in the greater Central Business District.

34. The LDDA and Ground Lease will provide the opportunity to strengthen local-serving commercial and retail activity by providing ground floor retail space.

35. The LDDA and Ground Lease will provide public open space in this area of downtown, providing a benefit to the community and promoting the goals of the City's General Plan Open Space, Conservation and Recreation Element (Policies OS-4.1, OS-4.4, and OS- 11.1, among others).

36. The LDDA and Ground Lease will integrate development into the historic urban development patterns and reestablish and strengthen connections to major transportation corridors and civic cultural and governmental facilities.

37. The LDDA and Ground Lease will implement and fulfill many of the objectives and goals of the General Plan Land Use and Transportation Element (Policies I/C3.5, T2.1, T2.2, T2.3, D5.1, D6.1, D10.1, D10.2, D10.6, D11.1, D11.2, N1.1, N3.2, N3.2, N8.1, and N8.2, among others) and the Housing Element.

38. The LDDA and Ground Lease will provide needed construction jobs and permanent jobs.

39. The LDDA and Ground Lease will promote the goals and objectives of the Redevelopment Plan as set forth in the attached Resolution approving the LDDA and Ground Lease.

ATTACHMENTS TO EXHIBIT B

1. Cost Estimate to mitigate project impact at the I-880 Ramps/Frontage/Grand Avenue Intersection
2. Feasibility Analysis of Historic Preservation Option by Sedway Group
3. Rehabilitation of 1958 – 1972 San Pablo Avenue, Oakland, CA. Analysis of Feasibility by Page and Turnbull

May 15, 2004

Ms. Claudia Cappio
Ms. Lynn Warner
City of Oakland
Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 3330
Oakland, CA 94612

RE: UPTOWN TRANSPORTATION STUDY

Dear Ms. Cappio/Ms. Warner:

On November 17, 2003 I spoke with Rod Oto in the Caltrans District 4 Office of Highway Operations. Mr. Oto informed me that the I-880 Ramps/Frontage Road/Grand Avenue intersection is within the jurisdiction of Caltrans. Mr. Oto further indicated that Caltrans has no planned improvements at this intersection.

We have also prepared a cost estimate for the mitigation identified in the DEIR to fully mitigate the impact at the I-880 Ramps/Frontage Road/Grand Avenue intersection. This estimate ($14 million) is attached for your information. As discussed in the DEIR, the mitigation of the poor service level at this intersection would require the widening of the existing elevated structure. Widening of the structure would require the acquisition of additional right of way. These changes would not be economically feasible. In addition, the intersection is within the jurisdiction of Caltrans and not in the City of Oakland's control. Caltrans does not have an improvement planned for this intersection, and has no mechanism to receive funding from the Uptown developer. For these reasons, the impact is considered significant and unavoidable.

Sincerely,

KORVE ENGINEERING, INC.

Bill Burton, PE
Senior Traffic Engineer

Attachment

North Connector Option ET-3

Caltrans Metric

District-County-Route _____
KP (PM) _____
EA _____
Program Code _____
(Draft 05/07/04)

PROJECT DESCRIPTION:

Limits Oakland Uptown Project: W Grand Ave/Frontage Rd mitigation

Propqsed Improvement (Scope)

Alternate

SUMMARY OF PROJECT COST ESTIMATE

TOTAL ROADWAY ITEMS	$1,900,000
TOTAL STRUCTURE ITEMS	$7,000,000
SUBTOTAL CONSTRUCTION COSTS	$8,900,000
TOTAL RIGHT OF WAY ITEMS	$100,000
TOTAL PROJECT CAPITAL OUTLAY COSTS	$9,000,000

Reviewed by District Program Manager _____ Date _____
(Signature)

Approved by Project Manager _____ Date _____
(Signature)

Phone No. _____

District-County-Route _____
KP (PM) _____
EA _____

I. ROADWAY ITEMS

Section 1 Earthwork	Quantity	Unit	Unit Price	Item Cost	Section Cost
General Excavation - Viaduct	_____	m^3	$13	$_____	
General Excavation - Culverts	_____	m^3	$13	$_____	
Roadway Excavation	5000	m^3	$13	$65,000	
Imported Borrow	_____	m^3	$16	$_____	
Clearing & Grubbing	5	ha	$10,000	$50,000	
				Subtotal Earthwork	$115,000
Section 2 Pavement Structural Section*					
Roadway					
Asphalt Concrete (Type A)	450	tonne	$65	$29,250	
Aggregate Base (Class 2)	400	m^3	$35	$14,000	
Aggregate Sub-base (Class 2)	500	m^3	$15	$7,500	
Shoulder					
Asphalt Concrete (Type A)	0	tonne	$65	$0	
Aggregate Base (Class 2)	0	m^3	$35	$0	
Aggregate Sub-base (Class 2)	0	m^3	$15	$0	
Pavement Section-Maintenance Rd (both sides of embankment)	_____	m	$610	$_____	
Edge Drains	550	m	$38	$20,900	
_____	_____	_____	$_____	$_____	
			Subtotal Pavement Structural Section		*$80,000*
Section 3 Drainage					
Storm Drains	0	m	$50	$0	
Storm Drains - Maintenance Roads	_____	m	$400	$_____	
Project Drainage	1	LS	$100,000	$100,000	
_____	_____	_____	$_____	$_____	
				Subtotal Drainage	$100,000

*Reference sketch showing typical pavement structural section elements of the roadway. Include (if available) T.I., R-Value and date when tests were performed.

NOTE: Extra lines are provided for items not listed, use additional lines are appropriate.

District-County-Route _____
KP (PM) _____
EA _____

Section 4 Specialty Items	Quantity	Unit	Unit Price	Item Cost	Section Cost
Retaining Walls	0	m^2	$480	$0	
Sound Walls		m^2	$180	$	
Guard Rail		m	$82	$	
Raise power line section		EA	$100,000	$	
Relocate power poles		EA	$250,000	$	
Railroad Cossing		EA	$350,000	$	
Landscape	0	m^2	$10	$0	
Driveway	0	EA	$3,000	$0	
Irrigation			$	$	
Aquaduct protection	0	m	$2,000	$0	
Connection at Each End		EA	$100,000	$	
Erosion Control	0	m^2	$5	$0	
Fencing		m	$38	$	
Slope Protection		m3	$240	$	
Utilities Relocation Allowance	1	LS	$50,000	$50,000	
Cattle Crossing		m	$350	$	
Sidewalk	700	m^2	$40	$28,000	
Culverts Under North Connector	0	m	$1,000	$0	
Curb	0	m	$145	$0	
Curb & Gutter	350	m	$145	$50,750	
			$	$	
				Subtotal Specialty Items	$129,000
Section 5 Traffic Items					
Lighting Allowance		LS	$30,000	$	
One Post Sign	3	EA	$220	$660	
Two Post Sign		EA	$540	$	
Striping	1,100	m	$25	$27,500	
Traffic Signal	1	EA	$250,000	$250,000	
Street Light		EA	$2,000	$	
Traffic Management	1	LS	$200,000	$200,000	
Temporary Traffic Control	1	LS	$200,000	$200,000	
Pavement Markings (Tape)	0	m^2	$50	$0	
			$	$	
				Subtotal Traffic Items	$679,000
				TOTAL SECTIONS 1 thru 5	$1,103,000

NOTE: Extra lines are provided for items not listed, use additional lines as appropriate.

District-County-Route _____
KP (PM) _____
EA _____

Section 6 Minor Items	Item Cost	Section Cost
1,103,000 x (10%) = (Subtotal Sections 1 thru 5)	$110,300	
	TOTAL MINOR ITEMS	$110,300

Section 7 Roadway Mobilization		
1,213,300 x (10%) = (Subtotal Sections 1 thru 6)	$121,330	
	TOTAL ROADWAY MOBILIZATION	$121,330

Section 8 Roadway Additions

Supplemental Work		
1,213,300 x (10%) = (Subtotal Sections 1 thru 6)	$121,330	
Contingencies		
1,213,300 x (35%) = (Subtotal Sections 1 thru 6)	$424,655	
	TOTAL ROADWAY ADDITIONS	$545,985
	TOTAL ROADWAY ITEMS (Subtotal Sections 1 thru 8)	$1,900,000

Estimate Prepared By _____ Phone # _____ Date _____.
(Print Name)

Estimate Checked By _____ Phone # _____ Date _____
(Print Name)

** Use appropriate percentage per Chapter 20.

District-County-Route _____
KP (PM) _____
EA _____

II. STRUCTURES ITEMS

Bridge Name	Grand/Frontage	
Structure Type	Precast Conc	
Width (out to out) - (m)		
Span Lengths - (m)		
Total Area - (m2)	1550	
Footing Type (pile/spread)		
Cost Per m2 (incl. 10% mobilization and 20% contingency)	$4,500	
Total Cost for Structure	$6,975,000	
	SUBTOTAL STRUCTURES ITEMS (Sum of Total Cost for Structures)	$6,980,000
Railroad Related Costs:		$ -
	SUBTOTAL RAILROAD ITEMS	$ -
	TOTAL STRUCTURES ITEMS *(Sum of Structures Items plus Railroad Items)*	$ 7,000,000

COMMENTS:

Estimate Prepared By_____ Phone # _____ Date _____
(Print Name)

NOTE: If appropriate attach additional pages and backup.

District-County-Route _____
KP (PM) _____
EA _____

III. RIGHT OF WAY ITEMS — ESCALATED VALUE

A. Acquisition, including excess lands, damages to remainder(s) and Goodwill (floodplain easment) Area=440x$55/m2 — $25,000 C
Buildings — $0
B. Utility Relocation (State share) — $_____

C. Relocation Assistance — $0

D Clearance/Demolition — $0

E. Title and Escrow Fees — $1,500

TOTAL RIGHT OF WAY ITEMS (Escalated Value) $100,000

Anticipated Date of Right of Way Certification $_____
(Date to which Values are Escalated)

F. Construction Contract Work

Brief Description of Work:

_____
_____
_____
_____

*Right of Way Branch Cost Estimate for Work** $_____

*This dollar amount is to be included in the Roadway and/or Structures Items of Work, as appropriate. Do not include in Right of Way Items.

COMMENTS:

Estimate Prepared By _____ Phone _____ Date _____
(Print Name)

NOTE: If appropriate, attach additional pages and backup.

Cost Summary

5/7/2004

PROJECT: Oakland Uptown Mitigation Project

W Grand Ave/Frontage Road to the I-880/I-80 Interchange Approach **EB left turn and WB right turn widening**		
DESCRIPTION		COST
Estimated Cost		$9,000,000
Sub-total Construction Costs		$9,000,000
Environmental Mitigation Allowance		$500,000
Construction Change Order Contingency	6%	$540,000
Project Reserve	7%	$630,000
Total Construction Costs		$10,670,000
Project Development		
Design Engineering	10%	$1,070,000
Construction Management	8%	$860,000
Agency Costs	3%	$330,000
Environmental Documentation	3%	$330,000
Project Management	3%	$330,000
Subtotal Project Development Costs		$2,920,000
Total Project Costs		$14,000,000

Note: Capital Outlay Costs includes 10% for minor items, 10% for mobilization, 10% for supplemental work and 35% for roadway items, plus 20% contingency and 10% mobilization for structural items.

Assumption:

ROW take off at the existing Grand Avenue next to the bridge approach to accommodate merge lane
Requires closure at Grand Avenue for widening.
All section and depth are to the Caltrans Standard.
No structural modification is required at the I-880/I-80 Ramp connection, column on the south side of the project is adequate to accommodate widening on the south side.
Assume high number in traffic signal and traffic control.
Assume shoulder on the same pavement thickness.

MEMORANDUM

TO: Lynn Warner; City of Oakland Community & Economic Development Agency
Jens Hillmer; City of Oakland Redevelopment Agency

FROM: Mary A. Smitheram-Sheldon, Sedway Group

DATE: April 12, 2004

RE: Proposed Uptown Mixed-Use Project Block 1 – Feasibility Analysis of Historic Preservation Option

---

As requested, Sedway Group has analyzed the financial feasibility of a potential historic preservation option to the proposed Forest City Residential West's Uptown Mixed-Use Project's "Block 1." This block is bounded by William Street, San Pablo Avenue, Thomas L. Berkley Way (20th Street), and a proposed new street. The current development program for Block 1 calls for 184 rental apartment units, of which 37 will be reserved for low-income households, and approximately 153 garage parking spaces. On this block are three buildings that are potential contributors to a historic district, known as the "19th and San Pablo Commercial District." To accomplish the development program, these buildings are to be moved or demolished. However, as part of the environmental impact assessment, Sedway Group assessed the feasibility and impact of retaining these three buildings, plus an adjacent fourth building, on-site as part of the overall project.[1]

In conclusion, as discussed in this memorandum, Sedway Group finds that retaining these four buildings as part of the Block 1 project is not feasible. The overall project costs under the Historic Preservation Option exceed estimated stabilized value. Therefore, the end result is that, if this option were adopted, then Block 1 would not be developed. Further, if this portion of the project does not move forward, then there are associated positive economic and fiscal impacts from this development that will not be realized.

METHODOLOGY AND RESOURCES FOR THE ANALYSIS

Sedway Group prepared two financial pro formas for this analysis. The first, called the Baseline Analysis, analyzed Block 1 as proposed with 184 apartment units. The second, the Historical Preservation Option, analyzed a revised Block 1 development program with 138 units of new construction, plus three units and 1,018 square feet of rentable commercial space in rehabilitated buildings.[2] Both pro formas compare anticipated project value upon stabilized occupancy to total project development cost. This is a static "snapshot" of the project assuming that it is fully leased.

The main source of data pertaining to the Historic Preservation Option is a report prepared by Page & Turnbull, an architecture firm that specializes in historic preservation. The Page & Turnbull report, which

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[1] As the fourth building, 1998 San Pablo Avenue, is a small building located adjacent to the other three buildings and at the corner of Thomas L. Berkley Way, it is not practicable to remove just this structure. Therefore, it is assumed to be retained in the historic preservation option.

[2] This is existing ground floor space in the four buildings, the most appropriate use of which is commercial.

is attached to this memorandum, provided a number of key inputs such as gross and net building areas, unit sizes, rehabilitation costs for the structures, contingency factor, and architectural and engineering costs. Page & Turnbull, in conjunction with McLarand Vasquez Emsiek Partners, Inc. (project architects) and James E. Roberts - Obayashi Corp. (construction contractors), provided inputs on the new construction units, sizes, parking, etc. for both scenarios, and new construction direct development costs.

Other sources include Forest City Residential West and market participants. Market-based inputs include rental rates for both the apartment units and commercial space, vacancy rates, operating expenses, and capitalization rates.

FEASIBILITY ANALYSIS

The feasibility analysis discussed here concludes that the ***Baseline Analysis is feasible***, with an indicated project value greater than total project development cost. The ***Historic Preservation Option is infeasible***, with total project development costs exceeding indicated project value by approximately $4.5 million.

Proposed Uptown Project
Block 1 Pro Forma Analyses

	Baseline Analysis		Historic Preservation Option	
	Total	**$ Per SF**	**Total**	**$ Per SF**
Indicated Value	$35,100,000	$225	$27,940,000	$222
Development Costs	$34,580,000	$222	$32,440,000	$257
Difference	$520,000	$3	-$4,500,000	-$36
Result	**Feasible**		**Infeasible**	

Therefore, if the Historic Preservation Option were required, it is highly likely that the Block 1 project would not be built. Both developers and lenders/financial partners would not pursue this project, but instead invest in other feasible development projects.

From a financial standpoint, there are a number of key differences between the Baseline and Historic Preservation Analyses, as detailed in the attached exhibits[3]:

- In the Historic Preservation Option, the new construction component is reduced by 46 units.
- The overall project rentable square footage declines by 20 percent in the Historic Preservation Option.

[3] Exhibit 1 presents the Baseline Analysis, while Exhibit 2 presents the Historic Preservation Analysis. The first page of each exhibit presents general assumptions, such as number of units, building areas, and parking spaces. Pages two through four of each exhibit present inputs related to the operations of the project – market rent for the apartment units, below-market rent for the affordable units, parking income, vacancy rates, operating expenses, and, for the Historic Preservation Analysis, commercial rents. Page five of each exhibit outlines development costs. Page six of each exhibit presents the pro forma analysis, whereby net operating income is calculated (revenues less vacancy and operating expenses). A 6.5 percent capitalization rate is used to convert the estimated net operating income into indicated value. This relatively low capitalization rate is predicated on the current low interest rate environment and competitive capital markets for real estate investment.

- Direct development costs under the Historic Preservation Option are higher on both a per-unit and per-square-foot basis. This is due to the following:
  - For the new construction, inefficiencies are created in terms of the parking garage layout and residential building area, because the project has to "wrap" these buildings. Therefore, the new apartments are more expensive to build than in the Baseline Analysis.
  - For the older buildings, rehabilitation costs are significant, according to Page & Turnbull. The direct cost for renovation is $250 per square foot, compared to a direct cost of $158 per square foot for new construction.

ADDITIONAL ECONOMIC AND FISCAL IMPACTS

If the Block 1 component of the Uptown Mixed-Use Project is not developed, there are additional economic and fiscal impacts to consider. The calculation of many of these items are based upon methodology previously developed by Sedway Group and conveyed in a memorandum dated November 12, 2002, which analyzed the overall Uptown Mixed-Use Project economic and fiscal benefits.

- If Block 1 is not built, there is a loss in net increased assessed value of ***$33.2 million.*** The current based assessed value of Block 1 is approximately $1.9 million.
- If Block 1 is not built, there is a loss in increased area population of 277 persons;
- With fewer area residents, there will be a loss in annual project resident spending of ***$2.8 million*** (assuming that Oakland captures all of this spending);
- Factoring the multiplier effect of the above spending, there will be a loss of $3.9 million of direct and indirect annual economic activity at the sub-regional level; and
- Annual fiscal losses include City tax revenues for business licenses, retail sales, and utility consumption. While these items are smaller than the above economic impacts, totaling slightly less than $100,000 per year, they are still important.

The contents of this memorandum are subject to the attached Assumptions and General Limiting Conditions.

ASSUMPTIONS AND GENERAL LIMITING CONDITIONS

Sedway Group has made extensive efforts to confirm the accuracy and timeliness of the information contained in this study. Such information was compiled from a variety of sources, including interviews with government officials, review of City and County documents, and other third parties deemed to be reliable. Although Sedway Group believes all information in this study is correct, it does not warrant the accuracy of such information and assumes no responsibility for inaccuracies in the information by third parties. We have no responsibility to update this report for events and circumstances occurring after the date of this report. Further, no guarantee is made as to the possible effect on development of present or future federal, state or local legislation, including any regarding environmental or ecological matters.

The accompanying projections and analyses are based on estimates and assumptions developed in connection with the study. In turn, these assumptions, and their relation to the projections, were developed using currently available economic data and other relevant information. It is the nature of forecasting, however, that some assumptions may not materialize, and unanticipated events and circumstances may occur. Therefore, actual results achieved during the projection period will likely vary from the projections, and some of the variations may be material to the conclusions of the analysis.

Contractual obligations do not include access to or ownership transfer of any electronic data processing files, programs or models completed directly for or as by-products of this research effort, unless explicitly so agreed as part of the contract.

This report may not be used for any purpose other than that for which it is prepared. Neither all nor any part of the contents of this study shall be disseminated to the public through publication advertising media, public relations, news media, sales media, or any other public means of communication without prior written consent and approval of Sedway Group.

EXHIBIT 1

GENERAL ASSUMPTIONS

FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)

MARCH 2004

SITE AND BUILDING ASSUMPTIONS

Site Assumptions		**Building Assumptions**	
Site Area (Square Feet)	56,033	Number of Stories	5
Site Area (Net Acres)	1.3	Market rate units	147
		Below market units	37
		Total Units	184
Parking Assumptions			
Parking Spaces Per Unit	0.83	Total Residential Building Area (Square Feet)	156,044
Total Parking Spaces	153	Total Commercial Area	0
Square Feet/Parking Space	385	Building Efficiency	76.0%
Total Parking Area (Square Feet)	58,834	Total Building Gross Square Foot Area	205,297

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 1
INCOME / EXPENSE ASSUMPTIONS -- MARKET RATE UNITS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)
MARCH 2004

GENERAL ASSUMPTIONS

Operations Start Year	Apr-07
Stabilized Occupancy Date	Aug-07
Rent Growth Start Date	Aug-04
Renf Growth Rate	3.00%
Total Market Units	147
Absorption Rate (units per month)	30
Months to Stabilized Occupancy	4.9
Stabilized Vacancy/Collection Loss Rate	5.0%

UNIT BREAKDOWN

Unit Mix	#	Percent	Mo. Rent (2004 $s)	Size (Sq. Ft.)	Rent Per Sq. Ft.
Jr. 1 Bedroom	51	35%	$1,566	678	$2.31
One Bedroom	56	38%	1,817	804	2.26
Two Bedroom	34	23%	2,074	1,075	1.93
Three Bedroom	6	4%	2,310	1,392	1.66
Total / Weighted Average	147	100%	$1,810	848	$2.14

EXPENSE ASSUMPTIONS

Per Unit Operating Expenses per year (includes property management fee)	$3,900
Insurance	*$500*
Property Taxes	$2,550
Per Unit Replacement Reserves (per year)	$200
Gross Receipts Tax (of effective gross income)	1.40%
Expense Growth Rate	2.00%

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 1
INCOME ASSUMPTIONS – BELOW MARKET RATE UNITS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)
MARCH 2004

GENERAL ASSUMPTIONS

BMR Units as % of Total	20.0%
Total BMR Units	37
Absorption Rate (units per month)	37
Months to Stabilized Occupancy	1
Stabilized Vacancy/Collection Loss Rate	2.0%
Percent of Annual Median Income	50.0%
Rent Growth Rate	3.0%

UNIT BREAKDOWN

Unit Mix	#	Percent	*Mo. Rent* (2004 $s)	*Size* (Sq.Ft.)	*Rent* Per Sq.Ft.
Jr. 1 Bedroom	13	35%	$691	678	$1.02
One Bedroom	14	38%	691	804	0.86
Two Bedroom	8	23%	826	1,075	0.77
Three Bedroom	2	4%	951	1,392	0.68
Total / Weighted Average	37	100%	$734	850	$0.89

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 1
INCOME ASSUMPTIONS -- PARKING
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)
MARCH 2004

GENERAL ASSUMPTIONS

Total Parking Spaces	153
Parking Ratio (space per unit)	0.83
Parking for Market Rate Units (one space/unit at 95% occupancy)	140
Excess Parking Spaces Available for Rent	13
Stabilized Vacancy/Collection Loss Rate	5.0%
Rent Growth Rate	3.0%

INCOME ASSUMPTIONS

Parking Mix	**#**	**Percent**	**Mo. Rent (2004 $s)**
Parking	13	100%	$75
Total/Weighted Average	13	0%	$75

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 1
DEVELOPMENT COST ASSUMPTIONS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)
MARCH 2004

Cost Component	(2004 $s)	Measure		Total Cost (2004 $s)	Per Unit
Direct Development Costs					
Land Cost	$397	per unit		$73,048	$397
Construction Costs	$146.33	per gross residential square foot		30,040,544	163,264
Construction Contingency	10.00%	of construction costs		3,004,054	16,326
Developer Fee	$0.00	per gross residential square foot		0	0
Total Direct Development Costs (Including Land)				$33,117,646	$179,987
Indirect Development Costs					
General and Administrative	4.00%	of total development costs		$1,736,423	$9,437
Architecture and Engineering	3.50%	of direct costs		1,159,118	6,300
F, F, & E	$1.37	per gross residential square foot		280,600	1,525
Marketing	$0.53	per gross residential square foot		109,112	593
Property Taxes During Construction - Lease-up	$2.11	per gross residential square foot		433,516	2,356
Insurance	$1.09	per gross residential square foot		224,480	1,220
Interest Reserve/Operating Deficit	$2.88	per gross residential square foot		590,640	3,210
Financing Costs	$5.17	per gross residential square foot		1,062,000	5,244
City Fees	$5.19	per gross residential square foot		1,064,624	5,786
Legal Fees	$0.61	per gross residential square foot		124,752	678
Predevelopment Cost	$6.51	per gross residential square foot		1,337,128	7,267
Project Contingency	5.00%	of total development costs		2,170,528	11,796
Total Indirect Development Costs				$10,292,921	$55,940
Total Development Costs			**31.08%**	$43,410,567	$235,927
Low Income Housing Tax Credits				($2,270,079)	($12,337)
TIF Rebate (including Gross Receipts Tax)				($2,922,756)	($15,885)
City Gap Payment				($3,636,931)	($19,766)
Developer Profit	0.00%			$0	
Total Development Costs (including land, does not include cost of carry)				$34,580,801	$187,939

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.
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EXHIBIT 1

FOREST CITY - OAKLAND UPTOWN BLOCK 1 - BASELINE ANALYSIS (PROPOSED PROJECT)

80% MARKET RATE UNITS / 20% BMR UNITS

ASSUMES STABILIZED OCCUPANCY

Stabilized Operating Statement (2007 $s)			
Residential Gross Income			
Potential Gross Rental Income (Market Rate) (1) (3)	$23,734	per unit/year	$3,488,942
Potential Gross Rental Income (BMR) (2) (3)	$9,628	per unit/year	356,233
Potential Gross Parking Income (4)	$983	per space/year	12,785
Less Vacancy And Collection Loss (Market Rate)	5.0%		(174,447)
Less Vacancy And Collection Loss (BMR)	2.0%		(7,125)
Less Vacancy And Collection Loss (Parking)	5.0%		(639)
Bad Debt And Concessions	1.0%	of potential gross rental revenue	(38,452)
Other Income	$492	per unit/year	90,478
Total Effective Gross Income			**$3,727,775**
Less Operating Expenses	$6,845	per residential unit	(1,259,442)
Less Insurance	$531	per residential unit	(97,631)
Less Gross Receipts Tax	1.40%	of Total Eff. Gross Income	(52,189)
Less Reserves	$200	per residential unit	(36,800)
Net Operating Income			**$2,281,714**
Capitalization			**6.5%**
Indicated Value			**$35,103,290**
Development Costs		**Feasible**	**$34,580,801**

Notes and Assumptions:

(1) Average Monthly Market Rate Rent per Unit (2004 $s) $1,810

(2) Average Monthly Below Market Rate Rent per Unit (2004 $s) $734

(3) Based on 184 residential units, 147 market rate units and 37 BMR units.

(4) Assumes Monthly Rent per Space of $75.

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2
GENERAL ASSUMPTIONS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION
MARCH 2004

SITE ASSUMPTIONS

Site Assumptions	
Site Area (Square Feet)	56,033
Site Area (Net Acres)	1.3

BUILDING ASSUMPTIONS

Building Assumptions - New Construction		**Building Assumptions - Historical Buildings**	
Number of Stories	5	Number of Stories	1 - 2
Market rate units	110	Market Rate Units	3
Below market units	28	Rentable Residential Space	2,350
Total Units	138	Rentable Commercial Space	4,071
		Total Rentable Area	6,421
Total Residential Building Area	119,701		
Total Commercial Area	0		
Building Efficiency	75.3%		
Total Building Gross Square Foot Area	158,965	Total Building Gross Square Foot Area	7,679
Parking Assumptions - New Construction		**Parking Assumptions - Historical Buildings**	
Parking Spaces Per Unit	0.93	Parking Spaces Per Unit	1.67
Total Parking Spaces	128	Total Parking Spaces	5
Square Feet/Parking Space	383	Square Feet/Parking Space	383
Total Parking Area (Square Feet)	49,003	Total Parking Area (Square Feet)	1,914

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2
INCOME / EXPENSE ASSUMPTIONS -- MARKET RATE UNITS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION
MARCH 2004

GENERAL ASSUMPTIONS

Operations Start Year	Apr-07
Stabilized Occupancy Date	Jul-07
Rent Growth Start Date	Aug-04
Rent Growth Rate	3.0%
Total Market Units	110
Total Historic Buildings Units	3
Absorption Rate (units per month)	30
Months to Stabilized Occupancy	3.7
Stabilized Vacancy/Collection Loss Rate	5.0%

UNIT BREAKDOWN

Unit Mix - New Construction	#	Percent	*Mo. Rent* (2004 $s)	Size (Sq. Ft.)	Rent Per Sq. Ft.
Jr. 1 Bedroom	20	18%	$1,568	679	$2.31
One Bedroom	54	49%	1,787	791	2.26
Two Bedroom	36	33%	2,101	1,089	1.93
Three Bedroom	0	0%	0	0	1.66
Total / Weighted Average	110	100%	$1,850	868	$2.16

Unit Mix - Historical Buildings	#	Percent	Mo. Rent (2004 $s)	Size (Sq. Ft.)	Rent Per Sq. Ft.
Two Bedroom/One Bathroom	2	67%	1,150	817	1.41
Three Bedroom/One Bathroom	1	33%	1,100	717	1.53
Total / Weighted Average	3	100%	$1,133	784	$1.45

EXPENSE ASSUMPTIONS

Per Unit Operating Expenses per year (includes property management fee)	$3,900
Insurance	$500
Property Taxes	$2,650
Per Unit Replacement Reserves (per year)	$200
Gross Receipts Tax (of effective gross income)	1.40%
Expense Growth Rate	2.0%

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2
INCOME ASSUMPTIONS -- BELOW MARKET RATE UNITS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION
MARCH 2004

GENERAL ASSUMPTIONS

BMR Units as % of Total	20.0%
Total BMR Units	28
Absorption Rate (units per month)	28
Months to Stabilized Occupancy	1
Stabilized Vacancy/Collection Loss Rate	2.0%
Percent of Annual Median Income	50.0%
Rent Growth Rate	3.0%

UNIT BREAKDOWN

Unit Mix	#	Percent	Mo. Rent (2004 $s)	Size (Sq.Ft.)	Rent Per Sq.Ft.
Jr. 1 Bedroom	5	18%	$691	679	$1.02
One Bedroom	14	49%	691	791	0.87
Two Bedroom	9	33%	826	1,089	0.76
Three Bedroom	0	0%	0	0	0.00
Total / Weighted Average	28	100%	$734	867	$0.86

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2
INCOME ASSUMPTIONS -- PARKING AND COMMERCIAL SPACE
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION
MARCH 2004

GENERAL ASSUMPTIONS - PARKING

Total Parking Spaces	128
Parking Ratio (space per unit)	0.93
Parking for Market Rate Units (one space/unit at 95% occupancy)	105
Excess Parking Spaces Available for Rent	24
Stabilized Vacancy/Collection Loss Rate	5.0%
Rent Growth Rate	3.0%

INCOME ASSUMPTIONS - PARKING

Parking Mix	#	Percent	Mo. Rent (2005 $'s)
Parking	24	100%	$75
Total/Weighted Average	24	0%	$75

GENERAL ASSUMPTIONS - COMMERCIAL

Total Spaces	4
Rent Growth Rate	3.0%
Stabilized Vacancy/Collection Loss Rate	5.0%

INCOME ASSUMPTIONS - COMMERCIAL

Mix	#	Percent	Mo. Rent (2004 $s)	Size (Sq.Ft.)	Rent Per Sq.Ft. (NNN)
Stores/Offices	1	25.0%	$423.75	565	$0.75
Stores/Offices	1	25.0%	$581.25	775	$0.75
Stores/Offices	1	25.0%	$651.00	868	$0.75
Stores/Offices	1	25.0%	$1,397.25	1,863	$0.75
Total/Weighted Average	4	100.0%	$763.31	1,018	$0.75

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2
DEVELOPMENT COST ASSUMPTIONS
FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION
MARCH 2004

Cost Component	($2004 $s)	Measure		Total Cost ($2004 $s)	Per Unit
Direct Development Costs					
Land Cost	$518	per unit		$73,048	$518
Construction Costs - New Construction	$158.03	per gross residential square foot		25,121,783	182,042
Construction Costs - Historic Rehab	$250.00	per gross building area		1,919,750	639,917
Construction Contingency - New Construction	10.00%	of construction costs		2,512,178	18,204
Construction Contingency - Historic Rehabilitation	20.00%	of rehab costs		383,950	127,983
Developer Fee	$0.00	per gross residential square foot		0	0
Total Direct Development Costs (Including Land)				$30,010,709	$212,842
Indirect Development Costs					
General and Administrative	4.00%	of total development costs		$1,575,430	$11,173
Architecture and Engineering - New Construction	3.50%	*of land, new construction costs and contingency*		969,745	7,027
Architecture and Engineering - Historic Rehabilitation	13.00%	*of historic rehabilitation costs and contingency*		299,483	99,827
F, F, & E	$1.77	per gross residential square foot		280,600	1,990
Marketing	$0.69	per gross residential square foot		109,112	774
Property Taxes During Construction - Lease-up	$2.25	per gross residential square foot		358,064	2,539
Insurance	$1.08	per gross residential square foot		172,020	1,220
Interest Reserve/Operating Deficit	$2.85	per gross residential square foot		452,610	3,210
Financing Costs	$5.91	per gross residential square foot		940,140	6,668
City Fees	$5.13	per gross residential square foot		815,826	5,786
Legal Fees	$0.60	per gross residential square foot		95,598	678
Predevelopment Cost	$8.41	*per gross residential square foot*		1,337,128	9,483
Project Contingency	5.00%	of total development costs		1,969,288	13,967
Total Indirect Development Costs				$9,375,042	$66,490
Total Development Costs			31.24%	$39,385,751	$279,332
Low Income Housing Tax Credits				($1,717,898)	($12,184)
TIF Rebate				($2,442,721)	($17,324)
City Gap Payment				*($2,786,996)*	*($19,766)*
Developer Profit	0.00%			$0	
Total Development Costs (including land, does not include cost of carry)				$32,438,136	$230,058

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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EXHIBIT 2

FOREST CITY - OAKLAND UPTOWN BLOCK 1 - HISTORIC PRESERVATION OPTION

80% MARKET RATE UNITS / 20% BMR UNITS

ASSUMES STABILIZED OCCUPANCY

Stabilized Operating Statement (2007 $s)			
Residential Gross Income			
Potential Gross Rental Income (Market Rate) (1) (4)	$24,256	per unit/year	$2,668,196
Potential Gross Rental Income (BMR) (2) (4)	$9,630	per unit/year	269,637
Potential Gross Rental Income (Historic) (3) (5)	$14,861	per unit/year	44,583
Potential Gross Parking Income (6)	$983	per space/year	23,603
Potential Gross Commercial Income	$10,009	per space/year	40,036
Less Vacancy And Collection Loss (Market Rate)	5.0%		(133,410)
Less Vacancy And Collection Loss (BMR)	2.0%		(5,393)
Less Vacancy And Collection Loss (Historic)	5.0%		(2,229)
Less Vacancy And Collection Loss (Parking)	5.0%		(1,180)
Less Vacancy And Collection Loss (Commercial)	5.0%		(2,002)
Bad Debt And Concessions	1.0%	of potential gross rental revenue	(29,378)
Other Income (only for new units)	$492	per unit/year	67,858
Total Effective Gross Income			**$2,940,322**
Less Operating Expenses	$6,951	per residential unit	(980,079)
Less Insurance	$531	per residential unit	(74,815)
Less Gross Receipts Tax	1.40%	of Total Eff. Gross Income	(41,165)
Less Reserves	$200	per residential unit	(28,200)
Net Operating Income			**$1,816,063**
Capitalization			**6.5%**
***Indicated* Value**			**$27,939,437**
Development Costs		**Infeasible**	**$32,438,136**

Notes and Assumptions:

(1) Average Monthly Market Rate Rent per Unit (2004 $s)	$1,850
(2) Average Monthly Below Market Rate Rent per Unit (2004 $s)	$734
(3) Average Monthly Historic Rehab Rent per Unit (2004 $s)	$1,133

(4) Based on 138 residential units, 110 market rate units and 28 BMR units.

(5) Based on 3 historic rehabilitation units.

(6) Assumes Monthly Rent per Space of $75.

Sources: Page & Turnbull; McLarand Vasquez Emsick Partners; James E. Roberts - Obayashi Corp.; leasing agents; City of Oakland; Forest City; and Sedway Group.

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REHABILITATION OF
1958-1972 SAN PABLO AVENUE
Oakland, CA

ANALYSIS OF FEASIBILITY

Page & Turnbull, Inc.
May 25, 2004

TABLE OF CONTENTS

INTRODUCTION

This analysis considers the feasibility of preserving three historic buildings to mitigate the cumulative impact of the Uptown Mixed-Use Project on the 19th and San Pablo Commercial District, as detailed by the project's Environmental Impact Report (EIR).

The main questions that drive this analysis are:

1. What work would be required to preserve the buildings?
    a. Code requirements;
    b. Architectural requirements for their reuse;
    c. Secretary of the Interior's *Standards for Rehabilitation.*
2. Would preservation of these buildings mitigate the impact on the San Pablo Commercial District?
    a. The effect of the demolition of the most important buildings in the district;
    b. The extent to which these historic buildings contribute to the character of remaining portion of the district.

Page & Turnbull, Inc. has been asked to prepare this analysis by Forest City Development of California, Inc. It is intended to supplement economic and architectural information being provided by others.

THE UPTOWN MIXED-USE PROJECT

The scope of the Uptown Mixed-Use Project is summarized as follows:

"The Uptown Mixed Use project entails the phased redevelopment of the site with up to 1,000 apartments, 270 condominiums, 1,050 student beds/faculty units, 43,000 square feet of commercial space, 1,959 structured parking spaces, and a 25, 000 square foot public park. At least 25 percent of the units (excluding student/faculty housing) would be priced at affordable levels. A new mid-block north/south road would be constructed between 19th and 21st Streets. The project also includes traffic-calming design features and major streetscape improvements."[i]

The area encompassed by the project is described as follows:

"The approximately 15-acre project site consists of nine blocks in the Uptown district of downtown Oakland, north of the Oakland City Center, and includes 66 individual parcels. Blocks 1-6 are generally bounded by San Pablo Avenue, 18th Street, Telegraph Avenue, and Thomas L. Berkley Way (20th Street). Blocks 7, 8, and 8a are located on the north side of Thomas L. Berkley Way (20th Street); Block 7 is on the west side of Telegraph Avenue and Blocks 8 and 8a are on the east side of Telegraph Avenue. The site is adjacent to, but does not include, the Fox Theater. The site is located in the midst of densely developed urban mixed-use area within downtown Oakland. Surface and structured parking areas cover the majority of the site, but the site includes a mixture of residential and commercial uses as well.

"The site also includes five historic buildings with ratings ranging from B to Dc, and a portion of one historic district rated as an Area of Secondary Importance (ASI). Potential historic resources adjacent to the project site include several historic buildings with ratings ranging from A1+ to Ed3, two historic districts rated as Areas of Primary Importance (API), and one historic district rated as an ASI..."[ii]

Figure 1 highlights the parcels that are being redeveloped.

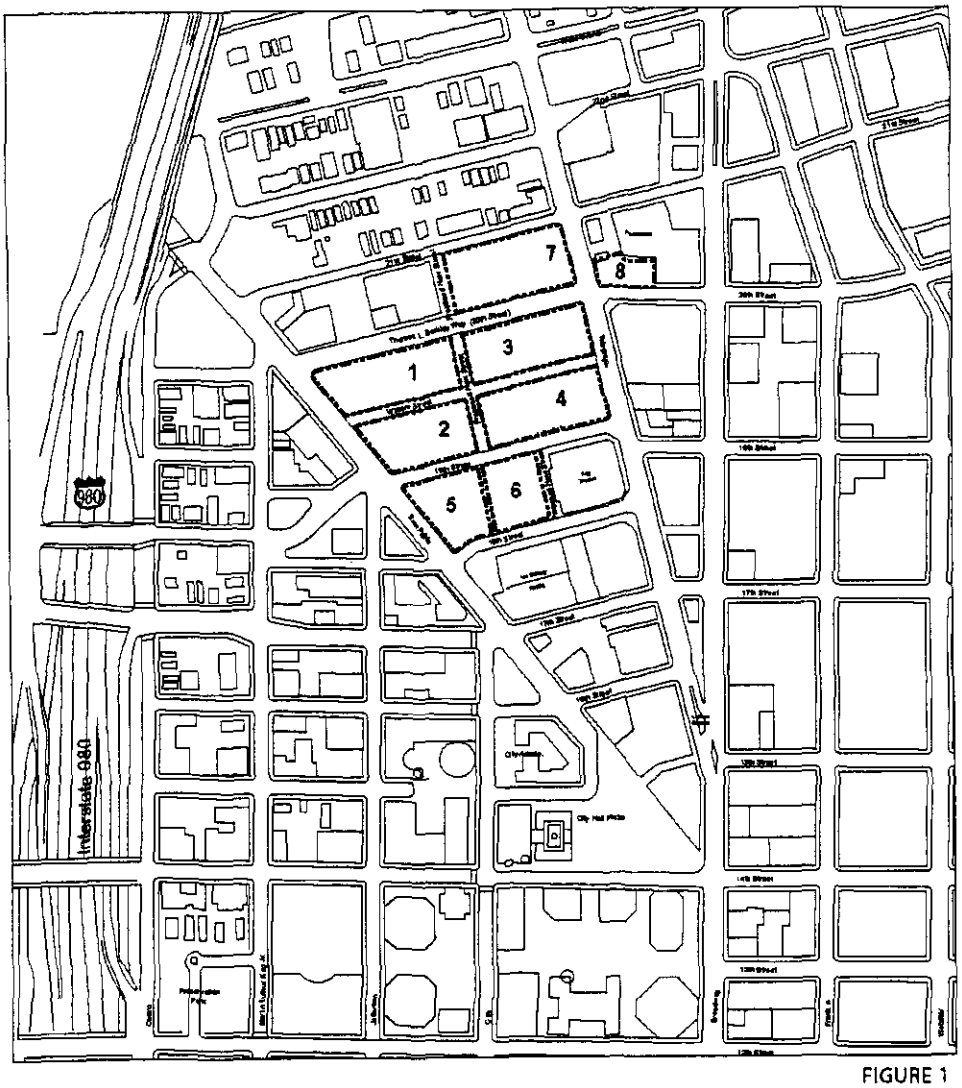


FIGURE 1
Uptown Mixed Use Project
Project Boundaries
(LSA Associates, Inc. 2003)

SAN PABLO COMMERCIAL DISTRICT

Previously undocumented, the 19th and San Pablo Commercial District was described as part of the Oakland Central District Survey coordinated by the Oakland Cultural Heritage Survey (OCHS) in the 1980s. Historic buildings in downtown had been lost previously, but this survey was not a reaction to a threat of development encroachment. The district is not officially a designated district but an Area of Secondary Importance (ASI).[iii]

The district was originally described by the survey as follows:

"The 19th and San Pablo Commercial district is a visually distinctive Victorian/turn of the century commercial district of approximately 12 buildings, on 10 assessor's parcels, on all or part of 4 parcels, in the Central Oakland neighborhood. Terrain is flat. Street pattern is both sides of one street. Setbacks are zero. Buildings are varied in size, varied in age, and varied in design. Properties are generally in good condition; integrity is excellent to poor. Most buildings date from the 1870s-1940s. The main property type is early 20th century commercial building. Others include Italianate commercial building and Beaux Arts derivative hotel building. Typical buildings are mostly two story, trapezoidal plan, with false front, cornice, and storefront. Exteriors are mainly stucco and brick and wood siding. Alterations include storefront changes, new doors and windows, ornament removed. Surroundings are commercial, residential, transportation corridor, differing from the district in use and visual coherence..."[iv]

Figure 2 shows the buildings that are members of the district as listed below:

	Name	Address	Date	Local Rating	National Register
1.	Hotel Royal	2000-08 San Pablo Ave.	1912	B+2+	3S
2.	California Peanut Co. Oakland Post Bldg.	630-42 20th Street	1920	Cb-2+	7
3.	White Cabin Lunch Co.	1998 San Pablo Ave.	1930	Dc2-	7R
4.	Muller Tailer-Rankin Plumbing Shop	1972 San Pablo Ave.	1883	C2+	-
5.	Olmstead Building	1966-68 San Pablo Ave.	1900	C2+	-
6.	Snyder-Olmstead Building	1958-62 San Pablo Ave.	1889	Dc2-	-
7.	Feldstein Hotel, Store, Office	1950-54 San Pablo Ave.	1950	*2-	-
8.	Feldstein-Oakland	1928-40 San Pablo Ave.	1947	*d2-	6

	Pants Factory Addition				
9.	Feldstein-Oakland Pants Factory	1918-24 San Pablo Ave.	1931	D2	6
10.	Hotel Arcade	1939-63 San Pablo Ave.	1907	B-b+2	4S
11.	Robert Dalziel Block, Friedmans Appliance Company	1917-23	1878	B+a2+	3S
12.	Hanifin Building	1901-15 San Pablo Ave.	1878	A2+	3S

Note on Ratings: The OCHS local ratings are on a scale: A-Highest Importance, B-Major Importance, C-Secondary Importance, D-Minor Importance, E-Of No Particular Importance." The NR ratings are scaled from 1S which occurs on the NR to 5S which is ineligible for the NR but is of local interest. 3S=Appears eligible for listing as a separate property by persons completing or review the form.; 4S=May become eligible for listing as a separate property, 6=None of the 1S through 5S ratings apply, 7=undetermined.

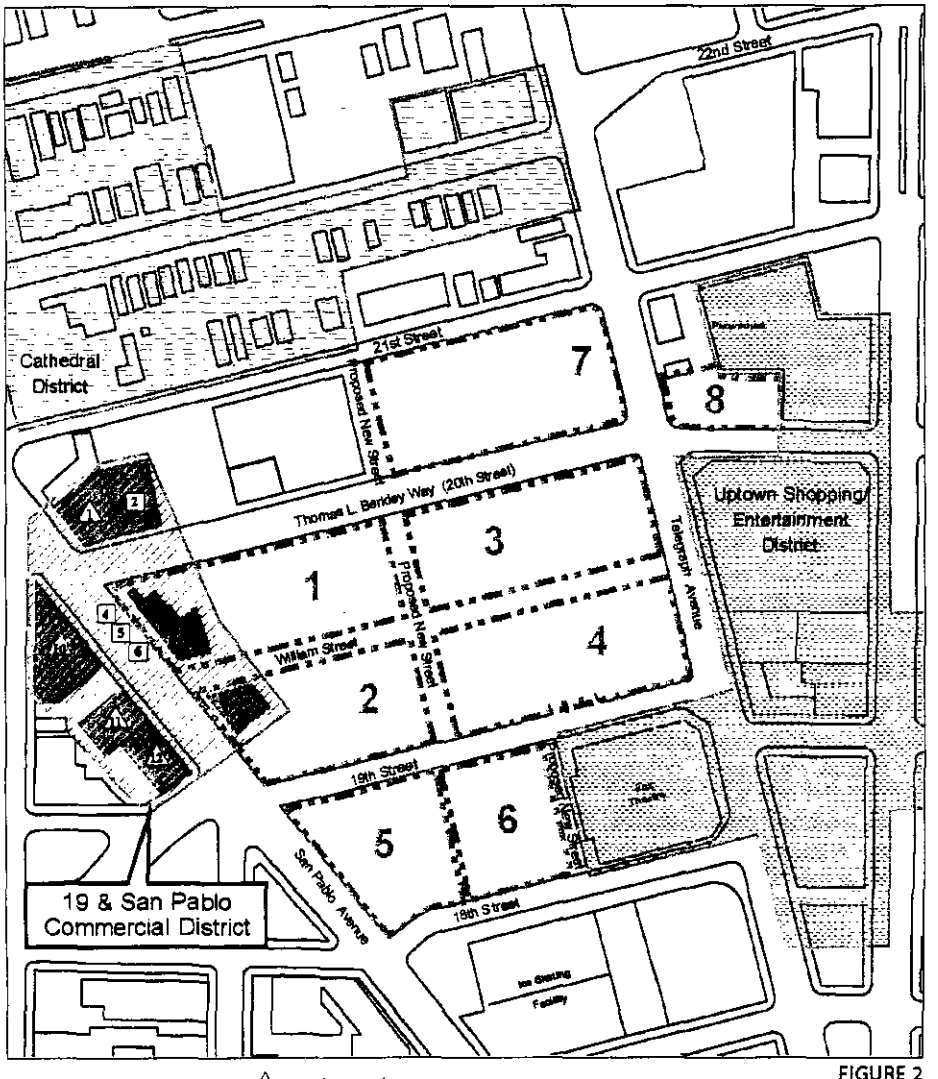
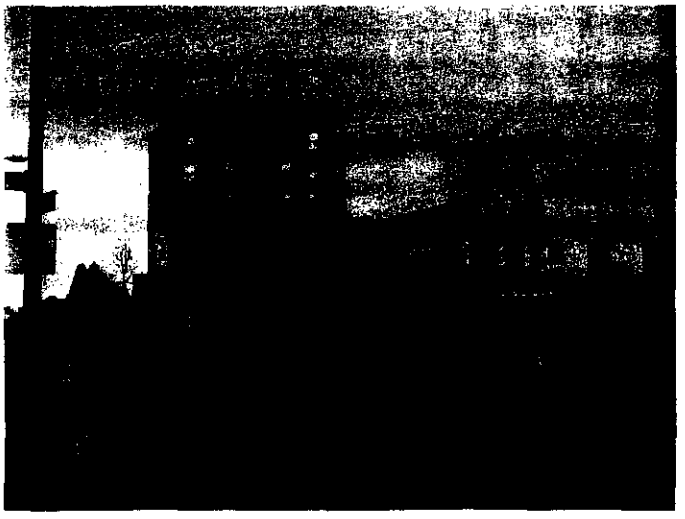


FIGURE 2
19th & San Pablo
Commercial District
(LSA Associates, Inc. 2003)

The survey describes the district's lack of cohesiveness. The buildings are varied in style, age, and height. In general, the district lacks enough integrity to be considered for the National Register of Historic Places (NR). A few properties could be eligible on an individual basis as denoted by their NR ratings, the Hotel Royal, Hotel Arcade, Dalziel and Hanifin Buildings, but it is not suggested practice to pursue a NR nomination for every historic building. The NR nomination is a detailed process and should be held for buildings whose significance is beyond that of age and style. Therefore, a nomination of the district or individual building in the district would not be recommended.

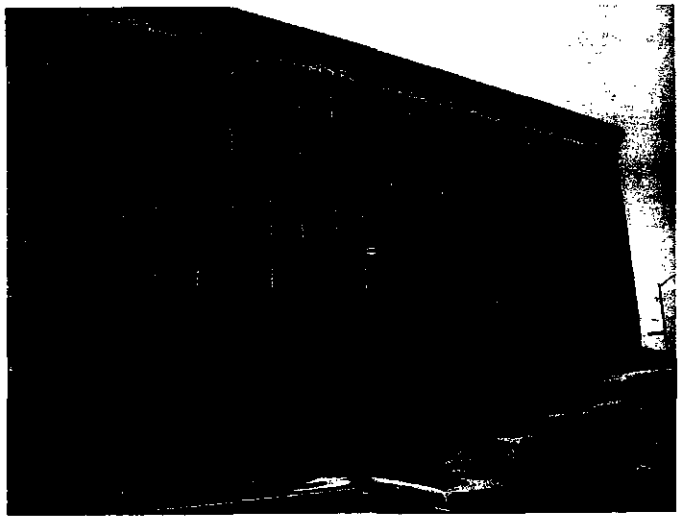
In any case, several buildings along the east side of San Pablo Avenue within the district are slated for demolition both for the proposed project and the approved county project, shown dashed in Figure 2: the Hotel Royal, the Oakland Post Building, the Feldstein Hotel, and the two Feldstein-Oakland Pants Factory buildings. Three of the buildings remaining within the district on the east side are the properties being analyzed for potential retention on Parcel 1.



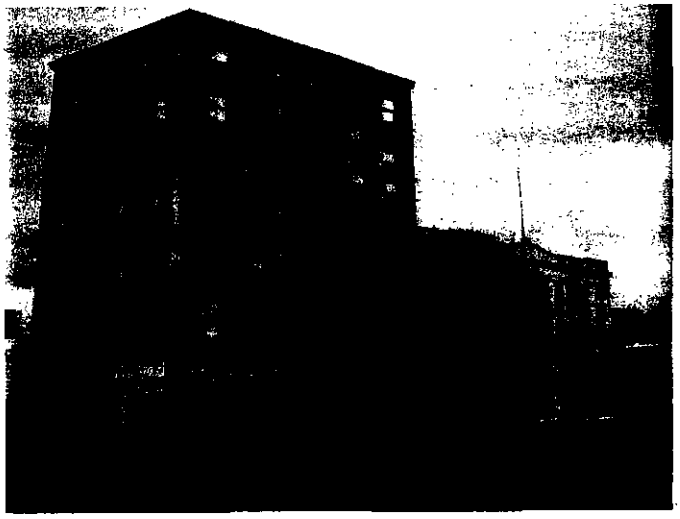
Photograph 1.
19th & San Pablo Commercial District, Oakland. East side of San Pablo Avenue.

Photograph 2.
19th & San Pablo Commercial District, Oakland. West side of San Pablo Avenue.

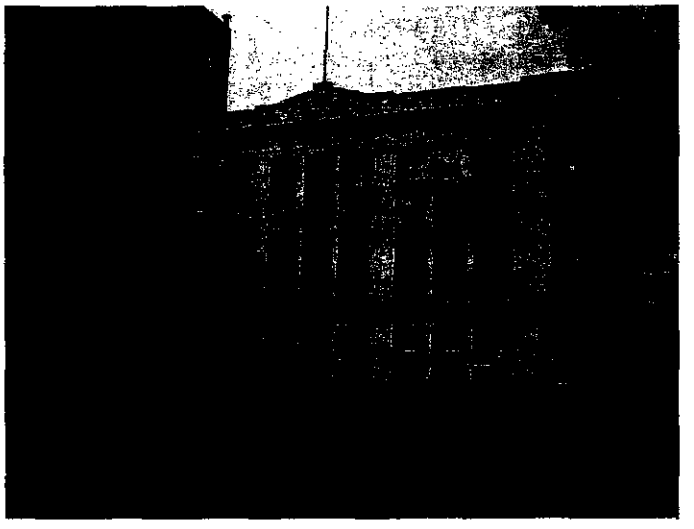
Photograph 3.
West side of San Pablo Avenue from the north. Left, The Hanifin Building. Right, Robert Dalziel Block building.



Photograph 4.
West side of San Pablo Avenue. The Hotel Arcade.



Photograph 5.
Corner of 20th & San Pablo Avenue from the south. The Hotel Royal.



Photograph 6.
North side of 20th Street from the south. The Hotel Oakland Post Building.

PARCEL 1

Parcel 1 is bounded by San Pablo at the west, Thomas L. Berkley Way (20th Street) on the north side, a proposed new street between San Pablo and Telegraph Avenues on the east side, and William Street along the south side. A design has been prepared by MVE Architects for the development of multi-story housing along the edge of the Parcel and within the Parcel interior.

The EIR has identified three historic buildings for possible retention at the northwest corner of Parcel 1.

1. 1958-1962 San Pablo Avenue
2. 1966-68 San Pablo Avenue
3. 1970-72 San Pablo Avenue

The project proposes to demolish these three buildings, but Mitigation Measure Hist-8a states they will be retained if feasible.

THE THREE HISTORIC BUILDINGS CONSIDERED FOR REHABILITATION

The properties at 1958-60, 1966-68, and 1972 San Pablo are detailed similarly. The buildings are 19th century-early 20th Century two-story, false front, in vernacular Italianate style buildings with first floor retail spaces and apartments above. Characteristic façade elements include decorative cornices with brackets, siding, upper story window openings with decorative surrounds, and storefront base levels with inset entryways and separate stair entries to the second floor apartments. Variations noted at each property include: 1958-60 San Pablo Avenue has a 1945 one-story addition on its south end. 1966-68 San Pablo Avenue shares a lot with 1972 San Pablo. The second floor units have a common recessed entry at street level, common stairs, and landing hall.

1998 San Pablo Avenue is not a historic building, but is included in our drawings because it would be impractical, if the three historic properties next to it are retained, to make any other disposition of its site.

The three historic buildings are rated as PDHPs (Potential Designated Historic Properties) but they would not be eligible for the National Register of Historic Places, according to the OCHS primary record documents, since there are other more significant examples of the building type. 1958-60 is rated Dc to reflect its minor importance but is eligible for a C rating (secondary importance or superior example) if restored. Both 1966-68 and 1972 San Pablo are rated C2+, indicating designating their secondary importance but recognizing that they are good examples of Italianate falsefront. These three properties contribute to the San Pablo Commercial District.

The OCHS primary record forms refer to the condition and integrity of the buildings. "Condition" describes the materials that exist from the original period and whether they are intact. "Integrity" refers to the amount of historic material that remains in comparison to what may have originally existed. It should be noted that conditions have declined since the buildings were documented for the resource forms.

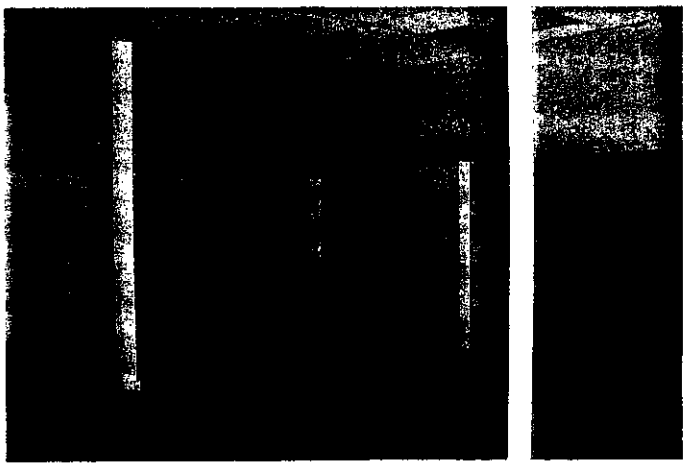
1. 1958-60: Condition – good; Integrity – fair
2. 1966-68: Condition – fair; Integrity – excellent
3. 1972: Condition – fair; Integrity – excellent

1970-72 San Pablo is the most intact of the three older buildings. Both 1966-1968 and 1970-1972 San Pablo are altered at the storefront level. Original historic transom and storefront material appears retrievable at 1966-68 and may be concealed behind the non-historic façade layers at 1970-1972 San Pablo

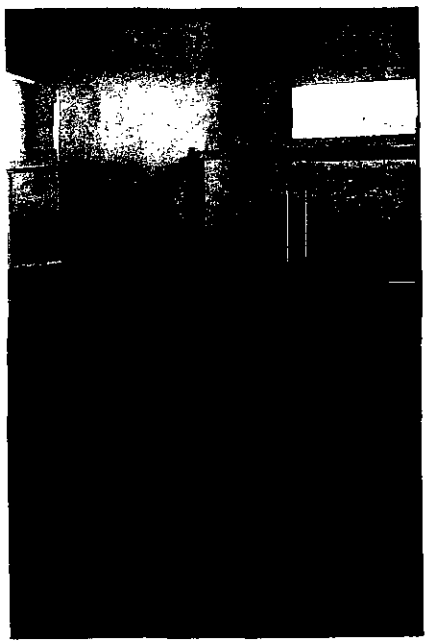
The interiors of the three two-story buildings were built with few decorative features. Historic plasterwork exists within the structures with non-historic applied and painted finishes. Wood tongue-and-groove floor exists and is in fair condition. First floors are a basic shell space with some historic doors. The second floor apartments contain a few decorative features such as picture molding and base trim, sections of wainscot, and a decorative stair railing (1962 San Pablo), historic doors and window trim. There has been extensive removal of plaster for piecemeal construction alterations. Wood base trim has been removed also. New gypsum board has replaced plaster at walls in several areas. Non-historic partition walls have been constructed to create new rooms within the original layout. Water damage at ceiling plaster has occurred, indicating roof leaks.

Photograph 7.
East side of San Pablo Avenue from the south. Street facades of 1958 to 1998 San Pablo, right to left. Far left, Hotel Royal. Far right, Feldstein Hotel.

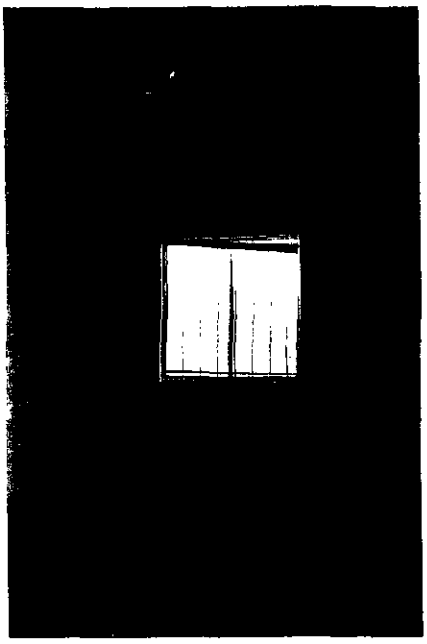
Photograph 8.
Rear facades of 1958 to 1972 San Pablo from rear lot.



Photograph 9.
First Floor space at 1958-1960 San Pablo. Non-historic dropped ceiling and floor material.



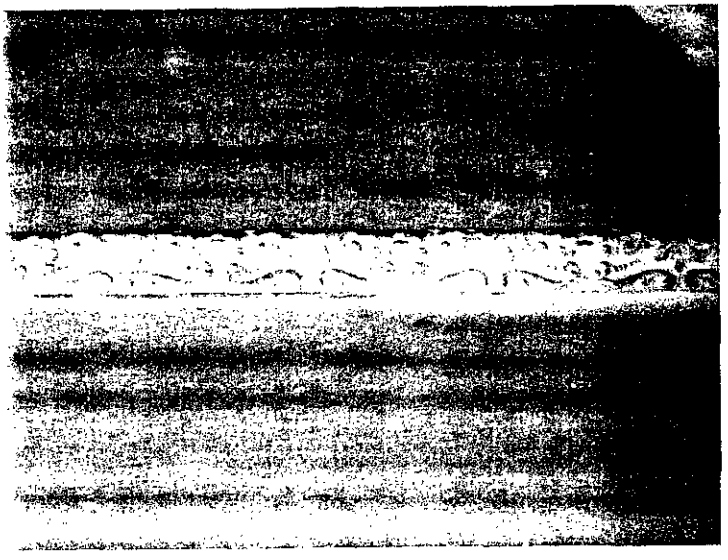
Photograph 10.
Second Floor bathroom at 1962 San Pablo. Non-historic fixtures and flooring.



Photograph 11.
Second Floor bedroom at 1962 San Pablo.

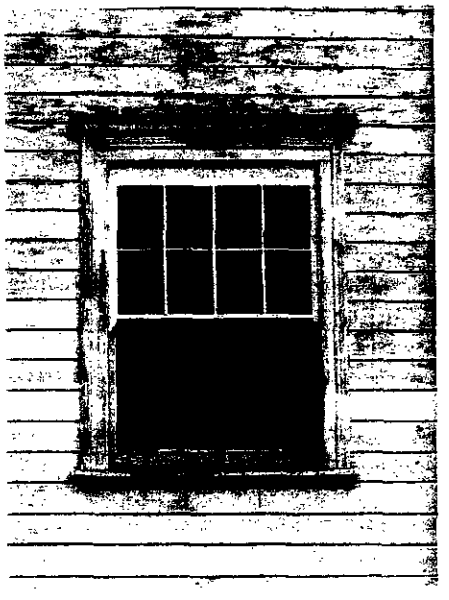
Photograph 12.
Second Floor kitchen at 1962 San Pablo. Non-historic cabinetry and appliances.

Photograph 13.
Historic newel post and railing at 1962 San Pablo Ave, Second Floor. Non-historic hand rail at stair.

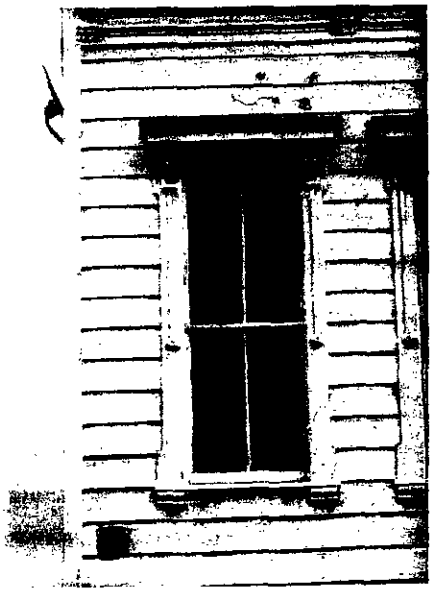


Photograph 14.
Picture rail at wall, 1970 San Pablo Avenue, Second Floor bedroom.

Photograph 15.
Exterior cornice brackets at 1966 and 1972 San Pablo Avenue.



Photograph 16.
Exterior window at 1968 San Pablo.



Photograph 17.
Exterior window at 1970 San Pablo.

REHABILITATION:

The options for retention of the historic buildings include:

1. Separate ownership from the proposed development, and
2. Acquisition of the properties by the project sponsor.

If ownership is not acquired by the developer, the buildings will not be effectively integrated with the scheme of the overall development. Unless the historic buildings are rehabilitated, their condition will contrast markedly with that of the new development units. This option is not desirable, considering the goals of the Uptown Mixed-use Project.

If ownership transferred to the developer, the historic buildings would require upgrading both architecturally and seismically, and to meet accessibility and building code requirements. Exteriors would be the focus of restoration efforts. Main façades would be restored to their original visual appearance to the extent that there is photographic or material evidence of construction. Few interior historic elements remain, and some alteration to the plan layout to comply with code and access requirements is expected. The acquisition and rehabilitation of the historic buildings is the option that is the focus of this analysis.

In Figure 3, Parcel 1 is shown together with existing historic buildings and the proposed new development. Figure 4 shows the plan layout of the rehabilitated historic buildings and an elevation that includes the new development.

Each of the rehabilitated buildings would contain one living unit on the second floor and one ground floor space that could be used for commercial or professional purposes. This corresponds to the present layout of the buildings.

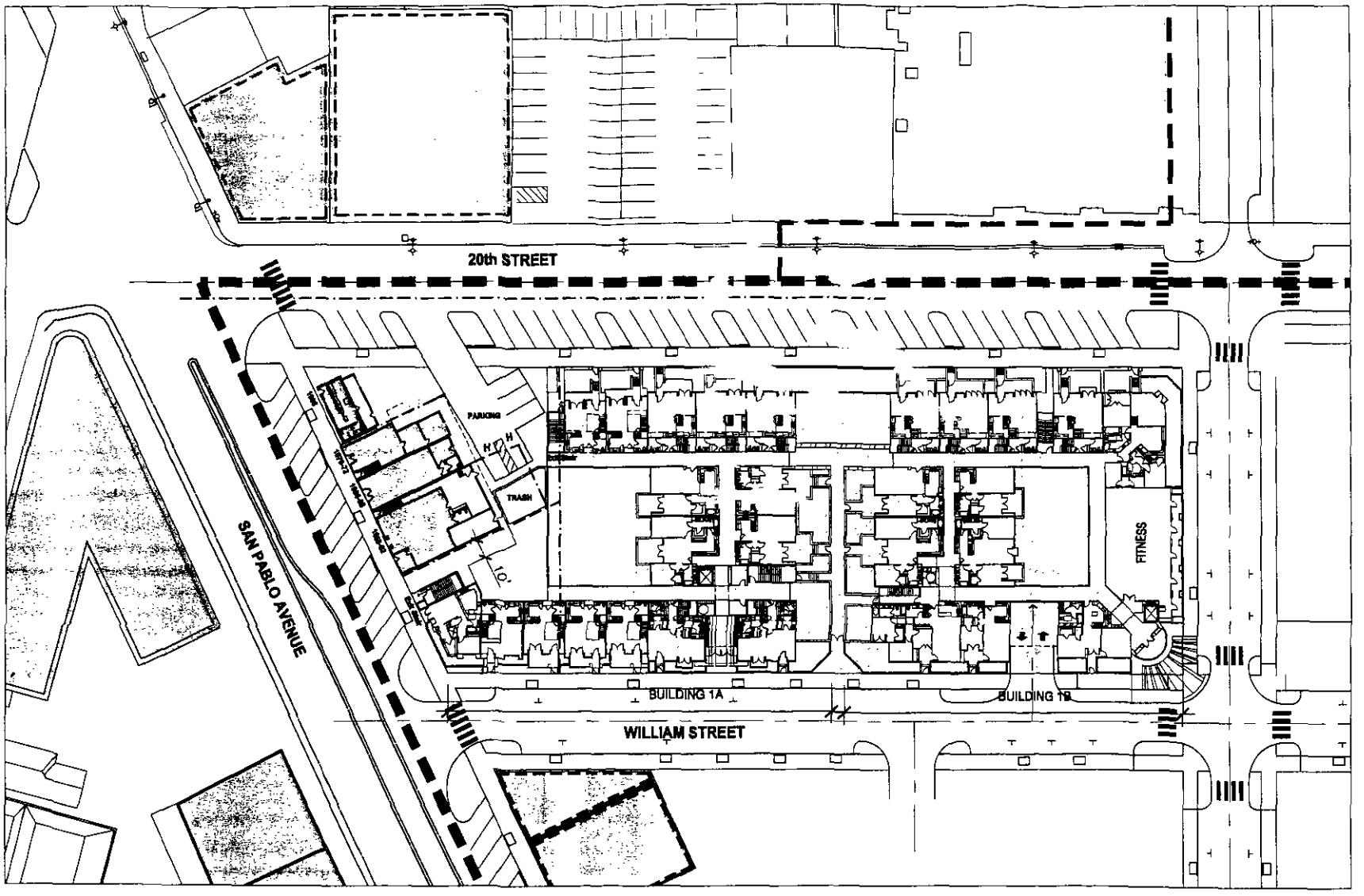


FIGURE 3
Parcel 1
Rehabilitation Analysis
(Page & Turnbull, Inc., 2004)

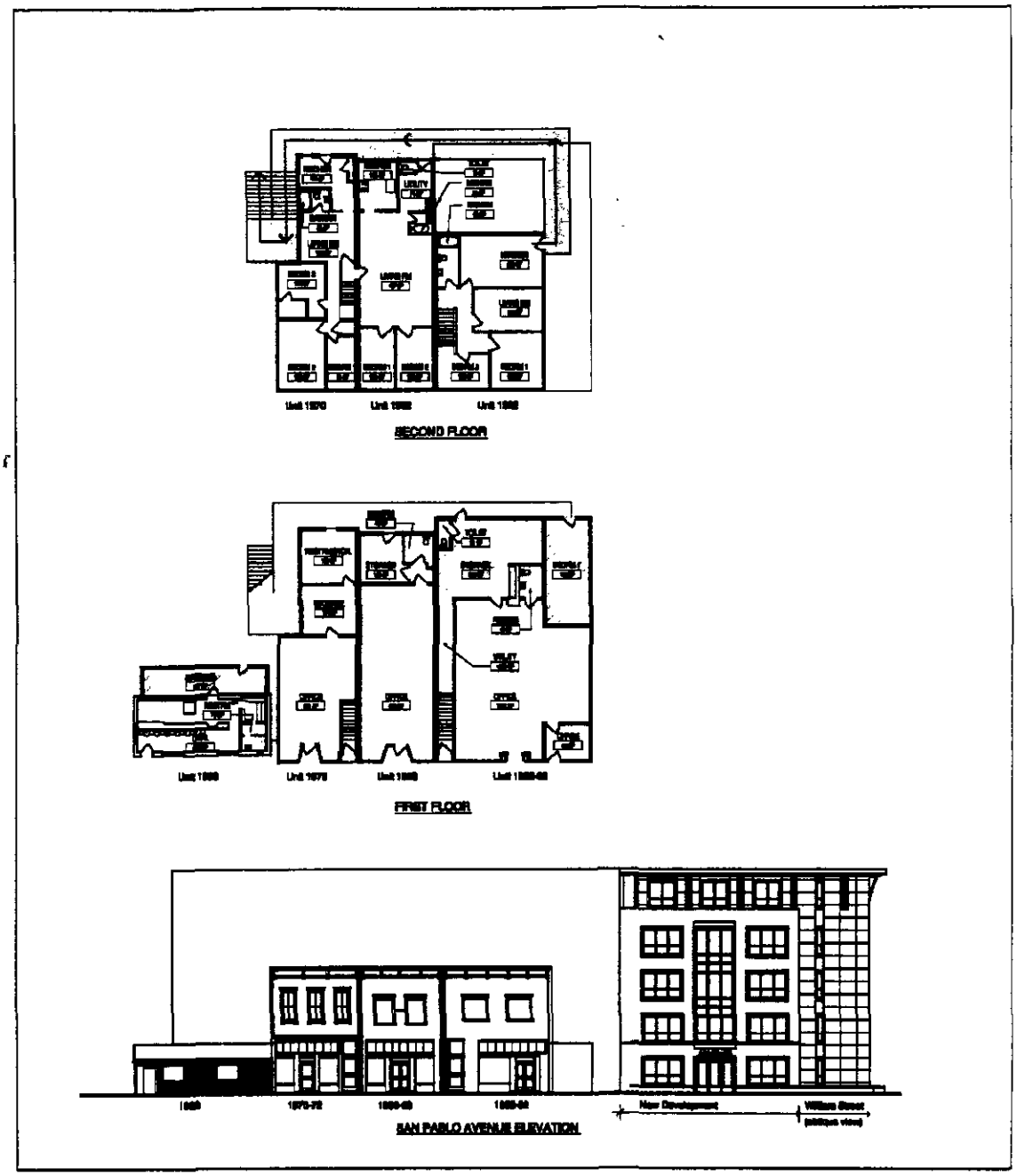


FIGURE 4
First & Second Floor Plans & West Elevation (Page & Turnbull, Inc., 2004)

CODE REQUIREMENTS FOR REHABILITATION

The rehabilitated buildings should comply with the California Building Code. Where possible, the Historical Building Code [Division II of Chapter 34 of the California Building Code] should be utilized.

Generally, historic buildings must comply with current code when there is an alteration made to the footprint or volume. For this analysis, footprint or volume will not be altered, but structural upgrade and architectural requirements may trigger requirements for life safety. The Historical Building Code does allow for mitigation where compliance to code would cause a loss in historic fabric. Refer to the table below for preliminary analysis of the Planning, Building, Historical Building Codes, and related requirements.

PLANNING CODE	ANALYSIS
Zoning -Today's zoning requirements do not apply because nothing new is being built or added.	The existing buildings are legal, nonconforming structures with regard to development regulations such as minimum lot size, setbacks and parking.
Parking -As long as no new units or additions to nonresidential space are constructed and the existing height, volume and footprint are maintained, no additional parking is required.	The buildings from 1958-1972 San Pablo did not originally have parking and, under this code, no parking is required. It is not clear whether 1998 was planned with parking. As of 2004, a small grassy area is located behind this building. Parking has been provided behind the four buildings as part of the analysis scheme.
BUILDING CODE	ANALYSIS
Occupancy	First floor spaces in 1960, 1966 & 1972 San Pablo, for the purposes of this analysis will be considered B Occupancy office spaces. 1998 San Pablo will be considered a B Occupancy Second floor apartment units at 1962, 1968 & 1970 San Pablo will be considered R

Construction Type	Existing Type V, Non-Rated, Wood frame construction
Change of Occupancy type Occupancy (3405.1) -changing the occupancy type of an existing space: provided that the use is less hazardous, the building official may give latitude for complying with the new occupancy type. -Change of occupancy must be processed by the building department.	Although it may have originally been a commercial/retail space, 1960 San Pablo was, at some point, changed to an A-3 Assembly space. For the analysis, the spaces at the first floor of the two-story buildings are being considered for use as offices, B Commercial occupancy. Thus, the A-3 occupancy would need to be changed to B, which in this case is not as hazardous.
Additions to Existing Structures (3403.1): In general, only new additions and construction require compliance with the regular code. Removal of existing fabric and replacement with new construction would require compliance with the regular code. In some cases where only a limited area of existing material is to be replaced it is at the discretion of the building official whether the new work must comply with code.	New construction would include: Structural upgrade, removal of interior non-historic walls and installation of new walls, addition of an exterior stair at the rear, and new ADA bathroom at the first floor. The new work would comply with current code requirements. Where historic fabric may be jeopardized, the building official would work with the design team to minimize loss and provide safe conditions.
Occupancy Separation (Table 3-B): -the code does require an occupancy separation of 1-hr between the first floor space, (whether assembly A-occupancy or commercial B-occupancy) and the second floor residential occupancy) -*the building official and fire marshall may allow mitigation instead of full compliance with this code. Ex: sprinklers throughout building.	-For buildings 1960-1962 and 1966-1970, which are separate properties abutting each other, any work along the party wall would require full compliance* with the code. This means that if existing materials were removed for seismic work along the party wall, a 1-hr gypsum sheathing would need to be applied at the exterior side for fire resistance. -the ceiling/floor plate between the first and second floor would need to be a rated assembly for occupancy separation requirements. * -for 1966-1970, this building appears to be two separate buildings on the same lot. The party wall may be dealt with differently if the two buildings are treated as one. This means that if seismic sheathing is required at the party wall, it may not be necessary to provide 1-hr sheathing. *

Light & Ventilation: Ch. 12 These issues may be discussed with the building official.	
Exiting/Egress: Table 10-A: -Min. 2 means of egress required where number of occupants: --Offices: is at least 30 persons, 100sf./person (3000 sf. Total space min.) --Apartments: is at least 10 persons, 300sf./person (min. required area 3000 sf. for apartment)	First floor commercial spaces are under 3000 sf., 2 exits are not required. The apartment units are well below the 3000 sf. each and only require one exit as long as the stair is at least 3 feet wide. If the existing stair does not comply, then a second means of egress would need to be provided. (confirm reference)
Accessibility: -First Floor: provide accessible bathrooms &entry -Second floor residential not required to be accessible.	The first floor commercial spaces will be made accessible at the entry with an ADA compliant restroom.
Structural Upgrade -structural strengthening, if required, will trigger other upgrades unless disturbance of existing fabric is limited. The building official may consider mitigation for not complying with the regular code.	If structural work is performed and historic material such as plaster is removed. For example, it may be required to replace it with new gypsum board with veneer plaster to adhere for current codes related to fire rated assemblies. The installation of plaster to match the existing historic material may be mitigated, at the discretion of the building official, by providing sprinklers throughout the building.
Mechanical, Electrical, Plumbing -any upgrade must comply -see Historic Building Code req'ts.	The extent of mechanical, electrical and plumbing upgrade is not clear. It is likely that there are adequate systems that exist in the building. Any new work should comply with the code.
HISTORICAL BUILDING CODE	ANALYSIS
Occupancy Separation: Scheme 1 - 1 hr. fire resistive construction or *sprinkler system throughout building.	
Light & Ventilation: Enforcing Agency reviews layout and decides whether or not there is a hazard	
Exiting/Egress: -For residential occupancies, a fixed, folding, retractable ladder device if	Are two exits required for the second floor based square foot area?

permitted by Oakland ordinances for 10 or less occupants (for second floor) -Provide stair instead at rear for exiting? -2 exits provided on first floor. -Stairway width is less that 48"	A rear exit stair for the second floor apartments will be provided at the north east side of the three two-story buildings.
Accessibility: -provide first floor entry door 30" clear width access to public way -provide accessible unisex bathroom at first floor	The clear width will be provided at the main first floor entrance to each building. An accessible bathroom will be provided on the first floor. (discuss ADA requirements)
Structural Upgrade: -requires that survey & assessment be done -any additions must fully comply with code (escape routes, balconies etc.)	
Mechanical, Plumbing, Electrical -existing systems that are not deemed a hazard can remain in use -new systems must comply with regular code. -enforcing agency can assess alternative methods.	
ENERGY CODE REQUIREMENTS	Historic Buildings are exempt from Part 6, Title 24.

STANDARDS FOR REHABILITATION

The Secretary of the Interior's *Standards for the Treatment of Historic Properties* (Secretary's *Standards)* were prepared in response to the National Historic Preservation Act of 1966 and are the most widely used guide to preservation of historic buildings in the United States. While they were originally intended to determine the appropriateness of projects on registered buildings funded by Historic Preservation Fund grants, they are now applied by numerous federal, state and local agencies under a wide variety of programs.

There are separate sets of *Standards* for Preservation, Rehabilitation, Restoration, and Reconstruction. "Rehabilitation is defined as the act or process of making possible a compatible use for a property through repair, alteration, and additions while preserving those portions of features which convey its historical, cultural or architectural values."[n] For this work the Rehabilitation *Standards* are appropriate.

The purpose of the *Standards* is to encourage the long-term preservation of a building's historical significance through appropriate retention of significant features and materials. The *Standards* are intentionally broad and are not prescriptive in the manner of a building code. While a preservation project begins with research and study to identify character defining features, materials and spaces, this exercise usually does not result in a simple and definitive list dictating what must be retained, what must be restored and what can be removed. The *Standards* take into account that rehabilitation of a property will pose challenges for accommodating a new use, meeting code requirements and making maintenance and operation of the building feasible. Application of the *Standards* is characterized by flexibility, creativity and ingenuity in attempting to meet the preservation goals as thoroughly as possible in a practical way. It would be a misunderstanding to interpret the recommendations as rigid requirements -- and it is certainly a grave mistake to dismiss their implications in any case where a building owner or designer feels that programmatic requirements, cost or the vision of a new design conflict with preservation.

Analysis of Rehabilitation under the Secretary's *Standards*

This table provides an evaluation of the rehabilitation of 1958-1998 San Pablo Avenue under the Secretary of the Interior's *Standards for Rehabilitation*. The left-hand column presents the text of each of the 10 Standards. The right-hand column describes relevant aspects of the rehabilitation and discusses major considerations in evaluating the degree to which the conceptual design complies with the recommendations of the Secretary's *Standards*.

During the design process, The Secretary of the Interior's *Guidelines for Rehabilitating Historic Buildings* should be used to more specifically guide the work involved in rehabilitating. The *Guidelines* were developed to help owners, project teams and government agencies interpret and apply the *Standards*.

The State Historical Building Code should be referred to wherever applicable to ensure that exceptions to the standard code are applied appropriately.

SECRETARY'S *STANDARDS*	REHABILITATION OF 1958-1998 SAN PABLO COMMENTARY
The Secretary of the Interior's *Standards for Rehabilitation* of historic buildings provide general recommendations. The potential project to rehabilitate the four historic buildings in the San Pablo Commercial District will utilize these standards to maintain and improve, through rehabilitation, their historic character and rating in the local listing and for eligibility for the National Register of Historic Places.	This column provides a basis for the preservation of the rehabilitation of historic fabric and the adaptive re-use of the historic buildings. The rehabilitation of 1958-1998 San Pablo would include the following summarized scope of work: The exterior facades would be, for the most part, repaired. Where alterations have made to the original historic fabric, the original design intent would be restored. Enclosed additions made after original construction will remain. Temporary shelter construction or enclosures will be removed. The interior non-historic partitions would be removed where they are not in line with the original layout of spaces. Since the interior has only a few historic features beyond the shell, the design goal is to make the spaces usable for the new tenants. This will involve providing an accessible first floor entry and restroom and second floor kitchen and bathroom upgrades. Necessary changes will include seismic upgrade and exiting requirements.

SECRETARY'S *STANDARDS*	REHABILITATION
1. A property shall be used for its historic purpose or be placed in a new use that requires minimal change to the defining characteristics of the building and its site and environment.	1958-1972 San Pablo: Original use: first floor retail and second floor apartments. Current use: 1960-1962 not in use (previously used as cabaret), storage in 1966-1972. Proposed use: first floor offices and second floor apartments. The analysis assumes that the historic buildings will be used for the purpose they were originally intended to house. Minimal change to the shell of the building beyond removal of non-historic walls and adjustment of historic spaces for code compliance or usability is anticipated. The façades contribute the most to the character of the buildings. The reuse of these buildings and their function will endorse the rehabilitation of the main façade. The interiors of the buildings were originally minimal and decorative features. These features are compatible with the new use.
2. The historic character of a property shall be retained and preserved. The removal of historic materials or alteration of features and spaces that characterize a property shall be avoided.	Exterior original finishes and features would be restored and new material would be compatible with the original. Some alterations will be necessary to adhere to code. These changes may affect the storefront entry width and the storefront assembly glazing and profile. These changes will be performed in sympathy with the existing historic fabric in mind. The restoration of the exterior, including the walls, original storefronts, windows, and ornamental features is highly recommended. Compatible storefronts would relate in size, scale, material, and overall appearance but it is not required that the original setback at the doorways be recreated. The overall appearance, should relate to the original design intent as suggested by historic photographs or drawings. Alterations to the plan for the First and Second Floor should be compatible with the character of the original design and configuration of spaces as evidence exists on which to base the design. On the First Floor, the removal of interior partition walls at the level is acceptable if they have been compromised or are non-historic. Reusing historic

	fabric such as floor finishes, ceiling articulation, trimwork, and plumbing is also appropriate. On the First Floor, interior non-original partitions would be removed and layout revised for inclusion of accessible restrooms. On the Second Floor, original interior partition walls, stairs and features would be retained. Architectural layout changes such as new kitchen and bathroom spaces that allow the apartments to function more effectively will be considered. To the greatest extent possible, materials shall be preserved or reused appropriately. For structural upgrade work, removal of interior finishes may be required. Affected areas will be patched to match the existing where possible. Mitigation may be required by the code official where full code compliance would jeopardize historic fabric. Installation of the heating, ventilation, and air conditioning equipment must not compromise the integrity or appearance of interior spaces. Careful planning and examination of options should be precede design and installation of new equipment.
3. Each property shall be recognized as a physical record of its time, place, and use. Changes that create a false sense of historical development, such as adding conjectural features or architectural elements from other buildings, shall not be undertaken.	Sensitive planning and detailing of the exterior façade for rehabilitation will require documented evidence of the overall composition and component parts. If these are not available, design for replacement of missing portions of the façade will be done to distinguish them from the historic. Only remaining historic features will be restored or replaced in kind if necessary. Missing features will be recreated according to historical evidence. New features added will not mimic original features to create a false sense of historical development.
4. Most properties change over time; those changes that have acquired historic significance in their own right shall be retained and preserved.	Certain modifications made after original building construction will be retained. These include the rooms added at the rear lot of 1958-1960 and 1998 San Pablo. These additions have not acquired significance but are, at the very least, evidence of changes made over time. The rehabilitation project will maintain the footprint and volume of the building to minimize the impact of code requirements. If significant features are discovered during the course of design and construction, these should be

	documented and evaluated for retention.
5. Distinctive features, finishes, and construction techniques or examples of craftsmanship that characterize a property shall be preserved.	The exterior façade articulation and features would be restored: original windows, storefront windows, siding, decorative surrounds and cornice. Window and storefront window glazing may require modification or replacement for code compliance. Interior features such as historic picture molding and stair railings would be preserved. It is recommended that original doors and hardware be salvaged, restored, and reinstalled in their original locations or elsewhere in the building. Restoration of remaining original storefront assemblies is recommended. Original features such as base trim, picture rail, if removed by the new design, should be salvaged for appropriate reuse.
6. Deteriorated historic features shall be repaired rather than replaced. Where the severity of deterioration requires replacement of a distinctive feature, the new feature shall match the old in design, color, texture, and other visual qualities and, where possible material. Replacement of missing features shall be substantiated by documentary, physical, or pictorial evidence.	Most historic features and finishes on the exterior would be restored, refinished, and refurbished to original quality based on existing original features and evidence compiled. Original exterior windows, doors, which are extensively deteriorated, would be replaced. Interior historic features, though few in number, are fairly intact. New elements to replace deteriorated features shall be constructed to match the existing where possible.
7. Chemical or physical treatments, such as sandblasting, that cause damage to historic material shall not be used. The surface cleaning of structures, if appropriate, shall be undertaken using the gentlest means possible.	No such treatment is anticipated for this rehabilitation.
8. Significant archaeological resources affected by a project shall be protected and preserved. If such resources must be disturbed, mitigation measures shall be undertaken.	The primary goal of rehabilitation is to maintain these buildings as resources within the San Pablo Commercial District. Construction monitoring and evaluation will be necessary to avoid damage to historic resources discovered during construction. If archaeological resources are discovered, they will be addressed through the mitigation measures identified in the EIR.
9. New additions, exterior alterations, or	Alterations include:

related new construction shall not destroy historic material that characterize the property. The new work shall be differentiated from the old and shall be compatible with the massing, size, scale, and architectural features to protect the historic integrity of the property and its environment.	-rear stair for exiting from Second Floor apartments -storefront assemblies where historic does not exist -removal of existing façade cladding at 1998 San Pablo to restore the original façade. -roof repair/replacement and weatherproofing exterior systems. The alterations will constructed to avoid damage to historic fabric.
10. New additions and adjacent or related new construction shall be undertaken in such a manner that if removed in the future, the essential form and integrity of the historic property and its environment would be unimpaired.	The new development proposed as part of the project would provide a space around the historic buildings to separate them from the new development. This would allow the buildings to maintain their integrity.

REHABILITATION AND ITS INFLUENCE ON THE SAN PABLO COMMERCIAL DISTRICT

The San Pablo Commercial District is made up of a dozen or more properties. From the Primary Record descriptions, the buildings that compose the district represent a wide variety of architectural styles, heights, ages, conditions, and levels of integrity. As they appear at street level, standing along San Pablo, the buildings provide a relatively minimal notion of a cohesive district. The Royal Hotel is the key resource on the east side of San Pablo. Its loss is influential and consequential. Removal of three of the four buildings at the southeast corner of San Pablo and 20th by the proposed project would continue the erosion of the district, and as such would add to the cumulative effect described in the EIR. It could be argued, however, that the integrity of the district, or at least the east side of it, is lost with the demolition of the hotel.

Though the individual buildings contribute to the overall history of this area of Oakland, they are not unique or irretrievable examples of their types, as noted in the OCHS primary record descriptions. Although better examples can be found in locations outside of downtown, the historic two-story false front buildings are unique to this downtown location.

REHABILITATION AND ITS RELATIONSHIP TO THE UPTOWN REDEVELOPMENT PROJECT

By inserting the historic structures into the overall development scheme for parcel 1, the base design of the proposed project would require adjustment. These changes include removal of living units and creation of an awkward transition between the development and the existing buildings. While new five-story facades could mirror the height of the historic hotel façade across San Pablo, awkward transitions would occur where the new five-story housing development would stand adjacent to the two-story facades along San Pablo and the one-story building at 1998 San Pablo along 20th Street.

The economic effects on the redevelopment project include loss of living units, gross built area, and parking, as shown in the following summary.

Unit Count Comparison

Full development of Parcel 1 ..... Total 184 living units.

Partial development of Parcel 1 ..... 138 living units.
Units in Rehabilitated buildings ..... 3 living units.
Total 141 living units.

Net Unit Loss ..... Total -43 living units.

Gross Area Comparison in Square Feet (sf.)

Full development of Parcel 1 ..... Total 205, 297 sf.

Partial development of Parcel 1 ..... 158, 965 sf.
Square footage in Rehabilitated buildings ..... 7679 sf.
Total 166, 644 sf.

Net Area Loss ..... Total –38, 653 sf.

Parking Garage Comparison in Square Feet (sf.)

Full development of Parcel 1 ..... Total 58,834 sf.

Partial development of Parcel 1 ..... 49,003 sf.

Net Area Loss ..... Total –9, 831 sf.
Off-street Parking spaces, loss ..... 25 spaces

Note: Parking at street level around the parcel is not included.

CONCLUSIONS:

We would argue that much of the integrity of the 19th and San Pablo Commercial District will have been lost with the proposed demolition of the Hotel Royal, as part of another proposed development. The demolition of the three buildings considered in this analysis will further erode the District, which is notably small in any case.

From a physical standpoint, it is possible to retain and rehabilitate these relatively simple buildings. Together, they constitute about 7,700 sq. ft. of built space. They can be retained in uses that are compatible with their size and character. They can be rehabilitated according to the Secretary of the Interior's *Standards for Rehabilitation*. They can be stabilized and improved so that they meet the requirements of the California Building Code, together with the State Historical Building Code. While the resulting architectural relationships between the proposed housing development and the rehabilitated historic buildings will be awkward, the physical requirements of juxtaposing the two groups of buildings can be met.

It is important to note that in terms of historic preservation tax credits, the buildings considered in this analysis are not of sufficient quality to be individually eligible to the National Register of Historic Places, and because the district they are a part of is not a National Register district, they would not be eligible for historic preservation tax credits, as administered by the State Office of Historic Preservation and the National Park Service.

The proposed new development will be reduced by 43 living units and by 25 parking spaces, if the subject buildings are retained. A separate economic analysis will address whether these changes bring a net economic gain or loss to the project as a whole.

[i] Oakland City Planning Commission, *Case File Number ER03-0007* (on EIR Certification), (Oakland, CA: City of Oakland, February 18, 2004), p.4.
[ii] Ibid.
[iii] State of California – The Resources Agency, Dept. of Parks & Recreation, *19th and San Pablo Commercial District, Primary Record* (Oakland, CA: Oakland Cultural Heritage Survey, September 30,1996) p.1.
[iv] Ibid.
[v] City of Oakland, *The Historic Preservation Element of the Oakland General Plan* (Oakland, CA: Oakland City Council, March 8, 1994) p. 3-2.
[vi] Grimmer, Anne E. and Weeks, Kay D. *The Secretary of the Interior's Standards for the Treatment of Properties with Guidelines fo rPreserving, Rehabilitating, Restoring & Reconstructing Historic Buildings.* (Washington, D.C.: Dept. of the Interior, National Park Service, [1995]), p.61.

EXHIBIT C

MITIGATION MONITORING AND REPORTING PROGRAM

This Mitigation Monitoring and Reporting Program (MMRP) has been formulated based upon the findings of the Environmental Impact Report (EIR) prepared for the Uptown Mixed Use Project (Project). The MMRP lists mitigation measures recommended in the EIR for the proposed Project and identifies mitigation monitoring requirements.

This MMRP has been prepared to comply with the requirements of State law (Public Resources Code Section 21081.6). State law requires the adoption of an MMRP when mitigation measures are required to avoid significant impacts. The MMRP is intended to ensure compliance during implementation of the project.

The MMRP is organized in a matrix format. The first column identifies the mitigation measure. The second column, entitled "Implementation Procedure," refers to the procedures associated with implementation of the mitigation measure. The third column, entitled "Monitoring Responsibility," refers to the agency responsible for ensuring that the mitigation measure is implemented. The fourth column, entitled "Monitoring and Reporting Action," refers to the way in which the responsible agency will monitor implementation of the mitigation measure. The fifth column, entitled "Monitoring Schedule," refers to when monitoring will occur. The sixth column, "Non Compliance Sanction," refers to the agency action undertaken if mitigation is not implemented. The last column will be used by the lead agency to document the person who verified the implementation of the mitigation measure and the date on which this verification occurred.

Mitigation Monitoring and Reporting Program

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HYDROLOGY AND WATER QUALITY						
HYD-1: The Project Sponsor shall prepare and implement a Storm Water Pollution Prevention Plan (SWPPP) designed to reduce potential impacts to surface water quality through the construction and life of the Project. The SWPPP would act as the overall program document to provide measures to mitigate significant water quality impacts associated with implementation of the Project. The SWPPP shall include specific and detailed Best Management Practices (BMPs) required to mitigate significant construction-related pollutants. These controls shall include practices to minimize the contact of construction materials, equipment, and maintenance supplies (e.g., fuels, lubricants, paints, solvents, adhesives) with storm water. The SWPPP shall specify properly designed centralized storage areas that keep these materials out of the rain. An important component of the storm water quality protection effort will be the education of the site supervisors and workers. To educate on-site personnel and maintain awareness of the importance of storm water quality protection, site supervisors shall conduct regular tailgate meetings to discuss pollution prevention. The frequency of the meetings and required personnel attendance list shall be specified in the SWPPP. The SWPPP shall specify a monitoring program to be implemented by the construction site supervisor, and must include both dry and wet weather inspections. City of Oakland personnel shall conduct regular inspections to ensure compliance with the SWPPP. BMPs to reduce erosion of exposed soil may include, but are not limited to: soil stabilization controls, watering for dust control, perimeter silt fences, placement of hay bales, and sediment basins. The potential for erosion is generally increased when grading occurs during the rainy season, as disturbed soil can be exposed to rainfall and storm runoff. If grading must be conducted during the rainy season, the primary BMPs selected shall focus on erosion control, that is, keeping sediment on the site. End-of-pipe sediment control measures (e.g., basins and traps) shall be used only as secondary measures. Access to and egress from the construction site shall be carefully controlled to minimize off-site tracking of sediment (this BMP is particularly important since much of the earthwork will involve loading trucks for off-site transport of soil excavated for the below-ground parking structures). Vehicle and equipment wash down facilities shall be designed to be accessible and functional both during dry and wet conditions. *The SWPPP shall be reviewed for completeness by the City of Oakland, Public Works Agency, Environmental Services Division prior to approval of grading plans.*	Project Sponsor shall prepare and implement a Storm Water Pollution Prevention Plan (SWPPP) which includes specific and detailed Best Management Practices (BMPs). The SWPPP shall specify a monitoring program to be implemented by the construction site supervisor.	City of Oakland, Public Works Agency, Environmental Services Division.	1) Review the SWPPP for completeness. 2) Conduct regular inspections to ensure compliance with the SWPPP.	1) Prior to the approval of grading plans for each project phase. 2) Regularly throughout the Project construction period (as deemed appropriate by the Public Works Agency).	1) No approval of grading plans. 2) City issues corrective action or stop work order if compliance with SWPPP does not occur.	*Verified by:* *Date:*
HYD-2: The Project Sponsor shall comply with the requirements of the 2003 Alameda County *Stormwater Management Plan* and/or the Regional Water Quality Control Board (RWQCB) Revised Order 01-024 (NPDES Permit No. CAS029718), as appropriate, based on the timing of construction. As applicable, the Project Sponsor shall incorporate measures to mitigate potential degradation of runoff water quality from all portions of the completed development, including roof and sidewalk runoff. The final design team for the Project should include all applicable measures from *Start at the Source, Design Guidance Manual for Stormwater Quality Protection*, which may include, but not be limited to pervious pavements, hybrid parking lots, vegetated swales, biofilters, roof drainage to landscaped areas, minimization of directly connected impervious surfaces, and infiltration islands. The Project compliance with requirements for post-construction stormwater controls shall be reviewed by the City of Oakland, Public Works Agency, Environmental Services Division prior to approval of grading plans.	Project Sponsor shall comply with the requirements of the 2003 Alameda County *Stormwater Management Plan* and/or the RWQCB Revised Order 01-024 (NPDES Permit No. CAS029718), as appropriate. This compliance shall include the incorporation of all applicable measures from *Start at the Source, Design Guidance Manual for Stormwater Quality Protection* designed to improve the quality and reduce the quantity of runoff from the Project site, as detailed in the mitigation measure. The measures shall be detailed in the permitted grading and building plans.	City of Oakland, Public Works Agency, Environmental Services Division.	Review final project plans to ensure compliance with the applicable requirements for post-construction stormwater controls.	Prior to the approval of grading and/or building plans for each project phase.	No approval of a grading or building permit.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HYD-3: The SWPPP shall include requirements for the proper management of dewatering effluent as necessary to mitigate significant impacts to the environment. At minimum, all dewatering effluent will be contained prior to discharge to allow the sediment to settle out, and filtered, if necessary, to ensure that only clear water is discharged to the storm or sanitary sewer system. Alternatively, effluent can be hauled off-site by tanker truck for disposal. Based on the historical land uses at the Project site and groundwater sampling of the existing network of monitoring wells, it is possible that groundwater underlying each of the parcels has been impacted by chemical releases. *All dewatering effluent will be analyzed by a State-certified* laboratory for the suspected pollutants (at minimum, petroleum hydrocarbons, solvents, and metals) prior to discharge. Based on the results of the analytical testing and the concentrations of pollutants identified, if any, the Project Sponsor will dispose of the water in one (or more) of the following ways: a) Discharge the water to the storm drain under permit from the RWQCB. It is unlikely that the RWQCB would allow discharge of any untreated dewatering effluent that contained detectable concentrations of chemical pollutants and that for these types of discharges, alternative disposal options may be required; b) Discharge the water to the sanitary sewer system under permit from the East Bay Municipal Utilities District; c) Haul the water to a licensed off-site disposal facility for treatment and disposal under appropriate manifest. The Project proponent shall demonstrate to the City of Oakland, Planning and Development Department that appropriate permits have been acquired prior to discharge of any dewatering effluent.	1) Project Sponsor shall include requirements for the proper management of dewatering effluent in the SWPPP, as specified in the mitigation measure. 2) Procure the appropriate permits needed for the discharge of dewatering effluent.	City of Oakland Community and Economic Development Agency, Environmental Services Division.	1) Review the SWPPP to ensure it includes requirements for the proper management of dewatering effluent. 2) Verify that the Project Sponsor has received the necessary permits for the discharge of dewatering effluent.	1) Prior to the approval of grading permit. 2) Prior to the initiation of dewatering within the project site.	1) No approval of grading permit. 2) City issues corrective action or stop work order if necessary permits have not been procured.	*Verified by:* *Date:*
TRANSPORTATION, CIRCULATION AND PARKING						
TRANS-1: Optimization of the signal timing at the intersection of San Pablo and Thomas L. Berkley Way (20th Street) would improve function to LOS D in the PM peak hour. This intersection functions as an integrated signal system with other intersections in the downtown area. To mitigate the Project's impact at this location and others, the City shall prepare a signal optimization and coordination plan for the area bounded by San Pablo Avenue, Grand Avenue, Telegraph Avenue, and 17th Street prior to Project occupancy. The plan shall address the timing and equipment requirements, as necessary for all of the signalized intersections located within this area. The Project sponsor shall fund its fair share cost of the preparation of this plan and the implementation of the signal timing program. Implementation of the signal optimization program may also involve the purchase and installation of interconnection hardware (i.e. modems, microwave antennas, etc). The City of Oakland will consult with AC Transit during preparation of the plan. Given that the Project sponsor is responsible for only a portion of this mitigation measure, implementation of this set of improvements will be funded fully by one or a combination of the following means: 1. The Project sponsor shall fully fund the costs of the signalization improvements and shall be reimbursed through other fair-share contributions as future projects that exceed the City's thresholds of significance occur. 2. The City, at its sole discretion, shall establish a Traffic Improvement Program and concurrent Traffic Impact Fee Ordinance to fund the mitigation measure. 3. The Redevelopment Agency, at its sole discretion, shall contribute funds to the costs of implementation.	1) City Public Works Agency, Traffic Engineering Division, shall prepare a signal optimization and coordination plan for the area bounded by San Pablo Avenue, Grand Avenue, Telegraph Avenue, and 17th Street. 2) The Project Sponsor shall fund its fair share cost of the preparation and implementation of the signal optimization and coordination plan. Each phase of the project shall fund its fair share cost. 3) City Public Works Agency, Traffic Engineering Division, shall implement the measures of the plan from 2010 to 2025, as necessary, to address cumulative impacts.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division. 3) City of Oakland Community and Economic Development Agency, *Planning Division.*	1) Verify that the signal optimization and coordination plan has been prepared and that it meets the standards listed in the mitigation measure. 2) Verify that the Project Sponsor funds its fair share cost of the preparation and implementation of the signal optimization and coordination plan. 3) Ensure plan measures are being implemented.	1) Prior to occupancy of the first phase of the Project. 2) Prior to occupancy of the first phase of the Project. 3) From 2010 to 2025.	No approval of occupancy permit.	*Verified by:* *Date:*
Mitigation Measures TRANS-2, TRANS-4, TRANS-5, TRANS-6, TRANS-7, TRANS-8, TRANS-9, TRANS-12, TRANS-13 and TRANS-14 require the implementation of Mitigation Measure TRANS-1.	Refer to Mitigation Measure TRANS-1.	Refer to Mitigation Measure TRANS-1.	Refer to Mitigation Measure TRANS-1.	Refer to Mitigation Measure TRANS-1.	Refer to Mitigation Measure TRANS-1.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
TRANS-9: Widen the intersection to add a second exclusive left turn lane in the eastbound direction and an exclusive right turn lane in the westbound direction. The intersection would operate at LOS D in the PM peak hour with these improvements. The intersection of Frontage Road and West Grand Avenue is located on an elevated structure which is within the jurisdiction of Caltrans. The proposed mitigation measures would require the widening of the existing elevated structure and modification of the traffic signal. The second exclusive left turn lane in the eastbound direction and the exclusive right turn lane in the westbound direction should each be 300 feet in length with a 90-foot taper. Widening of the existing structure would require additional support columns and the acquisition of right of way underneath the structure. In addition, the connector from Interstate 880 to Interstate 80 structure exists above this intersection. Columns supporting this elevated connector may have to be relocated to widen the Frontage Road/West Grand Avenue intersection. At this time, the implementation of this mitigation measure would not be economically feasible. Because this intersection is located outside of the City of Oakland's jurisdiction and because it is not economically feasible, it is significant and unavoidable.	*No monitoring or reporting measures are provided for this mitigation measure since it has been determined to be infeasible in connection with approval of the Disposition and Development Agreement (DDA) for Blocks 1 through 4.*					
TRANS-10: The Project Sponsor shall provide funding for the following two improvements. • Optimize the signal timing at the intersection of Telegraph and 19th Street. Since this intersection also functions as part of an integrated signal system in downtown Oakland, Mitigation Measure TRANS-1 shall also be implemented. • Restripe the westbound 19th Street approach to provide two exclusive through lanes and an exclusive right turn lane. With these improvements, the intersection would operate at LOS C in the AM peak hour and LOS E in the PM peak hour. The restriping of the westbound 19th Street approach to the intersection to provide two exclusive through lanes and an exclusive right turn lane would require the elimination of six metered parking spaces on the northern side of 19th Street between Telegraph and Broadway. With the existing roadway width available the two through lanes would each be 11 feet wide and the right turn lane would be 10 feet wide, which would satisfy City standards of 10-foot lanes. Metered parking would remain on the southern side of 19th Street.	1) Refer to Mitigation Measure TRANS-1. 2) City Public Works Agency, Traffic Engineering Division shall restripe the westbound 19th Street approach to Telegraph Avenue to provide two exclusive through lanes and an exclusive right turn lane.	1) Refer to Mitigation Measure TRANS-1. 2) City of Oakland Community and Economic Development Agency, Planning Division.	1) Refer to Mitigation Measure TRANS-1. 2) Verify that the westbound 19th Street approach has been restriped.	1) Refer to Mitigation Measure TRANS-1. 2) Prior to occupancy of the first phase of the Project.	1) Refer to Mitigation Measure TRANS-1. 2) Work with the City Public Works Agency to ensure the improvement is implemented.	*Verified by:* *Date:*
TRANS-11: Widen the eastbound approach to accommodate two left turn lanes, two through lanes, and a right turn lane. Widen the southbound approach would need to accommodate a right turn lane, a left turn lane, and a shared through/right turn lane. In addition, the northbound approach should be converted from a left turn lane, a through lane, and a shared through/right turn lane to a left turn lane, a shared through/right turn lane, and a right turn lane. With the proposed improvements, the intersection would operate at LOS C in the AM peak hour and LOS D in the PM peak hour. The intersection of Frontage Road and West Grand Avenue is located on an elevated structure which is within the jurisdiction of Caltrans. The proposed mitigation measures would require the expansion of the existing elevated structure and modification of the traffic signal. Widening of the existing structure would require additional support columns and the acquisition of right of way underneath the structure. In addition, the connector from Interstate 880 to Interstate 80 structure exists above this intersection. Columns supporting this elevated connector may have to be relocated to pursue the widening of the Frontage Road/West Grand Avenue intersection. The implementation of this mitigation measure would not be economically feasible. Because this intersection is located outside of the City of Oakland's jurisdiction and because it is not economically feasible, it is significant and unavoidable.	*No monitoring or reporting measures are provided for this mitigation measure since it has been determined to be infeasible in connection with approval of the Disposition and Development Agreement (DDA) for Blocks 1 through 4.*					

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
AIR QUALITY						
AIR-1: Implementation of the following mitigation measures would reduce this impact to a less-than-significant level. • The basic and enhanced control measures listed in Table IV.E-9 shall be implemented during construction of the proposed Project. • Any temporary haul roads to the soil stockpile area shall be routed away from existing neighboring land uses. Any temporary haul roads shall be surfaced with gravel and regularly watered to control dust or treated with an appropriate dust suppressant. • Water sprays shall be utilized to control dust when material is being added or removed from the stockpile. When the stockpile is undisturbed for more than 1 week, the storage pile shall be treated with a dust suppressant or crusting agent to eliminate wind-blown dust generation. • All neighboring properties located within 500 feet of property lines shall be provided with the name and phone number of a designated construction dust control coordinator who will respond to complaints within 24 hours by *suspending dust-producing activities or providing additional personnel or* equipment for dust control as deemed necessary. The phone number of the BAAQMD pollution complaints contact shall also be provided. The dust control coordinator shall be on-call during construction hours. The coordinator shall keep a log of complaints received and remedial actions taken in response. *This log shall be made available to City staff upon its request.* The above mitigation measures include all feasible measures for construction emissions identified by the BAAQMD. According to the District's threshold of significance for construction impacts, implementation of the measures would reduce construction impacts of the proposed Project to a less-than-significant level.	Project Sponsor shall implement the construction period air quality control measures described in the mitigation measure.	City of Oakland Community and Economic Development Agency, Building Services Division.	Make regular visits to the Project site to ensure that all dust-control mitigation measures are being implemented, and verify that a designated construction dust control coordinator is on-call during construction periods.	Ongoing throughout the Project construction period.	City issues corrective action or stop work order if construction period dust control measures have not been implemented.	*Verified by:* *Date:*
AIR-2: To the extent permitted by law, the Uptown Project shall be required to implement Transportation Control Measures (TCMs) as recommended by the BAAQMD. Measures that the City shall require the Project to implement, or that are already proposed as part of the Project, may include the following: • *Transit Measures:* (i) Construct transit facilities such as bus turnouts/bus bulbs, benches, shelters, and other needed facilities subject to the review and comment of AC Transit. (Effectiveness 0.5 percent - 2 percent of all trips, BAAQMD *CEQA Guidelines*); (ii) Design and locate buildings to facilitate transit access (e.g., locate building entrances near transit stops, eliminate *building setbacks, etc.) (Effectiveness 0.1 percent - 0.5 percent of all trips,* BAAQMD *CEQA Guidelines*). • *Services Measures:* (i) Provide on-site shops and services for employees, such as cafeteria, bank/ATM, dry cleaners, convenience market, etc. (Effectiveness 0.5 percent - 5 percent of work trips, BAAQMD *CEQA Guidelines*); (ii) Provide on-site child care, or contribute to off-site childcare within walking distance. (Effectiveness 0.1 percent - 1 percent of work trips, BAAQMD *CEQA Guidelines*).	Project Sponsor shall implement appropriate TCMs, based on consultation with the City.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure that TCMs determined to be necessary by the City are incorporated into the planning entitlements for the Project.	Prior to approval of the planning entitlements for the Project.	No approval of the planning entitlements for the Project.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
• *Bicycle and Pedestrian Measures:* (i) Provide secure, weather-protected bicycle parking for employees (Effectiveness 0.5 percent - 2 percent of work trips, BAAQMD *CEQA Guidelines*); *(ii) Provide safe, direct access for* bicyclists to adjacent bicycle routes (Effectiveness 0.5 percent - 2 percent of work trips, BAAQMD *CEQA Guidelines*); (iii) Provide showers and lockers for employees bicycling or walking to work (Effectiveness 0.5 percent – 2 percent of work trips, BAAQMD *CEQA Guidelines*); (iv) Provide secure short-term bicycle parking for retail customers or non-commute trips (Effectiveness 1 percent – 2 percent of non-work trips, BAAQMD *CEQA Guidelines*); (v) Provide direct, safe, attractive pedestrian access from Planning Area to transit stops and adjacent development (Effectiveness 0.5 percent - 1.5 percent of all trips, BAAQMD *CEQA Guidelines*). Implementation of the measures detailed above would help minimize this impact, but not reduce it to a less-than-significant level. Therefore, Impact AIR-2 will remain significant and unavoidable.						
NOISE						
NOISE-1a: Standard construction activities shall be limited to between 7:00 a.m. and 7:00 p.m. Monday through Friday. No construction activities shall be allowed *on weekends until after the buildings are enclosed without prior authorization of the* Building Services and Planning Divisions of the Community and Economic Development Agency.	Construction contractor shall limit construction activities to between 7:00 a.m. *and 7:00 p.m. Monday through Friday.*	Community and Economic Development Agency, Building Services and Planning *Division.*	Make regular visits to the Project site to ensure that construction *activities* are restricted to 7:00 a.m. and 7:00 p.m. Monday through Friday.	Ongoing throughout project construction period.	City issues corrective action or stop work order if construction activities occur outside of the restricted time zone.	*Verified by:* *Date:*
NOISE-1b: To reduce daytime noise impacts due to construction, to the maximum feasible extent, the City shall require the Project Sponsor to develop a site-specific noise reduction program, subject to city review and approval, which includes the following measures: • Signs shall be posted at the construction site that include permitted construction *days and hours*, a day *and* evening contact number for *the job site*, and a day and evening contact number for the City in the event of problems; • An on-site complaint and enforcement manager shall be posted to respond to and track complaints; • A pre-construction meeting shall be held with the job inspectors and the general contractor/on-site Project manager to confirm that noise mitigation and practices are completed prior to the issuance of a building permit (including *construction hours, neighborhood notification, posted signs, etc.);* • 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); • 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 where feasible, which could achieve a reduction of 5 dBA. Quieter procedures shall be used, such as drills rather than impact equipment, whenever feasible; and • Stationary noise sources shall be located as far from sensitive receptors as possible, and they shall be muffled and enclosed within temporary sheds, or *insulation barriers or other measures shall be incorporated to the extent* feasible.	Project Sponsor shall develop a site-specific noise reduction program that includes the measures detailed in Mitigation Measure NOISB-1b.	Community and Economic Development Agency, Building Services and Planning Division.	Review and approve the site-specific noise reduction program.	Prior to approval of a grading or building permit.	No approval of a grading or building permit.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
NOISE-1c: If pile-driving occurs as part of the Project, it shall be limited to between 8:00 a.m. and 4:00 p.m., Monday through Friday, with no pile driving permitted between 12:30 and 1:30 p.m. No pile driving shall be allowed on Saturdays, Sundays, or holidays.	Construction contractor shall limit pile driving to between 8:00 a.m. and 4:00 p.m., Monday through Friday, and no pile driving shall occur between 12:30 and 1:30 p.m. or on Saturdays, Sundays, or holidays.	Community and Economic Development Agency, Building Services and Planning Division.	Make regular visits to the Project site to ensure that pile driving is limited to the hours specified in Mitigation Measure NOISE-1c.	Ongoing throughout Project construction period.	City issues corrective action or stop work order if pile driving occurs outside of the restricted time zone.	*Verified by:* *Date:*
NOISE-1d: To further mitigate potential pile-driving and/or 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. This plan shall be submitted for review and approval by the City to ensure that maximum feasible noise attenuation is achieved. These attenuation measures shall include as many of the following control strategies as feasible and shall be implemented prior to any required pile-driving activities: • Implement "quiet" pile-driving technology, where feasible, in consideration of geotechnical and structural requirements and conditions; • Erect temporary plywood noise barriers around the entire construction site; • *Utilize noise control blankets on the building structure as it is erected to reduce* noise emission from the site; • Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings; and • Monitor the effectiveness of noise attenuation measures by taking noise measurements. • A third-party peer review, paid for by the Project Sponsor, shall be required to assist the City in evaluating the feasibility and effectiveness of the noise reduction plan submitted by the Project Sponsor. • A special inspection deposit is required to ensure compliance with the noise reduction plan. The amount of deposit shall be determined by the Building Official and the deposit shall be submitted by the project sponsor concurrent with submittal of the noise reduction plan.	Project Sponsor shall prepare and implement a set of site-specific noise attenuation measures under the supervision of a qualified acoustical consultant. These attenuation measures shall include as many of the control strategies listed in Mitigation Measure NOISE-1d as feasible. Project Sponsor shall submit a special inspection deposit to the City.	Community and Economic Development Agency, Building Services and Planning Division.	Review and approve the site-specific noise attenuation measures submitted by the Project Sponsor. Verify that the Project Sponsor has submitted a special inspection deposit.	Prior to approval of a grading or building permit.	No approval of a grading or building permit.	*Verified by:* *Date:*
NOISE-1e: A process with the following components shall be established for responding to and tracking complaints pertaining to pile-driving construction noise: • A procedure for notifying City Building Division staff and Oakland Police Department; • A list of telephone numbers (during regular construction hours and off-hours); • A plan for posting signs on-site pertaining to complaint procedures and who to notify in the event of a problem; • Designation of a construction complaint manager for the Project; and • Notification of neighbors within 300 feet of the Project construction area at least 30 days in advance of pile-driving activities. Construction period impacts would still occur with implementation of the measures detailed above. However, because they would be short-term in duration, the City considers this a less-than-significant impact.	Project Sponsor shall devise and implement a system for responding to and tracking complaints pertaining to pile-driving construction noise which includes the measures listed in Mitigation Measure NOISE-1e.	Community and Economic Development Agency, Building Services and Planning Division.	Verify that a system for responding to and tracking noise complaints has been developed by the Project Sponsor.	Prior to approval of a grading or building permit.	No approval of a grading or building permit.	*Verified by:* *Date:*
NOISE-2: Once the project design is finalized and the location of specific uses are determined, the Project Sponsor shall have an acoustical analysis prepared that details noise reduction requirements and noise insulation features necessary to achieve acceptable interior and exterior noise levels. The requirements shall be sufficient to achieve a minimum of 45 dBA for all interior building spaces and shall achieve either Normally Acceptable or Conditionally Acceptable ranges for exterior uses according to the applicable land use category as set forth in Table IV.F-4.	Project Sponsor shall prepare an acoustical analysis that details noise reduction requirements and noise insulation features necessary to achieve acceptable interior and exterior noise levels. Project Sponsor shall incorporate all recommended features into the Project.	City of Oakland Community and Economic Development Agency, Building Services Division.	Review building plans for the Project and verify that noise reduction features have been incorporated.	Prior to approval of a building permit.	No approval of a building permit.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
Measures to reduce the interior noise levels may include: • *To meet the City's 45 dBA CNEL interior noise standard*, building facade upgrades will be required for building located along Telegraph Avenue. All windows facing Telegraph Avenue must have a sound transmission class (STC) of 31 or greater. • All of the proposed buildings on the project site shall be designed and constructed with ventilation systems, to achieve the indoor fresh-air ventilation requirements specified in Chapter 35 of the Uniform Building Code, to achieve the 45 dBA CNEL interior noise standard. Measures to reduce the exterior noise levels may include: • The inclusion of plexiglass enclosures for outdoor patio and balcony areas at a height of 5 feet (i.e., to shield balconies and or outdoor patio areas) would *provide 5dBA or more in noise reduction for outdoor use areas.* Implementation of the above mitigation measure would reduce this impact to a less-than-significant level by achieving, at a minimum, *Conditionally Acceptable* noise levels.						
NOISE-3: The following measures are required for the operations of the proposed Project: • All on-site stationary noise sources shall comply with the standards listed in Section 17.120.050 of the City's Planning Code; and • Loading docks or loading areas and noise-generating equipment associated with the retail uses will be located as far as practical from all existing and planned residential properties. Implementation of the above mitigation measure would reduce the impact to below a level of significance.	1) Project Sponsor shall comply with the standards listed in Section 17.120.050 of the City's Planning Code. 2) Project Sponsor shall ensure that noise-generating areas and equipment are located as far as practical from all existing and proposed residential uses.	1) Community and Economic Development Agency, Building Services and Planning Division. 2) Community and Economic Development Agency, Building Services and Planning Division.	1) Make regular visits to the Project site to verify compliance with noise regulations. 2) Review building plans for the Project to ensure that proposed noise-generating uses are as far from sensitive uses as practical.	1) Regularly throughout operation of the Project, at intervals deemed appropriate by the City. 2) Prior to approval of a building permit.	1) City issues corrective action. 2) No approval of a building permit.	*Verified by:* *Date:*
HAZARDS AND HAZARDOUS MATERIALS						
HAZ-1a: Prior to issuing any grading, demolition or building permits for the proposed Project affecting Project site Blocks 3 through 9, an environmental investigation shall be conducted at the site by a qualified environmental professional. The environmental investigation shall implement appropriate sampling recommendations presented in previously conducted Phase I site assessment(s) prepared for the Project site, as summarized in Table IV.G-3, in order to adequately characterize subsurface conditions of the site. Environmental investigation workplans shall be submitted to the City of Oakland and RWQCB for review and approval. Information from the environmental investigation shall be used to develop and implement site-specific health and safety plans for construction workers and best management practices (e.g., dust control, storm water runoff control, etc.) appropriate to protect the general public.	Project Sponsor shall ensure the preparation of an environmental investigation by a qualified environmental professional. The environmental investigation shall adequately characterize subsurface conditions within the Project site, as described in the mitigation measure, and it shall be used to develop and implement a health and safety plan for construction workers and best management practices.	City of Oakland, Public Works Agency, Environmental Services Division.	Review the construction plan to ensure it includes adequate health and safety measures to protect construction workers from subsurface hazardous materials.	Prior to approval of a grading or building permit for development in Blocks 3 through 9.	No approval of a grading or building permit for development in Blocks 3 through 9.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HAZ-1b: Prior to issuing any grading, demolition, or building permit for the proposed Project, a site-specific Health and Safety Plan (HSP) shall be prepared by a qualified industrial hygienist. At a minimum, the HSP shall summarize information collected in environmental investigations for the Project site, including soil and groundwater quality data; establish soil and groundwater mitigation and control specifications for grading and construction activities, including health and safety provisions for monitoring exposure to construction workers; provide procedures to be undertaken in the event that previously unreported contamination is discovered; incorporate construction safety measures for excavation activities; establish procedures for the safe storage and use of hazardous materials at the Project site, if necessary; provide emergency response procedures; and designate personnel responsible for implementation of the Plan. The HSP shall be designed to prevent potential exposures to construction workers above established OSHA Permissible Exposure Limits. The Plan shall be submitted to the City of Oakland for review and approval.	Project Sponsor shall prepare a site-specific HSP which meets the requirements listed in the mitigation measure. The HSP shall be designed to prevent potential exposures to construction workers above established OSHA Permissible Exposure Limits.	City of Oakland, Public Works Agency, Environmental Services Division.	Review and approve the HSP.	Prior to approval of a demolition, grading, or building permit.	No approval of a demolition, grading, or building permit.	*Verified by:* *Date:*
HAZ-1c: Prior to issuing any grading, demolition, or building permit for the proposed Project, a Soil and Groundwater Management Plan (Plan) shall be prepared. The Plan shall include procedures for managing soils and groundwater removed from the site to ensure that any excavated soils and/or dewatered groundwater with contaminants are stored, managed, and disposed of safely, in accordance with applicable regulations. The Plan will incorporate notification and dust mitigation requirements of the BAAQMD (including Title 17, CCR Section 93105). Dewatering procedures will incorporate regulatory requirements for groundwater discharge to storm or sanitary sewers, as outlined in Mitigation Measure HYD-3. The Plan shall be submitted to the City of Oakland and RWQCB for review and approval and shall be implemented throughout all phases of Project development.	Project Sponsor shall prepare and implement a Soil and Groundwater Management Plan, as specified in the mitigation measure, to ensure that any excavated soils and/or dewatered groundwater with contaminants are stored, managed, and disposed of safely, in accordance with applicable regulations.	City of Oakland, Public Works Agency, Environmental Services Division; Regional Water Quality Control Board (RWQCB).	Review and approve the Soil and Groundwater Management Plan.	Prior to approval of a demolition, grading, or building permit.	No approval of a demolition, grading, or building permit.	*Verified by:* *Date:*
HAZ-2a: Covenants, codes, and restrictions for the proposed Project shall strictly prohibit the use of groundwater at the Project site for drinking, irrigation, or industrial purposes. Any dewatering activities required at the Project site following construction activities shall be required to be carried out under the Soil and Groundwater Management Plan prepared for the Project (Mitigation Measure HAZ-1c).	1) Project Sponsor shall include provisions in the covenants, codes, and restrictions for the Project that prohibit the use of groundwater at the Project site for drinking, irrigation, or industrial purposes. 2) Project Sponsor shall ensure that dewatering activities are carried out under the Soil and Groundwater Management Plan prepared for the Project.	1) City of Oakland, Public Works Agency, Environmental Services Division. 2) Refer to Mitigation Measure HAZ-1c.	1) Review the covenants, codes, and restrictions to ensure that the use of groundwater is prohibited. 2) Refer to Mitigation Measure HAZ-1c.	1) Prior to approval of Final Map. 2) Refer to Mitigation Measure HAZ-1c.	1) No approval of Final Map. 2) Refer to Mitigation Measure HAZ-1c.	*Verified by:* *Date:*
HAZ-2b: Prior to issuing any permits for construction within the Project site, a Human Health Risk Assessment (HHRA) shall be conducted and/or updated by a qualified environmental professional. This HHRA shall employ methodology from the *City of Oakland Urban Land Redevelopment: Guidance Document* for the Oakland Risk Based Corrective Action (RBCA) program to evaluate potential health risks from petroleum hydrocarbons, metals, solvents, and other volatile organic compounds in soils and groundwater. Depending on the findings of the HHRA, recommendations may be made for administrative or engineering controls to minimize public exposure to hazardous materials, if warranted. These controls could potentially include vapor barriers for building foundations, encapsulation of the site with building foundations and paved parking surfaces to prevent exposure to soils, and implementation of an Operations and Maintenance Plan to insure prescribed controls are implemented and maintained. The controls shall ensure that any potential added health risks to future site users are reduced to a cumulative risk of less than 1×10^{-5} (a calculated risk of 1 in 100,000 persons exposed) for carcinogens and a cumulative hazard index of 1.0. The HHRA shall be submitted to the City of Oakland and RWQCB for review and approval.	Project Sponsor shall prepare and/or update a HHRA for the Project site that meets the requirements outlined in the mitigation measure.	City of Oakland, Public Works Agency, Environmental Services Division; Regional Water Quality Control Board (RWQCB).	Review and approve the HHRA.	Prior to approval of a demolition permit.	No approval of a demolition permit.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HAZ-3: The implementation of Mitigation Measure HAZ-1b would require a Site Safety Plan/Soil and Groundwater Management Plan (Plan). The Plan will establish procedures for the safe storage and use of hazardous materials at the Project site, if necessary; provide emergency response procedures; and designate personnel responsible for implementation of the Plan. No other mitigation is required.	Refer to Mitigation Measure HAZ-1b.	Refer to Mitigation Measure HAZ-1b.	Refer to Mitigation Measure HAZ-1b.	Refer to Mitigation Measure HAZ-1b.	Refer to Mitigation Measure HAZ-1b.	*Verified by:* *Date:*
HAZ-4: All asbestos-containing materials shall be abated by a certified asbestos abatement contractor in accordance with construction worker health and safety regulations and the regulations and notification requirements of the Bay Area Air Quality Management District (BAAQMD) (29 CFR 1926.1101; 40 CFR 61 and 152; Title 8 CCR Section 1529; BAAQMD Regulation 11, Rule 2). The removal and disposal of lead-based paint within the Project site shall be completed in accordance with federal and State construction worker health and safety regulations (29 CFR, Part 1926.62; Title 8, CCR Section 532.1; CDHS Training, Certification and Work Practices Rule).	Project Sponsor shall remove asbestos and lead-containing substances from the Project site in accordance with all applicable regulations. Plans for the abatement of these materials shall be incorporated into the construction plan.	City of Oakland, Public Works Agency, Environmental Services Division.	Review the construction plan for the Project to ensure that asbestos and lead will be removed from the Project site in a way that is consistent with hazardous materials regulations.	Prior to approval of the construction plan.	No approval of the construction plan.	*Verified by:* *Date:*
HAZ-5: Implementation of existing regulatory requirements for school siting, and preparation and implementation of a Site Safety Plan/Soil and Groundwater Management Plan (Mitigation Measure HAZ-1b) and lead and asbestos regulations (Mitigation Measure HAZ-4) would reduce this impact to a less-than-significant level. No additional mitigation is required.	Refer to Mitigation Measure HAZ-1b and HAZ-4.	Refer to Mitigation Measure HAZ-1b and HAZ-4.	Refer to Mitigation Measure HAZ-1b and HAZ-4.	Refer to Mitigation Measure HAZ-1b and HAZ-4.	Refer to Mitigation Measure HAZ-1b and HAZ-4.	*Verified by:* *Date:*
HISTORIC ARCHITECTURAL, ARCHAEOLOGICAL AND PALEONTOLOGICAL RESOURCES						
HIST-1a: A paleontological resources monitoring plan shall be developed in consultation with a qualified paleontologist prior to Project-related ground-disturbing activities. This monitoring plan shall incorporate the findings of Project-specific geotechnical investigations to identify the location and depth of deposits that have a high likelihood of containing paleontological resources and that may be encountered by Project activities. This information will indicate the depth of overlying non-sensitive soils (i.e., artificial fill and prior disturbance) within the Project area to allow a more effective determination of where paleontological monitoring is appropriate.	Project Sponsor shall prepare a paleontological resources monitoring plan that meets the requirements listed in the mitigation measure.	City of Oakland Community and Economic Development Agency, Planning Division.	Review and approve the paleontological resources monitoring plan.	Prior to approval of a grading or building permit.	No approval of a grading or building permit.	*Verified by:* *Date:*
HIST-1b: A qualified paleontologist shall monitor all ground-disturbing activity that occurs at depths within the Project area determined to be sensitive in the paleontological monitoring plan. Monitoring shall continue until, in the paleontologist's opinion, significant, nonrenewable paleontological resources are unlikely to occur. In the event that paleontological resources are encountered during excavation, all work within 50 feet of the find shall be redirected until the monitor has evaluated the situation and provided recommendations for the protection of, or mitigation of adverse effects to, significant paleontological resources. Mitigation for impacts to significant paleontological resources shall include thorough documentation of the find and its immediate context to recover scientifically-valuable information. Upon completion of paleontological monitoring, a monitoring report shall be prepared. This scope of this report shall be approved by the City, but at a minimum the report will document the methods, results, and recommendations of the monitoring paleontologist.	1) Project Sponsor shall retain a paleontologist to monitor ground-disturbing activity within the Project site, as described in the mitigation measure. 2) Work within 50 feet of any paleontological finds shall halt in the event that such resources are identified. 3) If paleontological resources are identified within the Project site, the paleontologist shall evaluate the resources and provide recommendations regarding the protection of, or mitigation of adverse effects to, significant paleontological resources. A monitoring report shall be prepared if impacts to paleontological resources will be mitigated.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division. 3) City of Oakland Community and Economic Development Agency, Planning Division.	1) Receive notice that a paleontologist has been retained. 2) Verify that work is suspended if paleontological resources are found. 3) Review the paleontological resources monitoring report, if one is prepared.	1) Prior to approval of a grading or building permit. 2) During Project construction. 3) During Project construction.	1). No approval of a grading or building permit. 2) City issues corrective action or stop work order. 3) City issues corrective action.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HIST-2a: A pre-construction archaeological testing program shall be implemented to help identify whether historic or unique archaeological resources exist within the Project site. The pre-construction archaeological testing program 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. Examples of potential historic or unique archaeological resources that could be identified within the Project site include: back-filled wells; basements of buildings that pre-date Euro-American buildings that were constructed on the Project site; and backfilled privies. For these resources to be considered significant pursuant to CEQA, they would have to have physical integrity *and* meet at least one of the criteria listed in *CEQA Guidelines* section 15064.5(a)(3) (for historic resources) and/or CEQA section 21083.2(g) (for unique archaeological resources). These criteria include: association with events that have made a significant contribution to the broad patterns of California history and cultural heritage; association with the lives or persons important in our past; embodiment of the distinctive characteristics of a type, period, region, or method of construction, or represents the work of an important creative individual, or possesses high artistic values; yield, or may likely yield, information important in prehistory or history; contains information needed to answer important scientific research questions and be subject to a demonstrable public interest in that information; have a special and particular quality such as being the oldest of its type or the best available example of its type; or be directly associated with a scientifically recognized important prehistoric or historic event or person. The testing program, in conjunction with a sensitivity study, shall use a combination of subsurface investigation methods (including backhoe trenching, augering, and archaeological excavation units, as appropriate). The purpose of the testing program is to: (1) identify the presence and location of potentially-significant archaeological deposits; (2) determine if such deposits meet the definition of a historical resource or unique archaeological resource under section 21083.2(g) of the CEQA statutes; (3) guide additional archaeological work, if warranted, to recover the information potential of such deposits; and (4) refine the archaeological monitoring plan. 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.	1) Project Sponsor shall retain a qualified cultural resources professional to implement a pre-construction archaeological testing program, as described in the mitigation measure. 2) Archaeologist shall prepare a plan for additional data recovery of archaeological material, if deemed necessary. 3) Project Sponsor shall consult with representatives of the Chinese-American community regarding the potential use of archaeological findings.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division. 3) City of Oakland Community and Economic Development Agency, Planning Division.	1) Receive notice that an archaeologist has been retained. 2) Verify that a research design is prepared. 3) Verify that the appropriate groups have been contacted regarding archaeological findings within the Project site.	1) Prior to approval of a grading permit. 2) Prior to approval of a grading permit 3) During Project construction.	1) No approval of the grading permit. 2) No approval of the grading permit. 3) No approval of the grading permit.	*Verified by:* *Date:*
HIST-2b: Archaeological monitoring of ground-disturbing construction in the Project area shall be conducted, as appropriate and if necessary, based on the results of the pre-construction testing program and the potential for encountering unidentified archaeological deposits. Upon completion of the pre-construction testing program specified in Mitigation Measure HIST-2a, the extent of archaeological monitoring during Project construction will be assessed, and the scope and frequency of the monitoring required by this mitigation measure shall be based on the findings of this assessment. Monitoring 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. Upon completion of such archaeological monitoring, evaluation, or data recovery mitigation, the archaeologist shall prepare a report documenting the methods, results, and recommendations of the investigation, and submit this report to the NWIC. Public displays of the findings of archaeological recovery excavation(s) of historical or unique resources shall be prepared. As appropriate, brochures, pamphlets, or other media, shall be prepared for distribution to schools, museums, libraries, and – in the case of Chinese-American archaeological deposits – Chinese-American organizations.	1) Project Sponsor shall retain an archaeologist to monitor ground-disturbing activity within the Project site, as described in the mitigation measure. 2) Archaeologist shall halt work in the vicinity of the archaeological resource until findings can be made regarding whether the resource meets the CEQA definition of an archaeological or historic resource. 3) If identified archaeological resources meet CEQA criteria for archaeological or historic resources, they shall be avoided by construction activities. If avoidance is not feasible, then effects to the deposit shall be mitigated through a data recovery strategy developed by the evaluating archaeologist, as described in the mitigation measure. This report shall be submitted to the NWIC.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division. 3) City of Oakland Community and Economic Development Agency, Planning Division.	1) Receive notice that an archaeologist has been retained. 2) Verify that work is suspended if archaeological resources are found. 3) Review and approve the archaeological resources mitigation plan, if one is prepared.	1) Prior to approval of the grading permit. 2) During Project construction. 3) During Project construction.	1) No approval of the grading permit. 2) City issues corrective action or stop work order. 3) City issues corrective action.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HIST-3: Should human remains be encountered by Project activities, construction activities shall be halted and the County Coroner notified immediately. If the human remains are of Native American origin, the Coroner must notify the Native American Heritage Commission (NAHC) within 24 hours of this identification, and a qualified archaeologist should be contacted to evaluate the situation. The NAHC will identify a Native American Most Likely Descendent (MLD) to inspect the site and provide recommendations for the proper treatment of the remains and associated grave goods. The archaeologist shall recover scientifically-valuable information, as appropriate and in accordance with the recommendations of the MLD. Upon completion of such analysis, as appropriate, the archaeologist shall prepare a report documenting the methods and results of the investigation. This report shall be submitted to the NWIC.	1) Construction activity shall halt and the County Coroner shall be notified if human remains are uncovered. 2) Project Sponsor shall notify the appropriate authorities and retain an archaeologist to recover scientifically-valuable information about the human remains and to prepare a report for submission to the NWIC.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division.	1) Verify that work is suspended if human remains are found. 2) Verify that the appropriate authorities are notified about the presence of human remains.	1) During Project construction. 2) During Project construction.	1) City issues corrective action or stop work order. 2) City issues corrective action.	*Verified by:* *Date:*
Mitigation Measures HIST-4a, HIST-4b, and HIST-5 shall be implemented based on the adopted Project variant involving the Great Western Power Company Building. The following three variants are proposed: 1) demolition of the Great Western Power Company Building (Variant 1); 2) partial demolition of the Great Western Power Company Building (Variant 2); and 3) preservation of the Great Western Power Company Building (Variant 3).						
HIST-4a *(Variant 1 and 2)*: The following measures shall be implemented to preserve information about the resource for further study: • Record the Great Western Power Company Building in accordance with the procedures of the Historical American Buildings Survey *(HABS)* through measured drawings, written histories, and large-format photographs; • Prepare a history of the Great Western Power Company Building that incorporates oral history, documentary research, and architectural information; • Prepare a brochure, regarding the building's historical association with one of three major early 20th century northern California power companies, to be made available at local libraries and museums; • Incorporate interpretive elements, such as signs and placards, into public areas and street frontages proposed as part of the Project. • If full demolition of the building occurs, salvage architectural elements from the building, including hardware, doors, paneling, fixtures, and equipment, and incorporate these elements into new construction; and • Curate all materials, notes, and reports at the OHR, and submit copies to the NWIC. The City may also consider requiring payment of pro-rata funds to restore historic buildings in the Uptown District to further reduce this impact. Even with extensive documentation, however, the demolition of the building or portions of the building would result in the loss of a historic resource that is associated with significant historical events and is an example of outstanding design and function. Therefore, the demolition or partial demolition of the building would remain a significant and unavoidable impact.	Project Sponsor shall preserve historic information about the Great Western Power Company Building, as described in the mitigation measure.	City of Oakland Community and Economic Development Agency, Planning Division.	Verify that the historic preservation measures detailed in the mitigation measure are implemented.	Prior to approval of the demolition permit for the Great Western Power Company Building.	No approval of the demolition permit for the Great Western Power Company Building.	*Verified by:* *Date:*
HIST-4b *(Variant 3)*: Any modifications to the exterior of the building that may be proposed as part of its preservation and reuse shall be developed in consultation with staff at the Planning Department and a qualified historic preservation architect to determine an appropriate treatment strategy. In the event that this measure is determined feasible and is implemented, Mitigation Measure HIST-5 shall also be implemented to ensure that development on the adjacent properties does not adversely impact the building's integrity.	Project Sponsor shall retain a qualified historic preservation architect to work with the Planning Division to develop an appropriate treatment strategy for the preservation and reuse of the Great Western Power Company Building.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure that agreed-upon plans for the modification of the Great Western Power Company Building are incorporated into the Project.	Prior to approval of a building permit for the Great Western Power Company Building.	No approval of a building permit for the Great Western Power Company Building.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HIST-5 *(Variant 3)*: The following two-part mitigation measure shall be implemented: • The building's urban setting on the portion of Block 7 fronting Thomas L. Berkley Way (20th Street) shall be documented prior to Project implementation. At a minimum, this documentation shall include panoramic streetscape photographs and an interpretive display that shall provide an overview of the former urban context and describe how this context contributed to the building's significance. This information shall be presented in an on-site display at the preserved Great Western Power Company Building to enable a viewer to easily associate the former setting with the existing building (i.e., panoramic streetscape photographs to show the building within the former street frontage). Upon completion of this documentation, a copy of all notes, photographs, and analysis shall be archived at the OHR and submitted to the NWIC. • The City shall ensure that the designs for new adjacent buildings are evaluated with respect to minimizing setting impacts on the historic resource. Project buildings adjacent to the Great Western Power Company Building shall be designed in a manner that minimizes inappropriate differences in mass and scale, if feasible. For example, designs could call for adjacent buildings to step-up to the height of the tallest Project element north of 20th Street, thereby reducing a potentially abrupt contrast between new buildings and the two-story Great Western Power Company Building. If the designs for the adjacent buildings follow the *Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for the Preservation of Historic Buildings*, then the Project will have a less-than-significant impact, pursuant to CEQA §15064.5(b)(3). However, if it is not feasible to minimize material impairment of the resource, then the impact would remain significant and unavoidable.	1) Project Sponsor shall document the urban setting of the Great Western Power Company Building, as specified in the mitigation measure. 2) The Planning Division shall ensure that the design of the buildings adjacent to the *Great Western Power Company Building* is consistent with the *Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for the Preservation of Historic Buildings*.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division.	1) Verify that the urban setting of the Great Western Power Company Building is documented. 2) Review the building permit application to verify that *proposed buildings adjacent to* the Great Western Power Company Building would not materially impair the historic integrity of the structure.	1) Prior to approval of a demolition permit for development of Block 7. 2) Prior to approval of a demolition permit for *development of* Block 7.	1) No approval of a demolition permit for development of Block 7. 2) No approval of a demolition permit for *development of* Block 7.	*Verified by:* *Date:*
HIST-8a: If feasible, the three PDHPs that contribute to the 19th and San Pablo Commercial District (located at 1958-60 San Pablo Avenue, 1966-68 San Pablo Avenue, and 1972 San Pablo Avenue) shall be preserved in their existing condition or rehabilitated and incorporated into the proposed Project. Any modifications to the exterior of the buildings that may be proposed as part of their rehabilitation shall be developed in consultation with the Planning Department and a qualified historic preservation architect to determine an appropriate treatment strategy that preserves the important historic qualities of the structures.	*No monitoring or reporting measures are provided for this mitigation measure since it has been determined to be infeasible in connection with approval of the Disposition and Development Agreement (DDA) for Blocks 1 through 4.*					

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
HIST-8b: If the City determines that preservation of the three PDHPs that contribute to the 19th and San Pablo Commercial District (located at 1958-60 San Pablo Avenue, 1966-68 San Pablo Avenue, and 1972 San Pablo Avenue) is not feasible, the City shall inform the project sponsor for the Thomas L. Berkley Square Project of the potential cumulative impact prior to the implementation of the Uptown Mixed-Use Project. The City shall consult with both project sponsors to establish a fair division of responsibility to fund mitigation measures to preserve information about the 19th and San Pablo Commercial District for future study. These mitigation measures shall include the following: • Record the 19th and San Pablo Commercial District in accordance with the procedures of HABS through measured drawings, written histories, and large-format photographs; • Prepare a history of the 19th and San Pablo Commercial District that incorporates oral history, documentary research, and architectural information; this history could utilize non-written media and production techniques, including video photography; • Prepare a brochure, regarding the district's historical association with turn-of-the-century Oakland commerce, to be made available at local libraries and museums; • Salvage architectural elements from the buildings proposed for demolition, including hardware, doors, paneling, fixtures, and equipment, and incorporate these elements into new construction; and • Curate all materials, notes, and reports at the OHR, and submit copies to the NWIC. Even with extensive documentation, however, a cumulative impact will result from the demolition of 63 percent of the 19th and San Pablo Commercial District's contributing buildings. This loss of contributing buildings will materially affect the district's ability to convey its historical significance, which will result in a significant, unavoidable cumulative impact.	The Planning Division shall consult with the project sponsors of the proposed Project and the Thomas L. Berkley Square Project to establish a fair division of responsibility to fund mitigation measures to preserve information about the 19th and San Pablo Commercial District for future study.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure the Project Sponsor funds a fair share of the mitigation measures to reduce cumulative impacts to the 19th and San Pablo Commercial District.	Prior to approval of a demolition permit for the PDHPs.	No approval of a demolition permit for the PDHPs.	*Verified by:* *Date:*
HIST-13: Prior to Project initiation, the plan for the enhancement of street features and lighting on Telegraph Avenue shall be reviewed by planning staff to ensure that it conforms to the *Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for the Preservation of Historic Buildings*. Conformance with these guidelines will ensure that these improvements are compatible with nearby historical resources, and will mitigate potential Project effects to less-than-significant levels.	Planning Division shall review the plan for the enhancement of street features and lighting on Telegraph Avenue to ensure that it conforms to the *Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for the Preservation of Historic Buildings*.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure that the plan for the enhancement of street features and lighting on Telegraph Avenue conforms to the *Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for the Preservation of Historic Buildings*.	Prior to the implementation of the Telegraph Avenue street features and lighting plan.	Planning Division issues corrective action.	*Verified by:* *Date:*
AESTHETIC RESOURCES						
AES-1: The following measures shall be incorporated into the final Project design: • Create streetscape vitality and enhance the pedestrian experience through detailed treatment of building facades, including entryways, fenestration, and signage, and through the use of carefully chosen building materials, texture, and color. • Design of building facades shall include sufficient articulation and detail to avoid the appearance of blank walls or box-like forms. • Exterior materials utilized in construction of new buildings, as well as site and landscape improvements, shall be high quality and shall be selected for both their enduring aesthetic quality and for their long term durability.	Project Sponsor shall incorporate the design features and recommendations listed in the mitigation measure into the final Project design.	City of Oakland Community and Economic Development Agency, Planning Division.	Verify that the design features and recommendations listed in the mitigation measure are incorporated into the design review application for the Project.	Prior to approval of a building permit.	No approval of a building permit.	*Verified by:* *Date:*

Mitigation Measures	Implementation Procedure	Monitoring Responsibility	Monitoring and Reporting Action	Monitoring Schedule	Non-Compliance Sanction	Verification of Compliance
• Ensure that the architectural and landscape treatment of the proposed parking structure promotes human scale and pedestrian activity. • Detailed designs for the public park shall be developed. The design shall emphasize the public nature of the space and pedestrian comfort. The plaza design shall consider sun/shade patterns during mid-day hours throughout the year. The plaza design shall be sensitively integrated with the streetscape.						
AES-2a: The specific reflective properties of Project building materials shall be assessed by the City during Design Review as part of the Project's Development Standards, Procedures and Guidelines. Design review shall ensure that the use of reflective exterior materials is minimized and that proposed reflective material *would not create additional daytime or nighttime glare.*	Planning staff shall assess the reflective properties of Project buildings to ensure that the Project will not create additional daytime or nighttime glare.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure that any recommendations that staff or the Design Review Committee makes in regard to reflective materials are incorporated into the Project.	Prior to approval of a building permit.	No approval of a building permit.	*Verified by:* *Date:*
AES-2b: Specific lighting proposals shall be reviewed and approved by the City prior to installation. This review shall ensure that any outdoor night lighting for the Project is down shielded and would not create additional nighttime glare.	Planning staff shall assess proposed lighting of Project buildings and streets to ensure that the Project will not create additional nighttime glare.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure that any recommendations that staff or the Design Review Committee makes in regard to lighting are incorporated into the Project.	Prior to approval of a building permit.	No approval of a building permit.	*Verified by:* *Date:*
WIND						
WIND-1a: The final design of the high-rise buildings on Blocks 5 and 7 shall be in accordance with one or more of the following design guidelines. In addition, as part of the design review process for these high-rise buildings, a qualified wind consultant shall ensure the Project is designed in accordance with these guidelines: • Align long axis of each building along a northwest-southeast alignment to reduce exposure of the wide faces of the building to westerly or southeasterly winds. • West or southeasterly building faces shall be articulated and modulated *through the use of architectural devices such as surface articulation; variation;* variation of planes, wall surfaces, and heights; and the placement of setbacks and other similar features. • Utilize properly-located landscaping that mitigates high winds. Porous materials (e.g., vegetation, hedges, screens, latticework, perforated metal), which offer superior wind shelter compared to solid surfaces, shall be used. • Avoid narrow gaps between buildings where westerly or southeasterly winds could be accelerated; or • Avoid breezeways or notches at the upwind corners of the building.	Project Sponsor shall retain a qualified wind consultant to determine if the Project is in compliance with the guidelines listed in the mitigation measure.	City of Oakland Community and Economic Development Agency, Planning Division.	Ensure buildings in Blocks 5 and 7 are designed in compliance with the wind-reducing guidelines in the mitigation measure.	Prior to approval of a building permit for buildings on Blocks 5 and 7.	No approval of a building permit for buildings on Blocks 5 and 7.	*Verified by:* *Date:*
WIND-1b: A qualified wind consultant shall review and evaluate the final design of the high-rise buildings on Blocks 5 and 7, and shall determine whether incorporated design features would reduce wind impacts to a less-than-significant level. If the wind consultant determines that these design features would reduce wind impacts to a less-than-significant level (i.e., less than 36 mph), no further mitigation would be required. If the wind consultant determines that significant adverse wind impacts could occur, models of the proposed Blocks 5 and 7 buildings shall be subject to wind tunnel testing to determine if the buildings would result in uncomfortable or hazardous winds. The wind consultant shall work with the Project architect to develop further building design modifications that would reduce wind impacts to a less-than-significant level (i.e., standard of less than 36 mph).	1) Project Sponsor shall retain a qualified wind consultant to review and evaluate the final design of the high-rise buildings on Blocks 5 and 7, and determine whether incorporated design features would reduce wind impacts to a less-*than-significant level.* 2) If the wind consultant determines that buildings on Blocks 5 and 7 could result in significant wind-related impacts, the Project Sponsor shall subject models of the proposed buildings to wind tunnel testing. Based on the results of this testing, the Project Sponsor shall incorporate design modifications into the Project that would reduce wind impacts to a less-than-significant level.	1) City of Oakland Community and Economic Development Agency, Planning Division. 2) City of Oakland Community and Economic Development Agency, Planning Division.	1) Review the written findings of the wind consultant. 2) Review project plans to ensure they are consistent with the recommendations of the wind consultant.	1) Prior to approval of a building permit for buildings on Blocks 5 and 7. 2) Prior to approval of a building permit for *buildings* on Blocks 5 and 7.	1) No approval of a building permit for buildings on Blocks 5 and 7. 2) No approval of a building permit for *buildings* on Blocks 5 and 7.	*Verified by:* *Date:*