



FILED
OFFICE OF THE CITY CLERK
OAKLAND

2013 JUL 11 PM 3:57

AGENDA REPORT

TO: DEANNA J. SANTANA
CITY ADMINISTRATOR

FROM: Rachel Flynn

SUBJECT: Supplemental Report Regarding Army Base
Rezoning & Development Agreement

DATE: July 11, 2013

City Administrator
Approval

Date

7/11/13

COUNCIL DISTRICT: #3

RECOMMENDATION

Staff Recommends that the Council Receive this Supplemental Report and Vote for Final Passage of the Following Legislation:

1. An Ordinance Amending the Oakland Planning Code to Create the Gateway Industrial District (D-CI) Zone and Make Conforming Changes to Other Planning Code Sections and the Oakland Zoning Map to Apply the D-GI Zone to Approximately 160 Acres in the Gateway Development Area of the Former Oakland Army Base; and
2. An Ordinance Authorizing the City Administrator to Execute a Development Agreement Between the City of Oakland and Prologis CCIG Oakland Global, LLC, a Delaware Limited Liability Corporation, for the Development on Approximately 160 Acres in the Gateway Development Area of the Former Oakland Army Base to be in a Form and Content Substantially in Conformance with the Attached Documents.

REASON FOR SUPPLEMENTAL REPORT

On July 2, 2013, the City Council adopted a resolution to establish design standards for the Oakland Army Base project and introduced ordinances to rezone the Army Base site and approve a development agreement with the Master Developer. The proposed ordinances are scheduled for a second reading at the July 16, 2013, meeting. At the July 2nd meeting the Council approved a new mitigation measure for the project concerning public review of plans related to air quality/trucking and also revised the legislation to incorporate references to the new mitigation measure as well as delete references to the authority to make changes "Without Returning to

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Council.” This supplemental report presents the new mitigation measure. The legislation, as revised at the July 2nd meeting, is also provided as part of the agenda packet.

KEY ISSUES

The Standard Conditions of Approval and Mitigation Monitoring and Reporting Program (SCA/MMRP) for the project will be revised to include the following new mitigation measure concerning public review of plans related to air quality and trucking, as directed by the Council on July 2nd:

- ***Mitigation PO-1 (Stakeholder Review of Air Quality and Trucking Plans)***: The City of Oakland (“City”) and Prologis CCIG Oakland Global, LLC (“Developer”) shall engage the public in the development of the following plans required by the SCA/MMRP related to potential air quality and trucking impacts on the surrounding area during construction and operation of the project (the “Subject Plans”):
 - SCA AIR-1 (Construction Management Plan)
 - SCA AIR-2 (Construction-Related Air Pollution Controls)
 - Mitigation 4.3-7 (Truck Management Plan)
 - Mitigation 4.4-3b (Maritime and Rail-Related Emissions Reduction Plan)
 - Mitigation 4.4-4 (Truck Diesel Emission Reduction Plan)
 - Mitigation 4.4-5 (Transportation Control Measures)
 - Mitigation 4.4-6 (Energy-Conserving Fixtures and Designs)
 - Mitigation 5.4-1 (Demonstration Projects)
 - SCA TRANS-1 (Parking and Transportation Demand Management)
 - SCA TRANS-2 (Construction Traffic and Parking)
 - Mitigation 4.3-13 (Traffic Control Plan – Hazardous Materials)
- a. Stakeholder List. The City shall maintain a list of the names and electronic mail addresses of the stakeholders that have expressed an interest in receiving information on the Subject Plans (the “Stakeholder List”). The Stakeholder List shall include the recipients of the July 3, 2013, letter related to the Construction Management Plan for the Public Improvements (which included SCA AIR-1, SCA AIR-2, SCA TRANS-2, MM 4.3-13 and SCA 4.4-6) and such additional stakeholders that submit a written request to the City to be added to the Stakeholder List.
- b. Quarterly Meetings. Beginning in September of 2013 and continuing until such time as the City has approved all of the Subject Plans, the City and the Developer shall jointly host quarterly meetings to discuss the status of the Subject Plans. The City and the Developer shall make a good faith effort to schedule the meetings at a day/time to maximize Stakeholder attendance. The meetings shall be noticed via electronic mail to

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all parties included in the Stakeholder List providing at least ten (10) calendar days' prior notice of the time and place of the meeting.

c. Notice of Plan Review. The party responsible for the preparation and implementation of the applicable Subject Plan shall provide at least forty five (45) calendar days' prior notice of the date that a draft of the applicable Subject Plan shall be available for review pursuant to Item (d) below. Such notice shall be delivered via electronic mail to the parties included in the Stakeholder List. The notice shall include an express reference to the specific SCA/MMRP requiring the applicable Subject Plan. The requirement set forth in this item (c) shall not apply to the Construction Management Plan for the Public Improvements (which included SCA AIR-1, SCA AIR-2, SCA TRANS-2, MM 4.3-13 and SCA 4.4-6) because said plans were released on July 3, 2013. However, the subsequent development of plans pursuant to SCA AIR-1, SCA AIR-2, SCA TRANS-2, MM 4.3-13 and SCA 4.4-6 with respect to vertical improvements will be subject to this item (c).

d. Public Review and Comment Period. Prior to approving any draft Subject Plan, the City shall provide the parties included in the Stakeholder List with seventeen (17) calendar days within which to review and provide written comments to any draft Subject Plan, and such written comments must be received by the City no later than 5:00 p.m. on the seventeenth day; provided, however, if the seventeen (17) day period expires on any day other a business day, the expiration date shall be extended to 5:00 p.m. on the next business day. The seventeen (17) day period shall be initiated by the City's electronic mail to the parties included in the Stakeholder List. During the 17-day public review and comment period the City shall make the draft Subject Plan available for public review such as posting the document on the City's website.

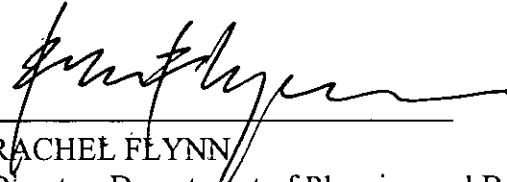
e. Informational Council Presentation. City staff shall provide the City Council with an informational presentation of each approved Subject Plan within ninety (90) calendar days after the City's approval of such Subject Plan. Such presentation shall include a summary of the public outreach implemented pursuant to this mitigation measure and the requirements and goals of the applicable approved Subject Plan.

The SCA/MMRP will also be revised to include the two additional new mitigation measures, as previously discussed in the agenda report for the July 2, 2013, City Council meeting and referenced in the legislation (Mitigation 4.4-3b [West Gateway Rail and Maritime Emissions Reduction Program] and Mitigation 4.3-10 [Parking Demand Study]).

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For questions regarding this report, please contact Darin Ranelletti, Planner III, at (510) 238-3663.

Respectfully submitted,



RACHEL FLYNN
Director, Department of Planning and Building

Reviewed by:
Scott Miller
Zoning Manager

Prepared by:
Darin Ranelletti, Planner III
Planning and Zoning Division

FILED
OFFICE OF THE CITY CLERK
INTRODUCED BY COUNCIL MEMBER

City Attorney

2013 JUL 11 PM 3:57

OAKLAND CITY COUNCIL
ORDINANCE NO. _____ C.M.S.

AN ORDINANCE, AS RECOMMENDED BY THE CITY PLANNING COMMISSION, AMENDING THE OAKLAND PLANNING CODE TO CREATE THE GATEWAY INDUSTRIAL DISTRICT (D-GI) ZONE, AND MAKE CONFORMING CHANGES TO OTHER PLANNING CODE SECTIONS AND THE OAKLAND ZONING MAP TO APPLY THE D-GI ZONE TO APPROXIMATELY 160 ACRES IN THE GATEWAY DEVELOPMENT AREA OF THE FORMER OAKLAND ARMY BASE

WHEREAS, on June 12, 2012, the Oakland City Council, via Resolution No. 83930 C.M.S., approved the amended Oakland Army Base (GARB) Reuse Plan (Master Plan), including adopting the 2012 GARB Initial Study/Addendum, making related California Environmental Quality Act (CEQA) findings, and adopting the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program (SCAMMRP); and

WHEREAS, the Gateway Development Area encompasses approximately 160 acres of the OARB and is comprised of the North Gateway area, West Gateway area, Central Gateway area, East Gateway area, and ancillary maritime services (AMS) site; and

WHEREAS, the Master Plan involves the removal of all buildings in the Gateway Development Area and the redevelopment of the site with new warehousing, recycling, maritime support, trucking-related, office, research and development, and rail-related activities (Project);

WHEREAS, on January 18, 2013, CASS, Inc., and California Waste Solutions, Inc., each submitted an application to amend the zoning in order to permit proposed recycling activities in the North Gateway area consistent with the Master Plan; and

WHEREAS, on March 19, 2013, Prologis CCIG Oakland Global, LLC, submitted an application to amend the zoning in order to permit warehousing, maritime support, and rail-related activities in the West Gateway, Central Gateway, and East Gateway areas consistent with the Master Plan; and

WHEREAS, trucking-related activities are planned for the AMS site consistent with the Master Plan; and

WHEREAS, a new zoning district called the Gateway Industrial District (D-GI) zone has been created to be applied to the Gateway Development Area (Rezoning), which is intended to implement the Master Plan by permitting land uses consistent with the Master Plan; and

WHEREAS, the Rezoning requires new development to comply with design standards to ensure that the design of new development is high quality; and

WHEREAS, the Rezoning is consistent with the Oakland General Plan; and

WHEREAS, the Landmarks Preservation Advisory Board held a duly noticed public hearing on the proposed Rezoning, as well as other planning matters, on April 8, 2013; and

WHEREAS, the City Planning Commission held a duly noticed public hearing on the proposed Rezoning, as well as other related planning matters, on May 1, 2013, and at the close of the hearing recommended approval of the Rezoning to the City Council; and

WHEREAS, the Community and Economic Development Committee held a duly noticed meeting on May 28, 2013, to consider the Rezoning, as well as other related planning matters, and recommended approval of such to the City Council; and

WHEREAS, the City Council held duly noticed public hearings on the Rezoning, as well as other related planning matters, on June 4, 2013, and July 2, 2013; now therefore

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

Section 1. The City Council, based upon its own independent review, consideration, and exercise of its independent judgment, hereby finds and determines, on the basis of substantial evidence in the entire record before the City, that none of the circumstances necessitating farther CEQA review are present. Thus, prior to approving the Rezoning, the City Council finds and determines that it can continue to rely on the previously adopted 2012 OARB Initial Study/Addendum for the reasons stated in the June 12, 2012, and May 28, 2013, City Council Agenda Reports and related attachments/exhibits. The (Final and Corrected) Standard Conditions of Approval/Mitigation Monitoring and Reporting Program, dated October 15, 2012, is also hereby reaffirmed/readopted, including the clarifying corrections discussed at the June 4, 2013, City Council hearing (Mitigation Measure 4.4-3b, West Gateway Rail and Maritime Emissions Reduction Program) and in the Agenda Report for the July 2, 2013, City Council meeting (Mitigation Measure 4.3-10, Parking Demand Study), and the revisions discussed at the July 2, 2013, City Council meeting (Mitigation Measure PO-1, Stakeholder Review of Air Quality and Trucking Plans).

Section 2. The City Council finds and determines that this action complies with CEQA and the Environmental Review Officer is directed to cause to be filed a Notice of Determination with the appropriate agencies.

Section 3. Title 17 of the Oakland Planning Code is hereby amended to (a) create the new D-GI zone for the Gateway Development Area and (b) make related text amendments to the Oakland Planning Code; as detailed in Exhibit A, attached hereto and hereby incorporated by reference.

Section 4. The City Council hereby authorizes staff to make non-substantive, technical conforming changes (essentially correction of typographical and clerical errors) prior to formal

publication of the amendments in the Oakland Planning Code.

Section 5. The Oakland Zoning Map is hereby amended to map the new D-GI zone as indicated in Exhibit B, attached hereto and hereby incorporated herein by reference.

Section 6. The recitals set forth above are true and correct and are an integral part of this Ordinance.

Section 7. The City Council finds and determines the following:

a) The Project is consistent with the General Plan and all applicable planning and zoning enactments; and

c) The Rezoning is desirable in order to facilitate the successful Project implementation; and

d) The Project will have substantial economic and community benefits to the City, including generating permanent and construction jobs and the catalytic effect the project will have on revitalizing the surrounding neighborhood, which will result in increased property values in the surrounding area and an increase in the viability of existing businesses; and

e) The existing zoning for the Gateway Development Area is inadequate and contrary to public interest and that the public safety, health, convenience, comfort, prosperity and general welfare will be furthered by the Rezoning.

Section 8. Except as specifically set forth herein, this Ordinance suspends and supersedes all conflicting resolutions, ordinances, plans, codes, laws and regulations.

Section 9. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of this Ordinance or its application to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of this Ordinance or the application of this Ordinance to other situations shall remain in full force and effect.

Section 10. That the record before this Council relating to this Ordinance includes, without limitation, the following:

1. the applications, including all accompanying maps and papers;
2. all relevant plans and maps;
3. all final staff reports, decision letters, and other documentation and information produced by or on behalf of the City;
4. all oral and written evidence received by the City staff, Landmarks Preservation Advisory Board, Planning Commission, and City Council before and during the public hearings

on the application; and

5. all matters of common knowledge and all official enactments and acts of the City, such as (a) the General Plan and the General Plan Conformity Guidelines; (b) the Oakland Municipal Code, including, without limitation, the Oakland real estate regulations, Oakland Fire Code; (c) Oakland Planning Code; (d) other applicable City policies and regulations; and (e) all applicable state and federal laws, rules and regulations.

Section 11. 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 Office of Neighborhood Investment, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Planning and Building Department, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland.

Section 12. Pursuant to section 216 of the City Charter, this Ordinance is effective as of the date it is adopted if passed by an affirmative vote of at least six council members; otherwise, it is effective seven days after final adoption.

IN COUNCIL, OAKLAND, CALIFORNIA, _____

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, GALLO, GIBSON MCELHANEY, KALB, KAPLAN, REID, SCHAAF, and PRESIDENT KERNIGHAN

NOES-

ABSENT-

ABSTENTION-

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

DATE OF ATTESTATION: _____

FILED
OFFICE OF THE CITY CLERK
INTRODUCED BY _____ MEMBER _____

REVISED JULY 2, 2013
APPROVED AS TO FORM AND LEGALITY

Mark P. Wall
City Attorney

2013 JUL 11 PM 3:57

OAKLAND CITY COUNCIL

ORDINANCE No. _____ C.M.S.

AN ORDINANCE, AS RECOMMENDED BY THE CITY PLANNING COMMISSION, AMENDING THE OAKLAND PLANNING CODE TO CREATE THE GATEWAY INDUSTRIAL DISTRICT (D-GI) ZONE, AND MAKE CONFORMING CHANGES TO OTHER PLANNING CODE SECTIONS AND THE OAKLAND ZONING MAP TO APPLY THE D-GI ZONE TO APPROXIMATELY 160 ACRES IN THE GATEWAY DEVELOPMENT AREA OF THE FORMER OAKLAND ARMY BASE

WHEREAS, on June 12, 2012, the Oakland City Council, via Resolution No. 83930 C.M.S., approved the amended Oakland Army Base (GARB) Reuse Plan (Master Plan), including adopting the 2012 GARB Initial Study/Addendum, making related California Environmental Quality Act (CEQA) findings, and adopting the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program (SCAMMRP); and

WHEREAS, the Gateway Development Area encompasses approximately 160 acres of the GARB and is comprised of the North Gateway area, West Gateway area, Central Gateway area, East Gateway area, and ancillary maritime services (AMS) site; and

WHEREAS, the Master Plan involves the removal of all buildings in the Gateway Development Area and the redevelopment of the site with new warehousing, recycling, maritime support, trucking-related, office, research and development, and rail-related activities (Project);

WHEREAS, on January 18, 2013, CASS, Inc., and California Waste Solutions, Inc., each submitted an application to amend the zoning in order to permit proposed recycling activities in the North Gateway area consistent with the Master Plan; and

WHEREAS, on March 19, 2013, Prologis CCIG Oakland Global, LLC, submitted an application to amend the zoning in order to permit warehousing, maritime support, and rail-related activities in the West Gateway, Central Gateway, and East Gateway areas consistent with the Master Plan; and

WHEREAS, trucking-related activities are planned for the AMS site consistent with the Master Plan; and

WHEREAS, a new zoning district called the Gateway Industrial District (D-GI) zone has been created to be applied to the Gateway Development Area (Rezoning), which is intended to implement the Master Plan by permitting land uses consistent with the Master Plan; and

WHEREAS, the Rezoning requires new development to comply with design standards to ensure that the design of new development is high quality; and

WHEREAS, the Rezoning is consistent with the Oakland General Plan; and

WHEREAS, the Landmarks Preservation Advisory Board held a duly noticed public hearing on the proposed Rezoning, as well as other planning matters, on April 8, 2013; and

WHEREAS, the City Planning Commission held a duly noticed public hearing on the proposed Rezoning, as well as other related planning matters, on May 1, 2013, and at the close of the hearing recommended approval of the Rezoning to the City Council; and

WHEREAS, the Community and Economic Development Committee held a duly noticed meeting on May 28, 2013, to consider the Rezoning, as well as other related planning matters, and recommended approval of such to the City Council; and

WHEREAS, the City Council held duly noticed public hearings on the Rezoning, as well as other related planning matters, on June 4, 2013, and July 2, 2013; now therefore

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

Section 1. The City Council, based upon its own independent review, consideration, and exercise of its independent judgment, hereby finds and determines, on the basis of substantial evidence in the entire record before the City, that none of the circumstances necessitating further CEQA review are present. Thus, prior to approving the Rezoning, the City Council finds and determines that it can continue to rely on the previously adopted 2012 OARB Initial Study/Addendum for the reasons stated in the June 12, 2012, and May 28, 2013, City Council Agenda Reports and related attachments/exhibits. The (Final and Corrected) Standard Conditions of Approval/Mitigation Monitoring and Reporting Program, dated October 15, 2012, is also hereby reaffirmed/readopted, including the clarifying corrections discussed at the June 4, 2013, City Council hearing (Mitigation Measure 4.4-3b, West Gateway Rail and Maritime Emissions Reduction Program) and in the Agenda Report for the July 2, 2013, City Council meeting (Mitigation Measure 4.3-10, Parking Demand Study), and the revisions discussed at the July 2, 2013, City Council meeting (Mitigation Measure PO-1, Stakeholder Review of Air Quality and Trucking Plans).

Section 2. The City Council finds and determines that this action complies with CEQA and the Environmental Review Officer is directed to cause to be filed a Notice of Determination with the appropriate agencies.

Section 3. Title 17 of the Oakland Planning Code is hereby amended to (a) create the new D-GI zone for the Gateway Development Area and (b) make related text amendments to the Oakland Planning Code; as detailed in Exhibit A, attached hereto and hereby incorporated by reference.

Section 4. The City Council hereby authorizes staff to make non-substantive, technical conforming changes (essentially correction of typographical and clerical errors) prior to formal

publication of the amendments in the Oakland Planning Code.

Section 5. The Oakland Zoning Map is hereby amended to map the new D-GI zone as indicated in Exhibit B, attached hereto and hereby incorporated herein by reference.

Section 6. The recitals set forth above are true and correct and are an integral part of this Ordinance.

Section 7. The City Council finds and determines the following:

a) The Project is consistent with the General Plan and all applicable planning and zoning enactments; and

c) The Rezoning is desirable in order to facilitate the successful Project implementation; and

d) The Project will have substantial economic and community benefits to the City, including generating permanent and construction jobs and the catalytic effect the project will have on revitalizing the surrounding neighborhood, which will result in increased property values in the surrounding area and an increase in the viability of existing businesses; and

e) The existing zoning for the Gateway Development Area is inadequate and contrary to public interest and that the public safety, health, convenience, comfort, prosperity and general welfare will be furthered by the Rezoning.

Section 8. Except as specifically set forth herein, this Ordinance suspends and supersedes all conflicting resolutions, ordinances, plans, codes, laws and regulations.

Section 9. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of this Ordinance or its application to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of this Ordinance or the application of this Ordinance to other situations shall remain in full force and effect.

Section 10. That the record before this Council relating to this Ordinance includes, without limitation, the following:

1. the applications, including all accompanying maps and papers;
2. all relevant plans and maps;
3. all final staff reports, decision letters, and other documentation and information produced by or on behalf of the City;
4. all oral and written evidence received by the City staff, Landmarks Preservation Advisory Board, Planning Commission, and City Council before and during the public hearings

on the application; and

5. all matters of common knowledge and all official enactments and acts of the City, such as (a) the General Plan and the General Plan Conformity Guidelines; (b) the Oakland Municipal Code, including, without limitation, the Oakland real estate regulations, Oakland Fire Code; (c) Oakland Planning Code; (d) other applicable City policies and regulations; and (e) all applicable state and federal laws, rules and regulations.

Section 11. 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 Office of Neighborhood Investment, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Planning and Building Department, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland.

Section 12. Pursuant to section 216 of the City Charter, this Ordinance is effective as of the date it is adopted if passed by an affirmative vote of at least six council members; otherwise, it is effective seven days after final adoption.

IN COUNCIL, OAKLAND, CALIFORNIA, _____

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, GALLO, GIBSON MCELHANEY, KALB, KAPLAN, REID, SCHAAF, and PRESIDENT KERNIGHAN

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____

LaTonda Simmons
City Clerk and Clerk of the Council
of the City of Oakland, California

DATE OF ATTESTATION: _____

INTRODUCED BY COUNCILMEMBER _____
FILED
OFFICE OF THE CITY CLERK
OAKLAND

City Attorney

2013 JUL 11 PM 3:58
OAKLAND CITY COUNCIL

ORDINANCE NO. _____ C.M.S.

AN ORDINANCE, AS RECOMMENDED BY THE CITY PLANNING COMMISSION, AUTHORIZING THE CITY ADMINISTRATOR TO EXECUTE A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF OAKLAND AND PROLOGIS CCIG OAKLAND GLOBAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FOR THE DEVELOPMENT ON APPROXIMATELY 160 ACRES IN THE GATEWAY DEVELOPMENT AREA OF THE FORMER OAKLAND ARMY BASE TO BE IN A FORM AND CONTENT SUBSTANTIALLY IN CONFORMANCE WITH THE ATTACHED DOCUMENTS, ~~WITHOUT RETURNING TO CITY COUNCIL~~

WHEREAS, on June 12, 2012, the Oakland City Council, via Resolution No. 83930 C.M.S., approved the amended Oakland Army Base (OARB) Reuse Plan (Master Plan), including adopting the 2012 OARB Initial Study/Addendum, making related California Environmental Quality Act (CEQA) findings, and adopting the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program (SCAMMRP); and

WHEREAS, the Gateway Development Area encompasses approximately 160 acres of the OARB; and

WHEREAS, on July 3, 2012, the Oakland City Council approved, via Ordinance No. 13131 C.M.S., a Lease Disposition and Development Agreement (LDDA) with Prologis CCIG Oakland Global, LLC, a Delaware Limited Liability Company (Developer), which provided for the development on approximately 130 acres of the Gateway Development Area of a mixed-use industrial (warehousing and logistics) and commercial, including billboard, maritime, rail, and open space project (Project) and other Project-related matters; and

WHEREAS, Developer now seeks to “vest” its rights for the Project for the term of the LDDA (approximately 70 years) through a Development Agreement with the City; and

WHEREAS, the City Planning Commission held a duly noticed public hearing on the proposed Development Agreement, as well as other related planning matters, on May 1, 2013, and at the close of the hearing recommended approval of the Development Agreement to the City Council; and

WHEREAS, the Community and Economic Development Committee held a duly noticed meeting on May 28, 2013, to consider the Development Agreement and recommended approval of such to the City Council; and

WHEREAS, the City Council held duly noticed public hearings on the Development Agreement on June 4, 2013, and July 2, 2013; now therefore

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

Section 1: The City Council, based upon its own independent review, consideration, and exercise of its independent judgment, hereby finds and determines, on the basis of substantial evidence in the entire record before the City, that none of the circumstances necessitating further CEQA review are present. Thus, prior to approving the Development Agreement, the City Council finds and determines that it can continue to rely on the previously adopted 2012 OARB Initial Study/Addendum for the reasons stated in June 12, 2012, and May 28, 2013, City Council Agenda Report and related attachments/exhibits. The (Final and Corrected) Standard Conditions of Approval/Mitigation Monitoring and Reporting Program, dated October 15, 2012, is also hereby reaffirmed/readopted, including the clarifying corrections discussed at the June 4, 2013, City Council hearing (Mitigation Measure 4.4-3b, West Gateway Rail and Maritime Emissions Reduction Program) and in the Agenda Report for the July 2, 2013, City Council meeting (Mitigation Measure 4.3-10), Parking Demand Study), and the revisions discussed at the July 2, 2013, City Council meeting (Mitigation Measure PO-1, Stakeholder Review of Air Quality and Trucking Plans).

Section 2: The City Council finds and determines that this action complies with CEQA and the Environmental Review Officer is directed to cause to be filed a Notice of Determination with the appropriate agencies.

Section 3: The City Administrator or her designee is hereby authorized to execute, in form and content substantially in conformance with the Development Agreement and its Exhibits/Attachments, as set forth in Exhibit A, without returning to City Council: ~~(1) the Development Agreement with the Developer for the Project; (2) the exhibits to the Development Agreement; (3) such other amendments or other modifications to the attached form of the Development Agreement which are necessary to conform to City Council direction, refine, clarify and correct technical errors or internal inconsistencies in drafting (including attachment of any or all of the exhibits) that the City Administrator, in consultation with the City Attorney's Office, determines are in the best interests of the City, do not materially increase the obligations or liabilities of the City, and are necessary to complete the transactions which the Development Agreement contemplates to be conclusively evidenced by the execution and delivery by the City Administrator of the Development Agreement and any such amendments thereto; and (4) such other documents as necessary or appropriate, in consultation with the City Attorney's Office, to facilitate implementation of the Project in order to consummate the transaction authorized under the Development Agreement in accordance with this Ordinance and City Council direction, and to otherwise effectuate the purpose and intent of this Ordinance and its basic purpose.~~

Section 4. The recitals set forth above are true and correct and are an integral part of this Ordinance.

Section 5. The City Council finds and determines the following:

a) The Development Agreement contains all information required by State Law and by the Oakland Municipal Code, including all information referenced in Chapter 17.138; and

b) The Project is consistent with the General Plan and all applicable planning and zoning enactments; and

c) The Development Agreement is desirable in order to facilitate the successful Project implementation; and

d) The Project will have substantial economic and community benefits to the City, including generating permanent and construction jobs and the catalytic effect the project will have on revitalizing the surrounding neighborhood, which will result in increased property values in the surrounding area and an increase in the viability of existing businesses; and

e) The public safety, health, convenience, comfort, prosperity and general welfare will be furthered by the Development Agreement.

Section 6. Except as specifically set forth herein, this Ordinance suspends and supersedes all resolutions, ordinances, plans, codes, laws and regulations conflicting with this Ordinance and/or implementation of the Development Agreement as approved or as may be amended, including without limitation Oakland Municipal Code section 14.04.270 (Chapter 15, Signs Adjacent to Freeways, sections 1501-1506).

Section 7. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of this Ordinance or its application to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of this Ordinance or the application of this Ordinance to other situations shall remain in full force and effect.

Section 8. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of the Development Agreement that this Ordinance approves or application of the Development Agreement to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of the Development Agreement or the application of the Development Agreement to other situations shall remain in full force and effect.

Notwithstanding the foregoing, if any material term or provision of the Development Agreement or the application of such material term or condition to a particular situation is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then the Parties to the Development Agreement shall work in good faith and fully cooperate with each other to amend the Development Agreement to carry out its intent.

Section 9. That the record before this Council relating to this Ordinance includes, without limitation, the following:

1. the application, including all accompanying maps and papers;
2. all relevant plans and maps;
3. all final staff reports, decision letters and other documentation and information produced by or on behalf of the City;

4. all oral and written evidence received by the City staff, Planning Commission, and City Council before and during the public hearings on the application; and

5. all matters of common knowledge and all official enactments and acts of the City, such as (a) the General Plan and the General Plan Conformity Guidelines; (b) the Oakland Municipal Code, including, without limitation, the Oakland real estate regulations, Oakland Fire Code; (c) Oakland Planning Code; (d) other applicable City policies and regulations; and (e) all applicable state and federal laws, rules and regulations.

Section 10. 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 Office of Neighborhood Investment, 250 Frank H. Ogawa Plaza, 5th Floor, Oakland; (b) the Planning and Building Department, Planning Division, 250 Frank H. Ogawa Plaza, 3rd Floor, Oakland; and (c) the Office of the City Clerk, 1 Frank H. Ogawa Plaza, 1st Floor, Oakland.

Section 11. This Ordinance shall not be codified in the Oakland Municipal Code.

Section 12. Pursuant to section 216 of the City Charter, this Ordinance is effective as of the date it is adopted if passed by an affirmative vote of at least six council members; otherwise, it is effective seven days after final adoption.

Section 13. All documents related to this transaction shall be reviewed and approved by the City Attorney's Office prior to execution, and copies will be placed on file with the City Clerk.

IN COUNCIL, OAKLAND, CALIFORNIA, _____

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, GALLO, GIBSON MCELHANEY, KALB, KAPLAN, REID, SCHAAF, and PRESIDENT KERNIGHAN

NOES-

ABSENT-

ABSTENTION-

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

DATE OF ATTESTATION: _____

EXHIBIT A

Development Agreement

FILED
OFFICE OF THE CITY CLERK
INTRODUCED BY COUNCIL MEMBER _____
2013 JUL 11 PM 3:58

REVISED JULY 2, 2013
APPROVED AS TO FORM AND LEGALITY

Mark P. Ward
City Attorney

OAKLAND CITY COUNCIL

ORDINANCE No. _____ C.M.S.

AN ORDINANCE, AS RECOMMENDED BY THE CITY PLANNING COMMISSION, AUTHORIZING THE CITY ADMINISTRATOR TO EXECUTE A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF OAKLAND AND PROLOGIS CCIG OAKLAND GLOBAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FOR THE DEVELOPMENT ON APPROXIMATELY 160 ACRES IN THE GATEWAY DEVELOPMENT AREA OF THE FORMER OAKLAND ARMY BASE TO BE IN A FORM AND CONTENT SUBSTANTIALLY IN CONFORMANCE WITH THE ATTACHED DOCUMENTS

WHEREAS, on June 12, 2012, the Oakland City Council, via Resolution No. 83930 C.M.S., approved the amended Oakland Army Base (OARB) Reuse Plan (Master Plan), including adopting the 2012 OARB Initial Study/Addendum, making related California Environmental Quality Act (CEQA) findings, and adopting the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program (SCAMMRP); and

WHEREAS, the Gateway Development Area encompasses approximately 160 acres of the OARB; and

WHEREAS, on July 3, 2012, the Oakland City Council approved, via Ordinance No. 13131 C.M.S., a Lease Disposition and Development Agreement (LDDA) with Prologis CCIG Oakland Global, LLC, a Delaware Limited Liability Company (Developer), which provided for the development on approximately 130 acres of the Gateway Development Area of a mixed-use industrial (warehousing and logistics) and commercial, including billboard, maritime, rail, and open space project (Project) and other Project-related matters; and

WHEREAS, Developer now seeks to “vest” its rights for the Project for the term of the LDDA (approximately 70 years) through a Development Agreement with the City; and

WHEREAS, the City Planning Commission held a duly noticed public hearing on the proposed Development Agreement; as well as other related planning matters, on May 1, 2013, and at the close of the hearing recommended approval of the Development Agreement to the City Council; and

WHEREAS, the Community and Economic Development Committee held a duly noticed meeting on May 28, 2013, to consider the Development Agreement and recommended approval of such to the City Council; and

WHEREAS, the City Council held duly noticed public hearings on the Development Agreement on June 4, 2013, and July 2, 2013; now therefore

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

Section 1: The City Council, based upon its own independent review, consideration, and exercise of its independent judgment, hereby finds and determines, on the basis of substantial evidence in the entire record before the City, that none of the circumstances necessitating further CEQA review are present. Thus, prior to approving the Development Agreement, the City Council finds and determines that it can continue to rely on the previously adopted 2012 OARB Initial Study/Addendum for the reasons stated in June 12, 2012, and May 28, 2013, City Council Agenda Report and related attachments/exhibits. The (Final and Corrected) Standard Conditions of Approval/Mitigation Monitoring and Reporting Program, dated October 15, 2012, is also hereby reaffirmed/readopted, including the clarifying corrections discussed at the June 4, 2013, City Council hearing (Mitigation Measure 4.4-3b, West Gateway Rail and Maritime Emissions Reduction Program) and in the Agenda Report for the July 2, 2013, City Council meeting (Mitigation Measure 4.3-10, Parking Demand Study), and the revisions discussed at the July 2, 2013, City Council meeting (Mitigation Measure PO-1, Stakeholder Review of Air Quality and Trucking Plans).

Section 2: The City Council finds and determines that this action complies with CEQA and the Environmental Review Officer is directed to cause to be filed a Notice of Determination with the appropriate agencies.

Section 3: The City Administrator or her designee is hereby authorized to execute, in form and content substantially in conformance with the Development Agreement and its Exhibits/Attachments, as set forth in Exhibit A, and such other documents as necessary or appropriate, in consultation with the City Attorney's Office, to facilitate implementation of the Project in order to consummate the transaction authorized under the Development Agreement in accordance with this Ordinance and City Council direction, and to otherwise effectuate the purpose and intent of this Ordinance and its basic purpose.

Section 4. The recitals set forth above are true and correct and are an integral part of this Ordinance.

Section 5. The City Council finds and determines the following:

a) The Development Agreement contains all information required by State Law and by the Oakland Municipal Code, including all information referenced in Chapter 17.138; and

b) The Project is consistent with the General Plan and all applicable planning and zoning enactments; and

c) The Development Agreement is desirable in order to facilitate the successful Project implementation; and

d) The Project will have substantial economic and community benefits to the City, including generating permanent and construction jobs and the catalytic effect the project will have on revitalizing the surrounding neighborhood, which will result in increased property values in the surrounding area and an increase in the viability of existing businesses; and

e) The public safety, health, convenience, comfort, prosperity and general welfare will be furthered by the Development Agreement.

Section 6. Except as specifically set forth herein, this Ordinance suspends and supersedes all resolutions, ordinances, plans, codes, laws and regulations conflicting with this Ordinance and/or implementation of the Development Agreement as approved or as may be amended, including without limitation Oakland Municipal Code section 14.04.270 (Chapter 15, Signs Adjacent to Freeways, sections 1501-1506).

Section 7. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of this Ordinance or its application to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of this Ordinance or the application of this Ordinance to other situations shall remain in full force and effect.

Section 8. If any phrase, clause, section, subsection, paragraph, subdivision, sentence, term or provision of the Development Agreement that this Ordinance approves or application of the Development Agreement to any person or circumstances is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then notwithstanding such determination, such term or provision shall remain in force and effect to the extent allowed by such ruling and all other terms and provisions of the Development Agreement or the application of the Development Agreement to other situations shall remain in full force and effect.

Notwithstanding the foregoing, if any material term or provision of the Development Agreement or the application of such material term or condition to a particular situation is finally found to be void, invalid, illegal or unenforceable by a court of competent jurisdiction, then the Parties to the Development Agreement shall work in good faith and fully cooperate with each other to amend the Development Agreement to carry out its intent.

Section 9. That the record before this Council relating to this Ordinance includes, without limitation, the following:

1. the application, including all accompanying maps and papers;
2. all relevant plans and maps;
3. all final staff reports, decision letters and other documentation and information produced by or on behalf of the City;
4. all oral and written evidence received by the City staff, Planning Commission, and City Council before and during the public hearings on the application; and
5. all matters of common knowledge and all official enactments and acts of the City, such as (a) the General Plan and the General Plan Conformity Guidelines; (b) the Oakland Municipal Code, including, without limitation, the Oakland real estate regulations, Oakland Fire Code; (c) Oakland Planning Code; (d) other applicable City policies and regulations; and (e) all applicable state and federal laws, rules and regulations.

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PASSED BY THE FOLLOWING VOTE:

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NOES-

ABSENT-

ABSTENTION-

ATTEST: _____

LaTonda Simmons
City Clerk and Clerk of the Council
of the City of Oakland, California

DATE OF ATTESTATION: _____