

February 26, 2015

Mr. Andrew Thomas  
Planning Services Manager  
Planning and Building Department  
2263 Santa Clara Avenue, Room 190  
Alameda, CA 94501

Dear Andrew:

The City of Alameda, a municipal corporation of the State of California (the “City”), and Catellus Alameda Development, LLC, a Delaware limited liability company, successor in interest to Palmtree Acquisition Corporation (“Developer”), entered into (i.) that certain Development Agreement (Alameda Landing Mixed Use Commercial Project), dated as of January 16, 2007 as amended by that certain First Amendment to Development Agreement (Alameda Landing Mixed Use Commercial Project), dated as of December 4, 2007 and (ii.) entered into that certain Development Agreement (Alameda Landing Mixed Use Residential Project) dated as of January 2, 2007 (collectively, the “Alameda Landing Development Agreements”). Developer is submitting this annual review document in accordance with the Alameda Landing Development Agreements and pursuant to the requirements of Government Code Section 65865.1. This letter will report on activities and developments taking place between April, 2014 and the end of January 2015 (the “Annual Review Period”).

1. Entitlements

In April, 2014, the City of Alameda Public Art Commission approved an application for public art at the Alameda Landing retail center. In addition, the City of Alameda Planning Board held several meetings during the early part of 2014 to review and approve Tri Pointe Homes, Inc. residential paint colors and street names and ultimately approved in the spring of 2014. In November, 2014, the City Council adopted a resolution approving a final map for Tri Pointe Home’s Phase 2 residential area. The final map was subsequently recorded on December 9<sup>th</sup>, 2014.

2. Affordable Housing

In July, 2014, the City of Alameda Planning Board granted Resources for Community Development (“RCD”) and the City of Alameda Housing Authority a Development Plan and Design Review approval for a 32 unit, multi-family affordable complex on .94 acres at the northwest corner of Fifth Street and Stargell Avenue. The project will accommodate housing affordable to low-and very low-income households and is scheduled to start construction in the fourth quarter of 2015. An Implementation Agreement between the Successor Agency to the Community Improvement Commission, the Housing Authority of the City of Alameda, Developer, TRI Pointe Homes, and RCD has been finalized and was executed on January 13, 2015.

3. Land Takedowns

On December 11, 2014, the Successor Agency to the Community Improvement Commission sold approximately 3.22 acres to Tri Pointe Homes Inc., a Delaware corporation. Simultaneously, Developer transferred approximately .196 acres of former Union Pacific right-of-way to Tri Pointe Homes Inc. Developer also assigned portions of the DA and DDA to Tri Pointe Homes Inc.

#### 4. Construction

##### a. Vertical Construction of the Alameda Landing Retail Center (+/- 151,000sf)

- i. Construction was completed for an approximately 17,500 sf Michaels store and Michaels opened for business on October 31, 2014.
- ii. Construction was completed for an approximately 50,000 sf Safeway store and Safeway opened for business on January 15, 2015.
- iii. Construction was completed on three (3) shop spaces between December 2014 and February, 2015 and subsequently three (3) shop tenants, Sleep Train, The Habit Burger Grill, and Panda Express, opened for business.
- iv. Vertical construction is ongoing on the remaining retail center shop buildings and is scheduled for completion in the first quarter, 2015. Shop tenant openings will continue throughout the first three quarters of 2015.

##### b. Vertical Construction of Phase One Residential

- i. Tri Pointe Homes has completed construction of four model homes and a temporary sales office located on Fifth Street. Tri Pointe Homes has also commenced construction of multiple Phase 1 units and anticipates closings to begin during the second quarter, 2015.

#### 5. TDM & MMRP

Phase 1 of the TDM plan was implemented. The shuttle is currently running between BART and Alameda Landing in compliance with the program. Developer continues to market the shuttle to increase ridership. Please refer to the TDM Annual Report for more detailed updates. Compliance with the Mitigation Monitoring and Reporting Program ("MMRP") continues to be closely coordinated with City staff, including during technical meetings between Developer and the Public Works Department. Staff will continue to review plans to ensure conformance with the MMRP.

#### 6. Coordination

Developer meets regularly with City staff for project updates and coordination. "All hands" meetings were regularly scheduled every two weeks to ensure close coordination. Technical meetings between Developer, the Department of Public Works, and City consultants occurred weekly and focused on plan check review and comments. As construction nears completion on the retail center, meetings with City staff are held monthly beginning in January 2015. Developer meets regularly with neighboring property owners to ensure they are updated on construction progress and timing. Additionally, Developer has been working with the West Alameda Business Association to ensure close collaboration.

Please do not hesitate to contact us if you have any questions regarding this update for the City's Annual Review process of the Alameda Landing Development Agreements.

Catellus Alameda Development, LLC

By:

Name:

Title:



Steve Buster

Vice President - Development