

ALAMEDA MARINA

MASTER PLAN

MAY 2018





Proposed Waterlife Park



Phase 1 of Maritime and Commercial Core Dockyard and Boatyard

MASTER PLAN TEAM



ALAMEDA MARINA



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The Alameda Marina Master Plan builds upon the City’s vision for a vibrant mixed-use Northern Waterfront that celebrates a maritime history and future, while providing for Alameda’s future housing needs.

The purpose of the Alameda Marina Master Plan is to:

1. Implement a Mixed-Use Development

Consistent with the purposes of the Alameda Municipal Code Mixed-Use District Section 30-4.20 - M-X, Mixed-Use Planned Development District regulations, and the MF, Multi-Family Residential overlay zoning designation for this site, this Alameda Marina Master Plan supports the development of a compatible mix of land uses which include a 530 slip marina, approximately 3.59 acres of public parkland open space, up to 250,000 square feet of maritime commercial, dockyard and boatyard, research and development, light industrial and maker, office and other commercial spaces, and up to 760 residential units, including 103 deed restricted affordable units in a well-planned pedestrian-oriented environment. The MF District is an overlay zone intended for lands in Alameda that are well located for transit oriented multi-family housing necessary to accommodate Alameda’s share of its Regional Housing Needs Allocation (“RHNA”), and available to facilitate and encourage the development of a variety of types of housing for all income levels, including multi-family residential rental housing as required by California Government Code sections 65580 and 65583. The Master Plan realizes the City’s long-term planning goals for the Northern Waterfront area to create a mixed-use development at Alameda Marina that helps fulfill the City’s RHNA, which is instrumental in keeping the City in compliance with State housing law following the City’s actions in 2012, when the City assigned the MF overlay zoning

designation to Alameda Marina and identified Alameda Marina as a housing opportunity site in its Housing Element. Implementation of the Master Plan ensures that the City remains in compliance with its RHNA obligations. The Master Plan preserves National Register eligible structures, unique historical features and provides new public recreation areas all designed to create a mixed-use district, unique to Alameda, where people work, play, visit and live.

2. Improve and Enhance the Maritime Commercial Marina

To maintain Alameda Marina as a working waterfront, this Master Plan retains the marina’s maritime uses and preserves a 26.40 acre maritime and commercial core. This maritime and commercial core facilitates the retention of waterfront and maritime-related businesses and provides physical space to accommodate future opportunities. The Master Plan also proposes to upgrade and rehabilitate eleven buildings and the existing graving dock.

3. Provide Financially Sound Development

The Master Plan recognizes that a successful project must be economically sustainable and financially sound. The Master Plan requires that new development funds and constructs the public facilities and services that are needed to serve the Master Plan area, achieve General Plan objectives, and avoid any financial impact on the City’s ability to provide services to the rest of the City.

4. Reconnect the Community to the Activated Waterfront

The Master Plan proposes to reconnect the community to the waterfront by extending the existing City street grid into the site to allow for additional access points through the site to the shoreline. The Master Plan proposes new open space areas within and along the shoreline edge with a Bay Trail component that will create public waterfront spaces for all community members.

5. Create a Dynamic New Neighborhood for Everyone

The Master Plan integrates Alameda Marina’s core maritime uses, including those governed by the Tidelands Lease, with renovated and new compatible uses, including various types of housing to help fulfill the goals of the City’s Housing Element and help meet the City’s Regional Housing Needs Allocation. The unique mix of maritime and commercial, residential, and open space uses provides opportunities to improve the existing boat Marina and shoreline infrastructure; create more open space and recreational areas; retain existing jobs and create new ones; and provide a variety of housing types. With the range of housing options, including smaller “affordable by design” and deed restricted affordable units, the Master Plan provides opportunities for a diverse community to find a home that fits their lifestyle and budget.

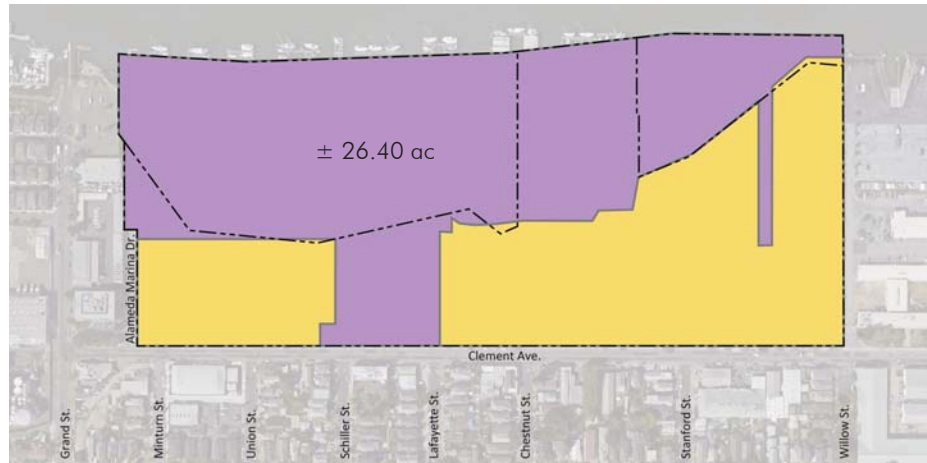


Exhibit 1.1 - Alameda Marina Mixed-Use Plan

- Maritime, Commercial Core and Open Space
- Residential

Alameda Marina Site Acreage:

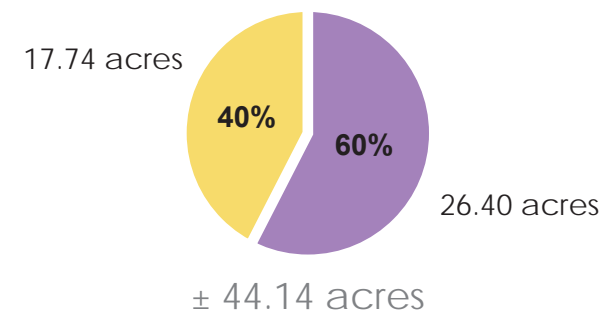


Exhibit 1.2 - Conceptual birdseye perspective at full development

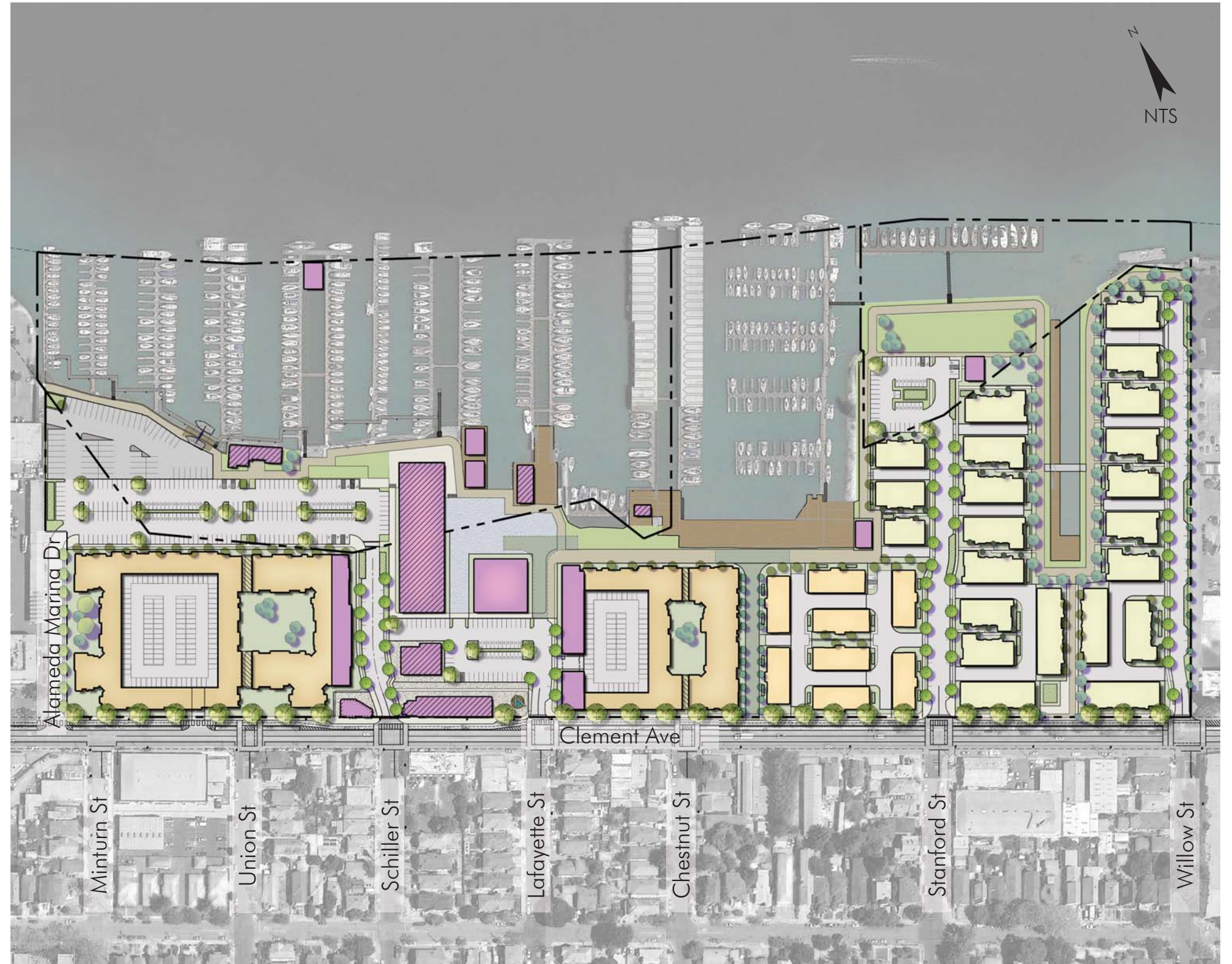
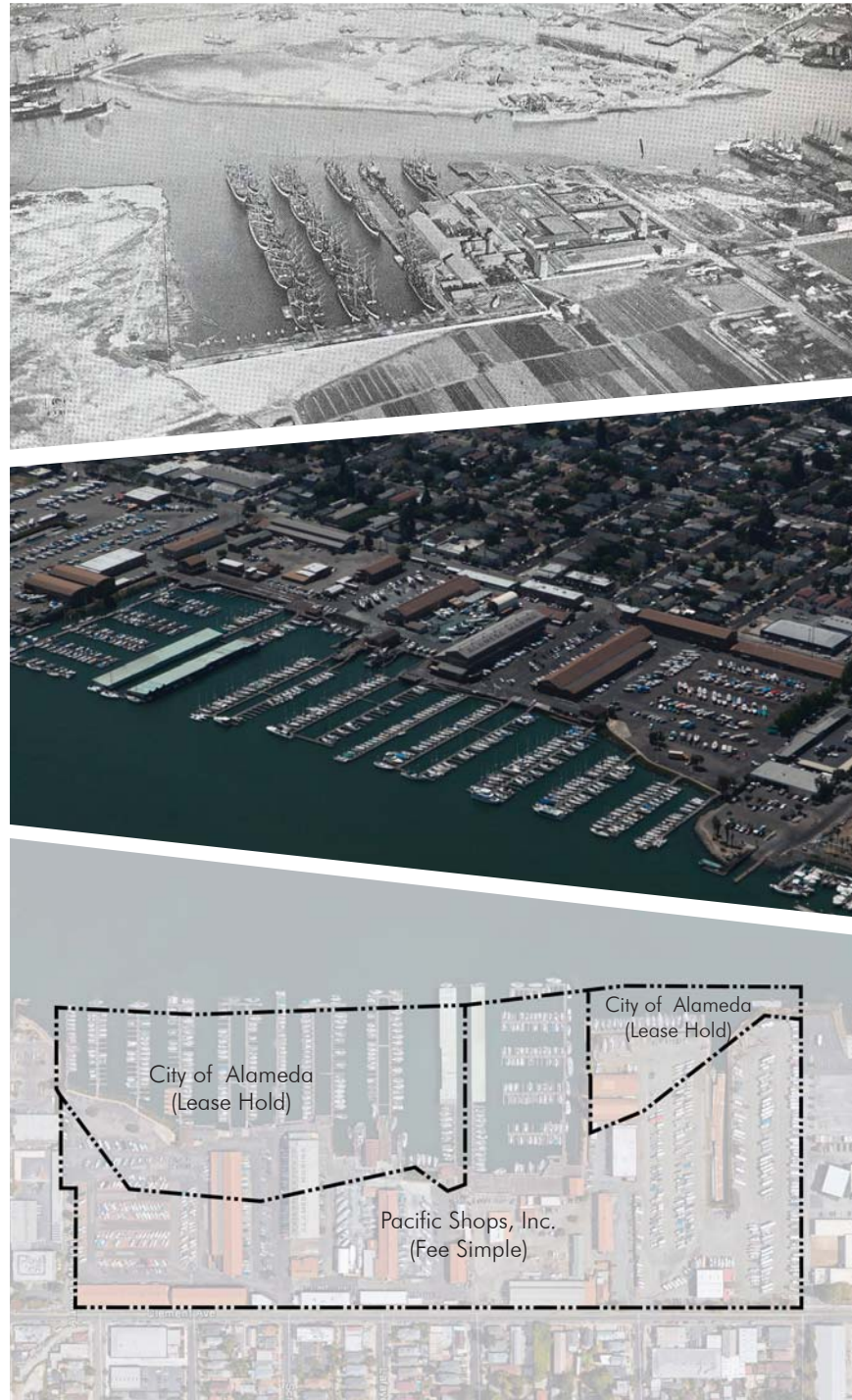


Exhibit 1.3 - Conceptual Site Plan

CHAPTER 2 • INTRODUCTION AND EXISTING CONDITIONS



Top: Alameda Marina circa mid-20th century; Middle: Alameda Marina present day; Bottom: Lease vs Fee simple areas

Alameda Marina is an important site in the City of Alameda with a long maritime history that offers a unique opportunity to maintain existing jobs, stimulate economic development, create much needed housing, and offer recreational amenities to existing and future residents. Once a thriving World War II shipyard, since the 1950's Alameda Marina has housed boat slips, dry storage and maintenance and repair services for boats and recreational vehicles, as well as industrial and professional service-oriented small businesses.

2.1 Site History Tidelands and Marina Lease

Alameda Marina is comprised of private and public lands. The southern portion of Alameda Marina property is owned by Pacific Shops, Inc./Alameda Marina (PSI). Most of the northern portion of Alameda Marina is owned by the City of Alameda in trust for the State of California (public trust). These tidelands are leased to PSI by the City of Alameda.

In 2012, PSI executed a new 66-year Tidelands and Marina Lease for the City-owned portion of the Alameda Marina property. The lease requires PSI to obtain all approvals and begin the development of a project involving "demolition and/or replacement and/or comprehensive rehabilitation of existing improvements on the property and construction of a new higher-value project" by the end of 2019. The lease further requires PSI to submit a complete development plan application setting forth PSI's development proposal by the end of 2016. The Initial Draft Master Plan submitted to the City in July 2016 met this requirement. This Revised Draft Master Plan incorporates revisions to the plan reflecting PSI's work since July 2016, with the City's Planning Board Subcommittee and

City staff, community input, and input from regional regulatory agencies such as BCDC.

Planning and Zoning

Northern Waterfront General Plan Amendment

For more than a decade, the City has developed a series of planning initiatives to redevelop the Northern Waterfront and to transform it from industrial uses into a mixed-use district comprised of compatible and complementary uses. The half-mile stretch of Clement Avenue east of Grand Street serves as Alameda's most diverse employment area. Marinas, offices, boat sales, repair and storage, several retail stores, and Alameda Municipal Power are among the dozens of users. Beginning in 2000, the City created the Northern Waterfront Advisory Committee ("NWAC"), a 15-person advisory panel representing a range of community members, area property owners, and local business interests.

In 2002, the NWAC recommended that the Northern Waterfront be redeveloped so as "to promote and facilitate redevelopment of the area with a mix of uses...[where] existing non-conforming land uses and the inherent land use incompatibilities between industrial and residential uses [will] gradually be replaced with a more cohesive land use pattern." After review by the public, the Planning Board, the City Council, and several City Commissions, the City Council amended and incorporated the NWAC's recommendations into the Northern Waterfront General Plan Amendment ("NWGPA") for the western portion of the Northern Waterfront. While Alameda Marina lies just outside the boundaries of the NWGPA, this Master Plan incorporates objectives (see chapter 1 of this document) that are consistent with the NWGPA and guides the redevelopment of this waterfront property in a similar manner.

Land Use Designations

The project site has a General Plan land use designation of Specified Mixed Use (MU4 Northern Waterfront). The MU4 Northern Waterfront (from Grand Street to Willow Street) encourages uses that will maintain an environment suitable for a working waterfront, while minimizing industrial-residential conflicts. The guiding and implementing policies in Section 2.6 of the Land Use Element provide flexibility in the range of land uses and residential density allowed for Specified Mixed Use areas, establishing a minimum required housing component where appropriate. Implementing Policy 2.4k for residential areas also encourages housing to be included in mixed-use development proposals.

City Zoning

The lease portion of Alameda Marina is zoned M-2 General Industrial (Manufacturing), and the PSI owned land is zoned MX Mixed-Use Planned Development with a MF Multi-Family Residential overlay zoning designation. The MX district allows for a mix of compatible land uses, including entertainment, research-oriented light industrial, water-oriented or related uses, residential, office, retail, recreational, and open space. The MF overlay designation provides for a residential density of 30 units per acre. The MX and MF overlay designations for Alameda Marina were adopted in 2012, when after substantial public input, the City adopted its former Housing Element (2007-2014) and designated Alameda Marina as a site for mixed-use/multifamily housing. The City's application of the "MF Multifamily Combining District" designation to Alameda Marina and other sites in Alameda was necessary to bring the City's General Plan and Alameda Municipal Code into conformance with State Law.

Around the same time the City also put forward two priority development areas for housing in the 2013 Plan Bay Area, one of which includes Alameda Marina as part of the Northern Waterfront. Plan Bay Area is a regional growth plan from the Association of Bay



Exhibit 2.1 - City of Alameda Zoning Map from City website (N.T.S.)

Area Governments (ABAG). In its updated Housing Element (2015-2023), the City designated Alameda Marina as a housing opportunity site to meet its Regional Housing Needs Allocation (RHNA).

In order to be in compliance with state law the City of Alameda adopted a Density Bonus Ordinance in 2009. The purpose of this density bonus is to create incentives for the provision of affordable housing in Alameda. This ordinance allows developers to increase density by up to 35 percent in relation to the percentage of designated affordable units.

2.2 Purpose

As Alameda Marina continues to play an important role in the economic and residential fabric of the City of Alameda, its infrastructure and facilities will need to be upgraded to support existing operations and future development. As required by the Tideland's Lease, PSI needed to submit a development plan application for a "new higher-value project" by the end of 2016.

In July of 2016, a draft Master Plan was submitted as the development plan application to the City of Alameda. This revised Master Plan provides a detailed framework of development goals and controls that will enable the restoration, redevelopment and revitalization of Alameda Marina.

This Master Plan is consistent with the City of Alameda's Zoning Ordinance and General Plan and aligns with the Housing Element's vision. The Master Plan is organized into 8 sections:

1. Executive Summary
2. Introduction and Existing Conditions
3. Public Access and Open Space Plan
4. Maritime and Commercial Plan
5. Infrastructure Plan
6. Development Standards and Processes
7. Typologies and Design Guidelines
8. Affordable Housing

2.3 Site Location and Context

Alameda Marina is located on Clement Avenue between Alameda Marina Drive and Willow Street. To the west of the site is Alameda Municipal Power, to the east is the Navy Operational Support Center (NOSC) and to the south is a mixture of light industrial, retail and residential uses. North of the site across the estuary is Coast Guard Island and Union Point Park located along the Embarcadero in Oakland. The Park Street Business District is less than a mile away and the Webster Street business area is +/-1.5 miles away. Numerous public transportation options exist near the site: Fruitvale and 12th Street BART stations are within 2 miles of the site and AC Transit lines 51A, Line O, and 19 are within 4 blocks and 2 blocks of the site, respectively.

2.4 Existing Conditions and Opportunities

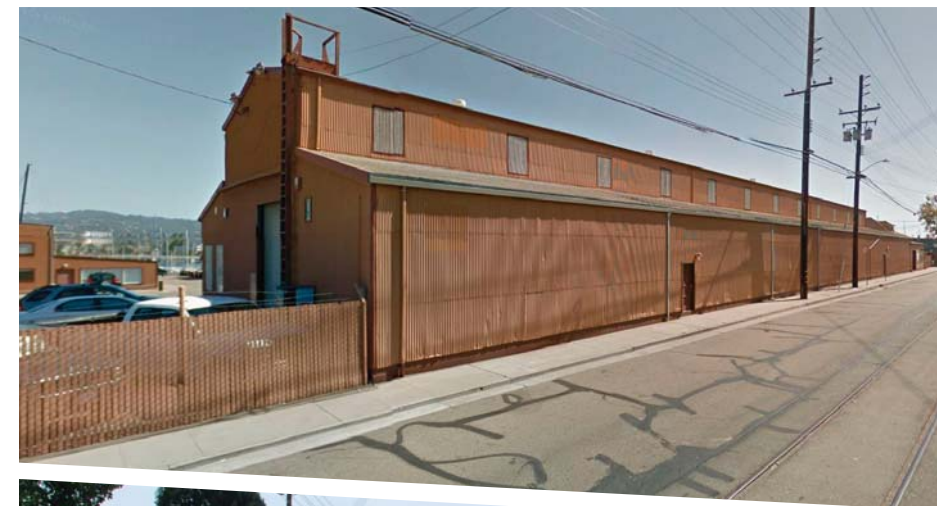
Throughout the decades, Alameda Marina has functioned as a working waterfront and underused public amenity, but it has also experienced substantial structural deterioration and failure along its shoreline edge and facilities. Alameda Marina has many existing conditions that are problematic, such as aging infrastructure, a failing shoreline, and unstable soils conditions. Identified as a housing opportunity and priority development area site by both the City and ABAG, Alameda Marina provides many opportunities for redevelopment that include expanded access points, marina operations, public amenities, in addition to the maritime and commercial and residential focus.



Exhibit 2.2 - Site Location and Context (N.T.S.)

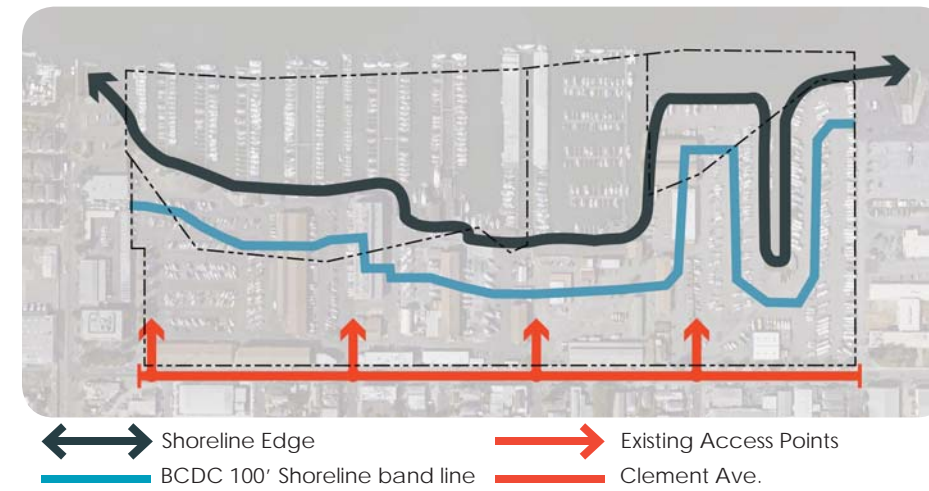
Access Points

Currently Alameda Marina has 4 main access points into the site. These access points are located along Clement Avenue at Alameda Marina Drive, Schiller Street, Chestnut Street, and Stanford Street. The length of the site along Clement Avenue is +/- 0.3 miles long, +/- 540 yards, most of which is lined with buildings located right up to the sidewalk. The limited number of access points and long buildings along Clement Avenue provide minimal human pedestrian scale and relief along the street and currently act as a barrier between the water and the neighborhood.



"Clement Wall" streetscene along Clement Ave

Infrastructure and Shoreline



Alameda Marina's shoreline edge is approximately 4,009 linear feet and consists of both dry and submerged lands. The land between the shoreline and one-hundred feet from the shoreline edge is the San Francisco Bay Conservation and Development Commission (BCDC) shoreline band. Land in this shoreline band is under BCDC jurisdiction with activities in this area subject to separate permit approval.

The waterfront and shoreline edge was built in the early 1940's for the war effort and is currently experiencing significant deterioration. Over the past 75 years the shoreline has been modified, retrofitted and repaired using a variety of methods including rip-rap, steel sheet piles with wooden whalers, concrete sheet pile walls, walls composed of stacked square piles, as well as bare earth. An assortment of structures along the shoreline are supported by timber piles, wrapped deteriorating timber piles, timber piles encased in concrete-filled fabric jackets, and concrete piles.

The shoreline edge has exceeded its usable life and must be rebuilt. Most of the wooden piles are experiencing dry-rot and deterioration which cannot be repaired. The structural integrity of various portions of the shoreline has been compromised due to this deterioration, and



Existing shoreline photos

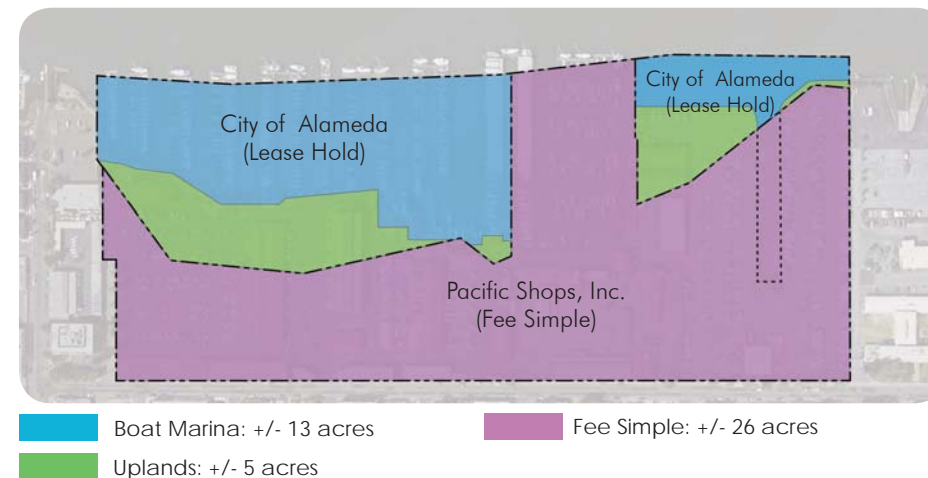
various existing wharf decks along the shoreline have been deemed unstable and too dangerous for public access. The existing revetment slope on the west side of the property needs re-dressing, and the various seawall conditions throughout the property are showing signs of deterioration and failure. There are several areas throughout the 4,009 feet of shoreline which are currently experiencing loss of soil, or cave-ins, from beneath the slope. This loss of soil is due to the complete loss of steel pile walls from rusting or the loss of wood walers, which has resulted in utility lines being exposed and unsupported. Existing wood deck structures and remnant portions of former piers are showing significant signs of dry-rot, warping and decay.

Overall, the infrastructure supporting the maritime use and protecting the shoreline has weakened to many unsafe conditions, posing life safety concerns. In addition, sea level rise poses a potential 36" rise which much of the existing infrastructure does not currently address. Presently the land/water interface does not meet the modern seismic resistance criteria and must be modernized. In June 2016, engineering surveys of the shoreline edge resulted in decommissioning one of the existing boat hoists due to the failing seawall below which supported the hoist. The property still has a 2-ton boat hoist which is located on the eastern end of the property and is available for use by the dry boat tenants.

In 2017 the City of Alameda conducted a Peer Review of the seawall costs. The peer review by Simpson Gumpertz & Heger Inc. concluded that the cost to repair/replace the 4,009 linear feet of seawall will be approximately \$15 million. The estimated costs for the entire shoreline, which includes the utilities to support the existing marina, marina dredging associated with the seawall construction and operation of the marina, sub surface debris removal associated with the prior history of the site, and repair of the graving dock will total an additional \$20 million. In addition to these shoreline costs, the

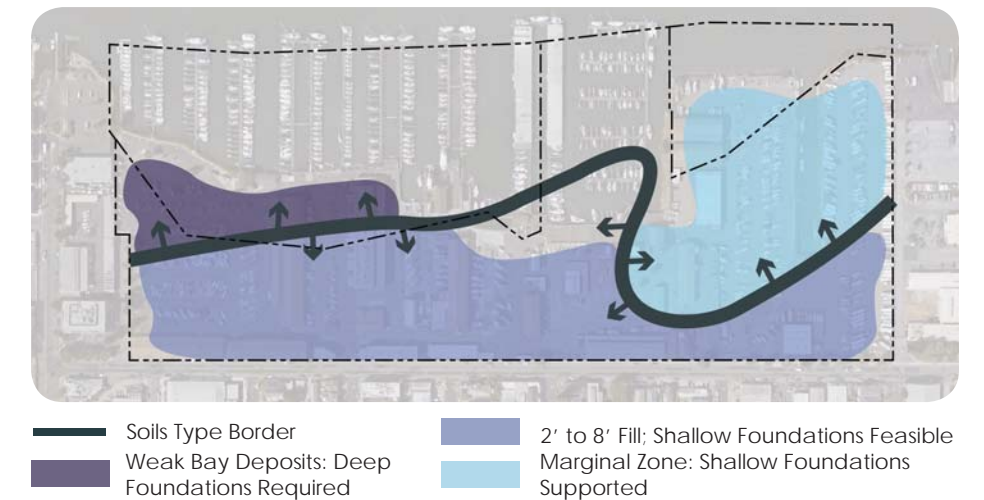
horizontal off-site and on-site infrastructures costs total an additional \$22 million which includes improvements to Clement Avenue, and upgrades to utility connections between Clement Avenue and the water's edge. Therefore the total estimated horizontal costs for the development of the project total approximately \$57 million.

Marina Operations



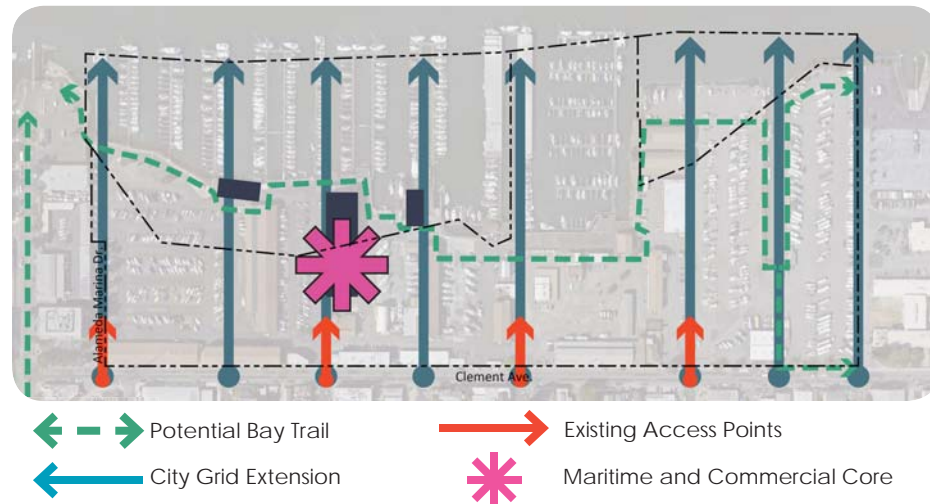
Overall Alameda Marina is +/- 44 acres, which consist of public Tidelands and privately owned land and submerged land areas. The boat marina is +/- 12 acres with +/- 11 piers and +/- 530 boat slips; 50% of which are in need of repair or rebuilding. The land side of Alameda Marina currently contains +/-250,000 square feet of maritime, commercial and retail, warehouse and dry storage uses. Today there are +/- 37 buildings on site which cover only +/- 16% of the total land area. Most of these buildings were built before 1943 and have over the decades been renovated with materials dating them to their time of renovation. A majority of the site (more than 80%) currently is paved in asphalt for circulation and dry storage, which takes up most of the west and east portions of the site.

Soils Conditions



The soils conditions on the land side of Alameda Marina vary across the site with weaker bay deposits in the northwest and northeast portions. The central portion and areas closer to Clement Avenue have +/- 2 feet to 8 feet of fill. These varying soil conditions inform what development opportunities may occur on site in the future as it relates to load capacity and infrastructure upgrades that will make the site functional and operational for new development.

Public Amenity and Access and Maritime Focus



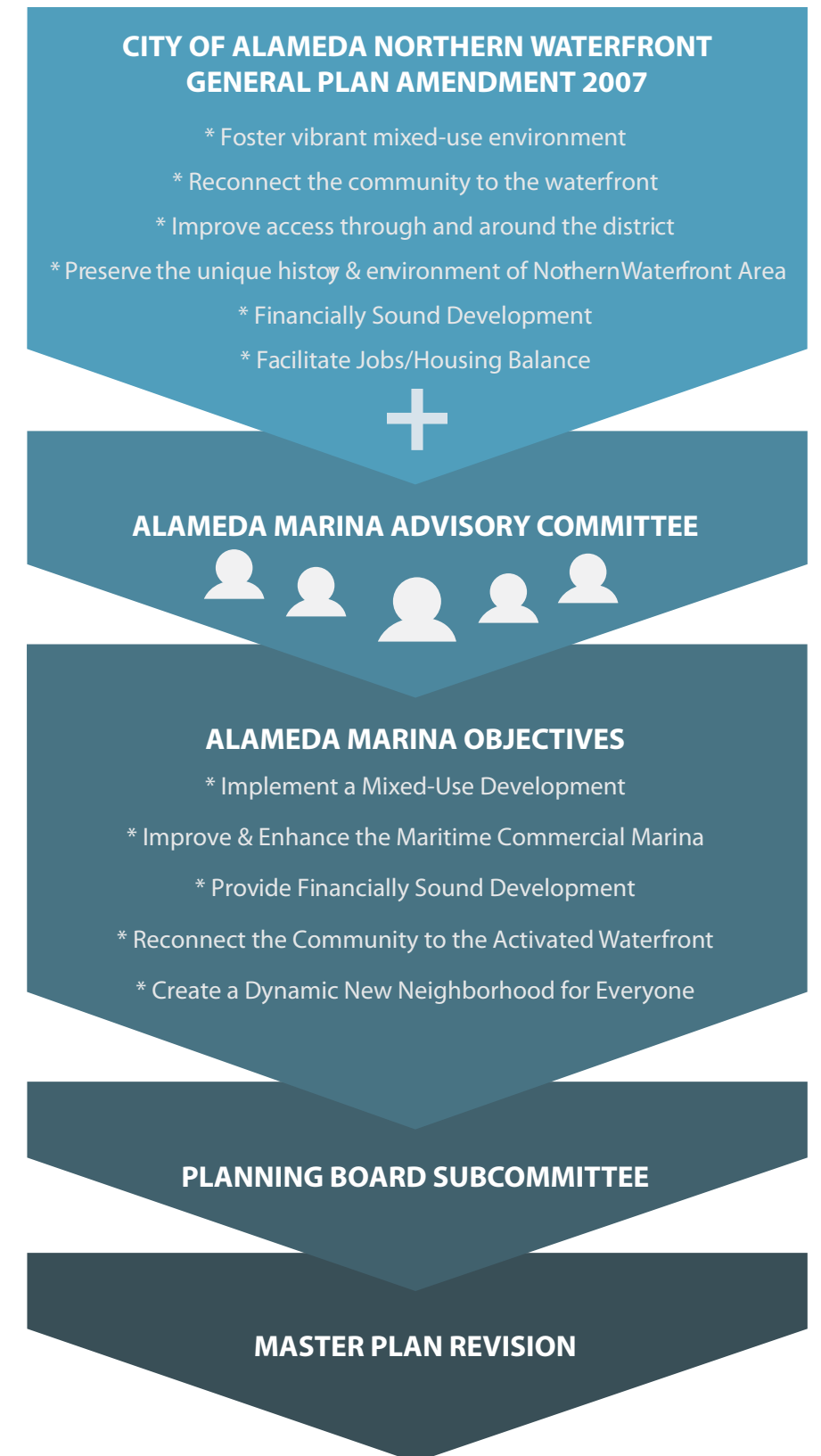
Alameda Marina is an important maritime and commercial waterfront site that currently has limited public access to the water. Because of its location, the site provides many opportunities to make a more vibrant, pedestrian and bicycle friendly, and economically dynamic place. The marina with its boat slips provides a service and amenity for local and regional boaters. Extension of the existing city street grid from south of Clement Avenue into the site presents an opportunity to provide several access and view vantage points into the site and to the waterfront to make Alameda Marina more accessible for everyone. The extension of the existing street grid into the site also establishes a framework for potential blocks in the site and movement and access networks that will lead to public amenities within the site and along the waterfront.

Existing buildings such as the “Alameda Marina” building 19 and some of those along the waterfront establish the character of a maritime environment and of a working waterfront unique to the site. As the current location of its buildings reflect outdated operations at the site, there is the opportunity to create a maritime and commercial core—a hub that relates to the water marina and builds in efficiency and flexibility to allow maritime operations to exist and continue into the future.

Community Outreach

Since first introducing the proposed project to the public at a community meeting in November, 2015, PSI has conducted ongoing community engagement and outreach activity, including:

- » Forming a community advisory committee of stakeholders to review and provide feedback to drafts of the Master Plan
- » Regularly meeting with tenants to understand their businesses and conduct needs assessments for future planning
- » Participating in 6 public hearings, including two with the Planning Board and two with the Historical Advisory Board
- » Engaging in 5 Planning Board Subcommittee meetings to update and reshape the Master Plan
- » Presenting the project to community groups (ongoing) for feedback, including to-date: Alameda Kiwanis Club, Rotary Club of Alameda, Alameda Chamber of Commerce, Alameda Home Team and Renewed Hope Housing.



CHAPTER 3 • PUBLIC ACCESS AND OPEN SPACE PLAN

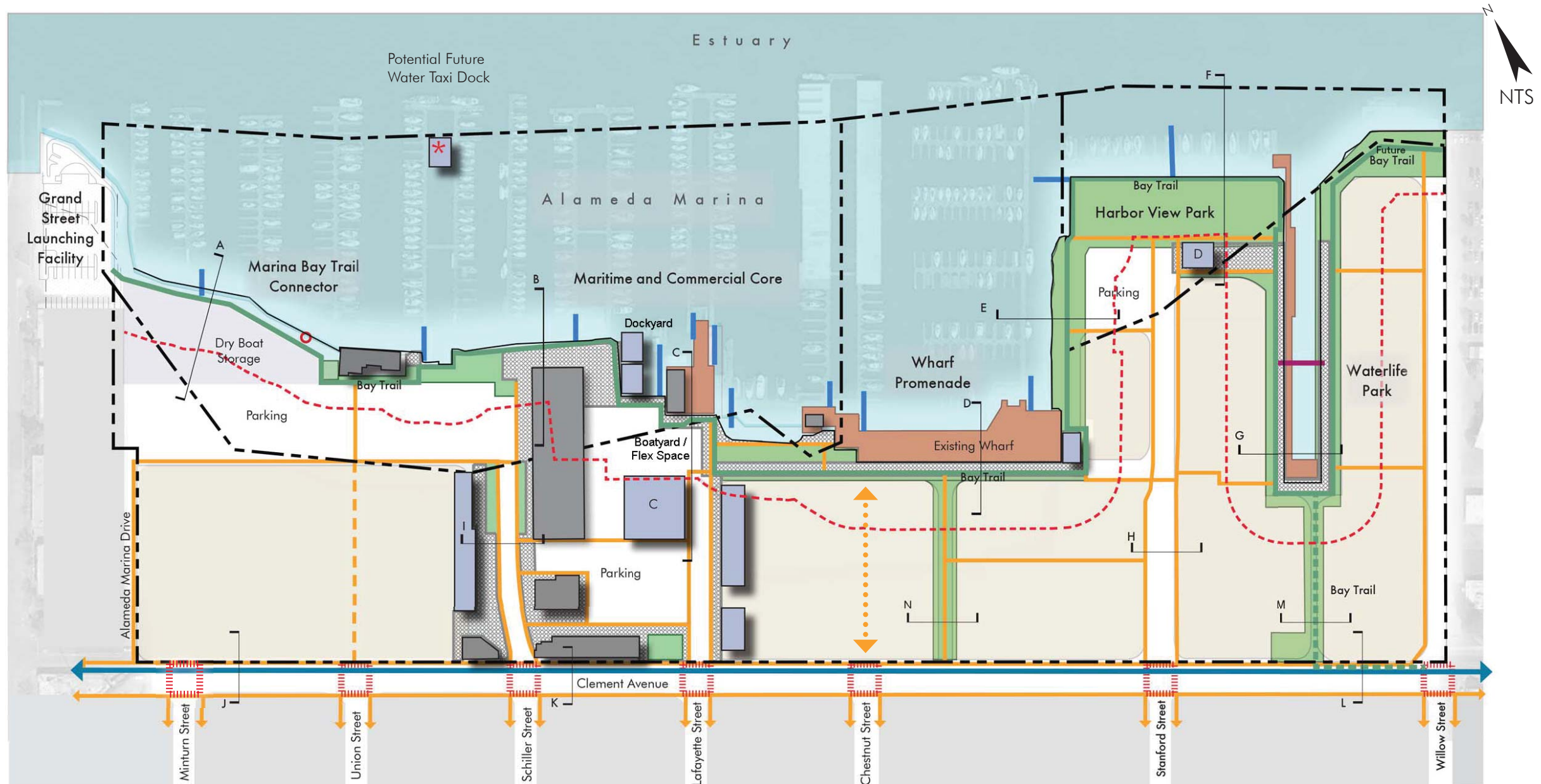


Exhibit 3.1 - Conceptual Pedestrian Circulation and Open Space Plan

Legend

- | | | | | |
|------------------------|---------------------------------------|----------------------------|----------------------|------------------------|
| Waterfront/ Open Space | Residential Blocks | Bay Trail (Multi-use) | Visual Corridor Only | 100' Shoreline Setback |
| Pedestrian Plaza | Existing Commercial Maritime Building | Pedestrian Circulation | Marina Access Point | Footbridge |
| Wharfs/Docks | New Commercial Maritime Building | Pedestrian/Visual Corridor | Boat Hoist | Crosswalks |

Alameda Marina's waterfront location and proximity to nearby transit makes it an ideal site to offer its current and future users open space amenities and transit connectivity that can enhance its maritime and commercial core. A complete network of streets, sidewalks, trails, and bike lanes will make the site a more vibrant, walkable, bike-able and accessible place.

3.1 Movement and Access

Alameda Marina will provide inviting and intuitive pedestrian, bicycle and vehicle circulation connecting the City streets to and through the project to the Bay Trail and the waterfront open spaces with views of the Marina, Estuary, Coast Guard Island, and the Oakland Hills to the north.

The extension of Union Street through the site will consist of a two-story 20 foot wide pedestrian and visual corridor extending through any building(s) on this portion of the site. The extension of Chestnut Street through the site will consist of a visual corridor that will be two-stories tall and a minimum of 20' wide. This visual corridor will be through any building(s) on this portion of the site, with the intention that a person occupying a position on Clement Street at Chestnut Street will have a view through the block to the waterfront.

3.1.1 Pedestrian and Bicycle Access

New commercial and residential streets will have minimum five-foot wide sidewalks on both sides with pedestrian crosswalks at all intersections. Paseos and promenades will be designed to the human scale and to promote walkability. Pedestrian circulation routes will be well-lit and include wayfinding and safety signage.

Clement Avenue will be improved by the project to include new seven foot wide sidewalks along the front of the project, which will eliminate all of the substandard access problems and deficiencies that currently

exist on the public sidewalk in front of the property. The project will also improve the Clement travel way by coordinating with Alameda Public Works regarding the timing of the railroad tracks removal and repacking/restriping of Clement Avenue.

Bicycle lanes or cycle tracks (as determined by the City of Alameda Cross Alameda Trail study) will be established on Clement Avenue in accordance with the Alameda Bicycle Master Plan. Bicyclists will use the proposed Alameda Marina street network and the Bay Trail to access Alameda Marina's maritime and commercial core, residential neighborhoods, waterfront, and open spaces. Bike racks will be located strategically within public open space areas for convenience and to promote bicycling through and around the site.

3.1.2 Street Network

Transit Access

Alameda Marina is located in close proximity to several public transit facilities. The Fruitvale BART station is approximately 1.8 miles away and the Alameda Ferry terminal is about 3.3 miles away. The AC Transit Transbay O Line, which runs along Santa Clara Avenue, and the OX line which runs along Park Street are about 5 city blocks away from Clement Avenue. Additionally, the AC Transit Line 51A runs on Santa Clara Avenue, and the AC Transit Line 19 which runs one block over on Buena Vista Avenue. With many public transit options nearby, walking and bicycling from Alameda Marina to public transit will be viable and is encouraged under the Master Plan. Circulation networks throughout the Master Plan will be designed to allow for improved access and connectivity to public transit lines.

Vehicular Access

Currently Alameda Marina has four vehicle access points that are gated overnight and open only during Marina operating hours. The Master Plan proposes five ungated vehicle access points, three of which occur in the same location as existing entrances: Alameda

Marina Drive, Schiller Street, and Stanford Street. The other two vehicle access points on Lafayette Street and Willow Street provide access into and around the site on new local street. New local streets will have a typical 62' right of way (ROW) and alternate ROWs depending on street conditions. The 62' ROW will have 20' wide two-way traffic lanes with 3' buffers on each side, 8' parallel parking with a 5' wide landscape buffer strip along with a 5' sidewalk on each side.

Truck Access and EVA Access

Clement Avenue is a designated truck route across Alameda. Truck access into Alameda Marina will occur off the streets adjacent to the proposed maritime and commercial core: Schiller Street and Lafayette Street. Emergency Vehicle Access (EVA) will occur where local streets and access points are provided. Dedicated EVA only streets will be allowed from Clement Avenue extending from the Chestnut Street alignment and along the waterfront edge within the BCDC shoreline band where necessary.

Transportation Demand Management

A Transportation Demand Management (TDM) plan will be created to help reduce overall vehicle trips generated from the Master Plan. The TDM plan will include measures that are consistent with TDM plans of surrounding developments and will include: annual fees to be applied to transit services, provision of AC Transit passes to all residents and employees, on-site car share services, unbundled parking and bicycle facilities, among other measures. The TDM measures for the Master Plan area may be combined with TDM measures of other developments to more effectively manage the program. In addition, PSI will join the Alameda Transportation Management Association Northern Waterfront Project Area Committee, which was founded in 2017 and which already includes Wind River, Del Monte, Mulberry Neighborhood, and Marina Shores Neighborhood.

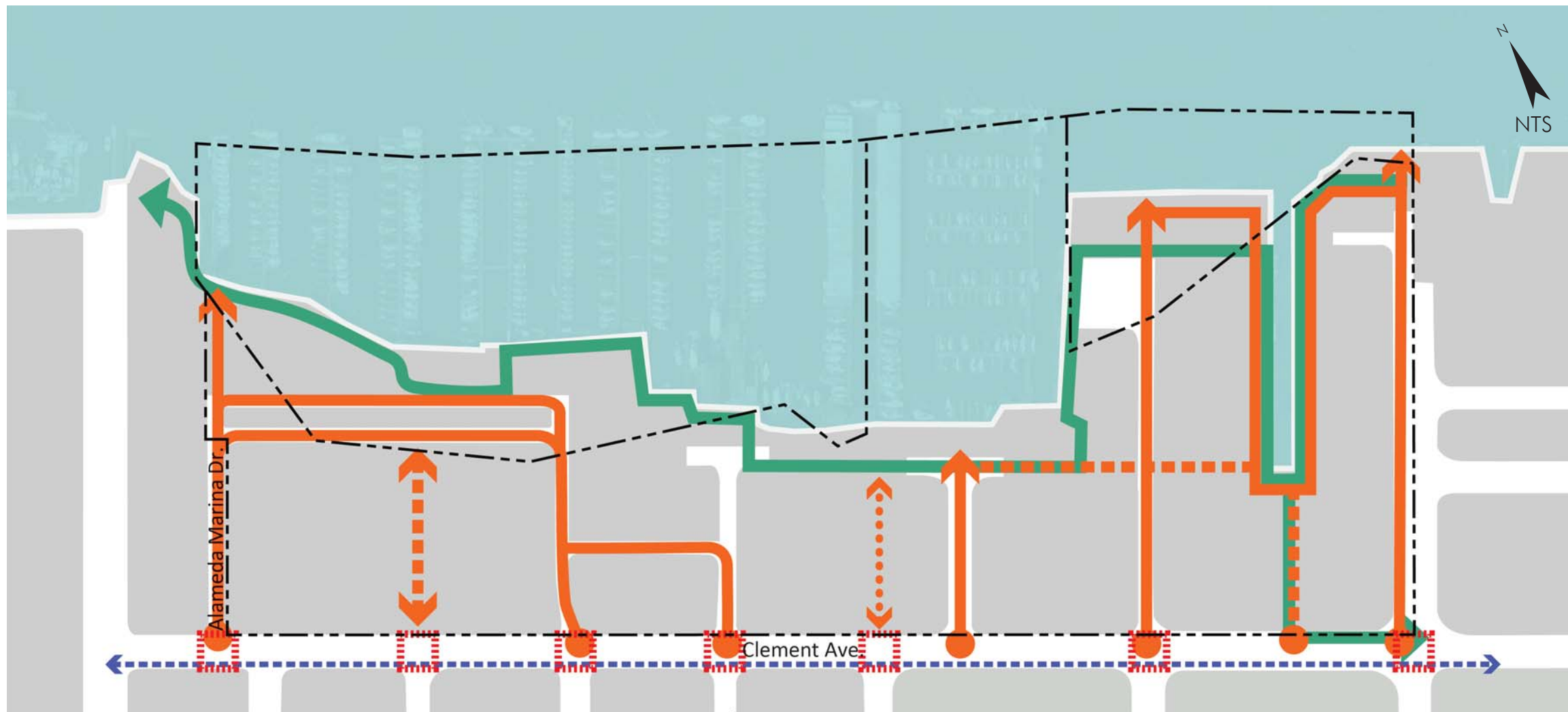


Exhibit 3.2 b - Conceptual Pedestrian and Bicycle Circulation Diagram

Legend

- ← Bicycle & Ped. Path
- ← Ped. Path Only
- ← Alameda Cross City Bicycle Trail
- ← Proposed Bay Trail
- ◊ Visual Corridor Only
- |||| Crosswalks

Legend

*Information from City of Alameda Bicycle Master Plan Update (2010)

- Existing Class I bicycle lane
- - - Proposed Class I bicycle lane
- Existing Class II bicycle lane
- - - Proposed Class II bicycle lane
- Existing Class III bicycle lane
- - - Proposed Class III bicycle lane

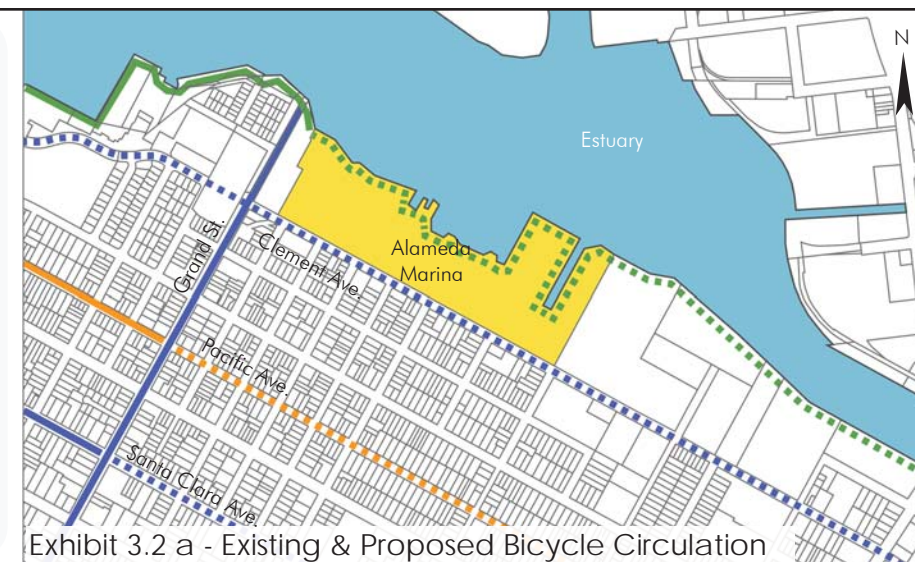


Exhibit 3.2 a - Existing & Proposed Bicycle Circulation

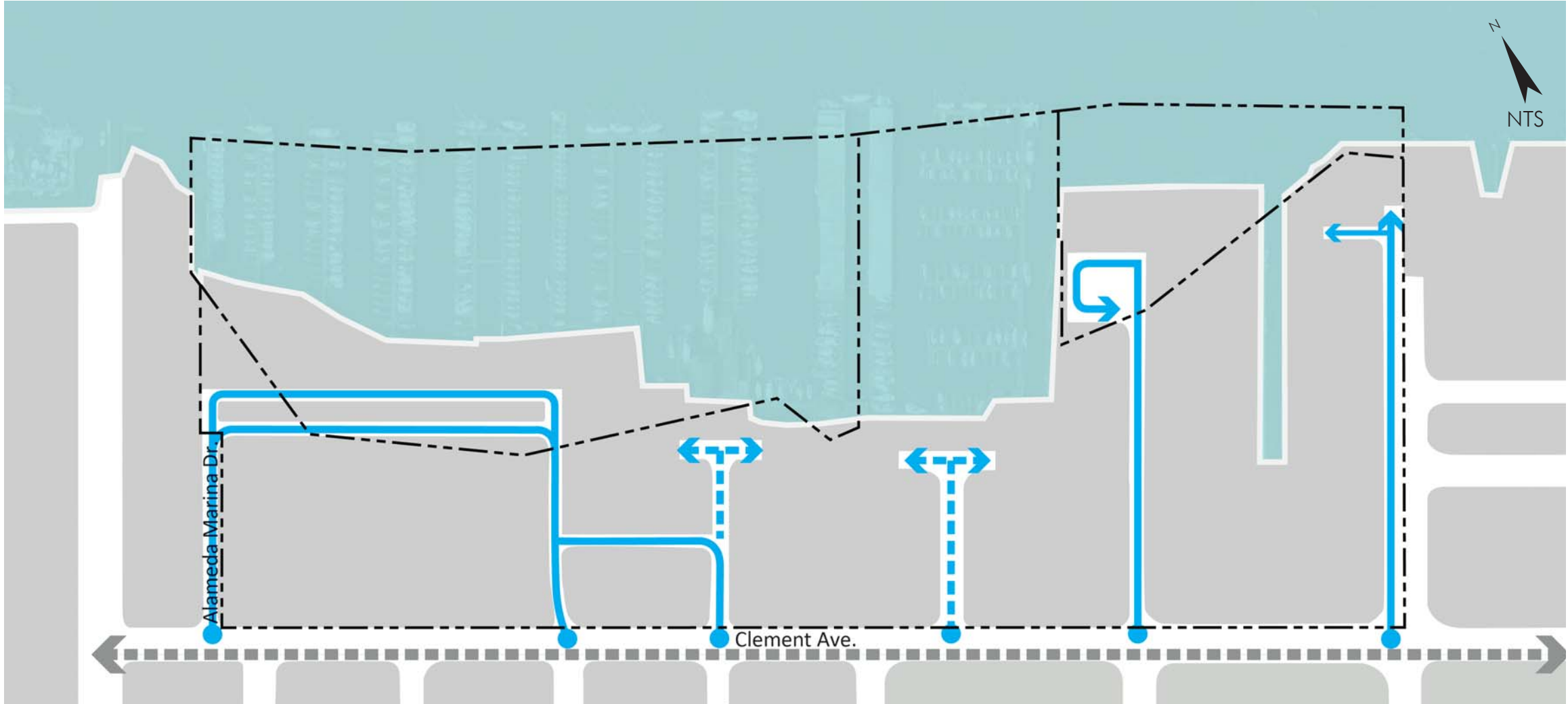


Exhibit 3.3 b - Conceptual Vehicular Circulation Diagram

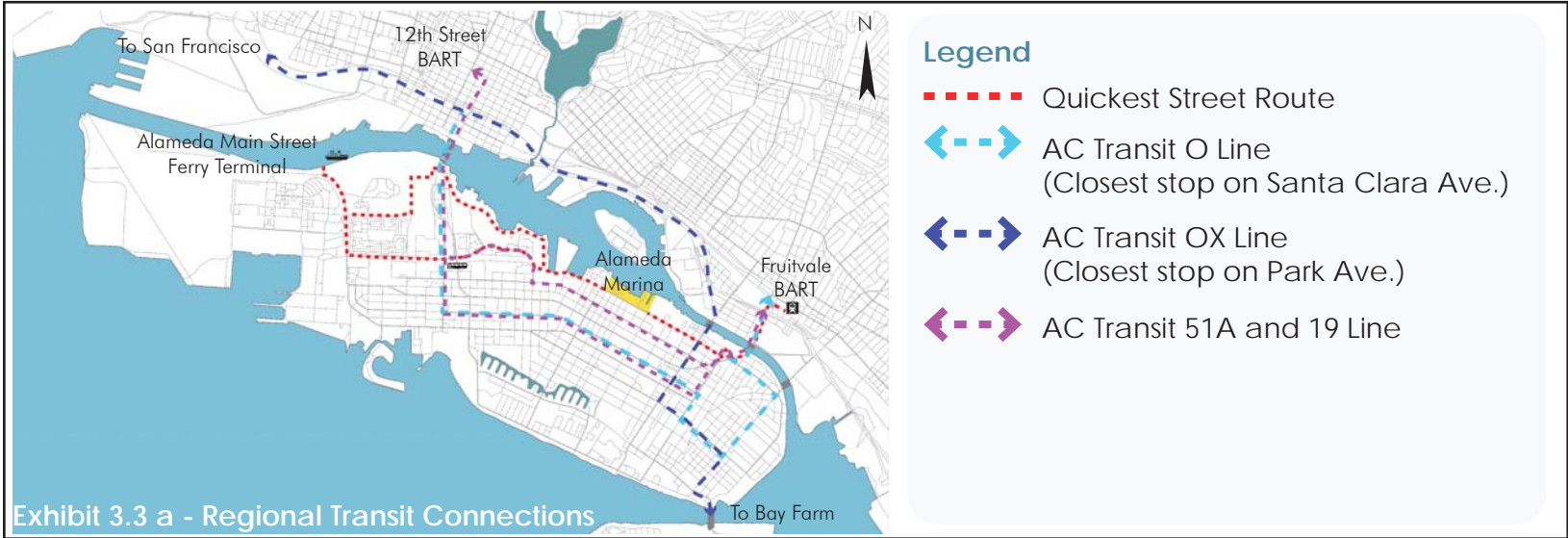
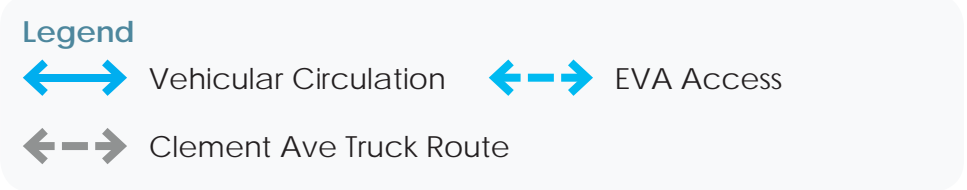


Exhibit 3.3 a - Regional Transit Connections



3.2 Open Space Framework

The open space plan for Alameda Marina supports a working waterfront and maximum feasible public access to the waterfront.

3.2.1 Open Space Overview — A Working Waterfront

The Alameda Marina open space embraces the charm of Alameda's historic maritime and commercial northern waterfront. A network of open spaces provides a range of publicly accessible outdoor recreation opportunities and public waterfront access while honoring the site's long-standing working waterfront identity. A variety of passive and active recreation opportunities are oriented toward the waterfront and offer commanding day and night views of the working marina, the estuary and Oakland Hills beyond. The boats, masts and piers of the marina define its visual character and remain the primary visual focus of all outdoor open space.

3.2.2 Waterfront Access — The Bay Trail

A new segment of the San Francisco Bay Trail connects Alameda Marina to the Grand Marina Village project and Grand Street launch facility to the west. The trail meanders through the publicly-accessible open spaces within Alameda Marina and then connects to Clement Avenue. The trail is generally sixteen feet wide to accommodate pedestrian and bicyclists except whereas adjacent to dry boat storage and the short extension leading Clement Ave to the Waterlife Park.

3.3 Open Space Organization

The Alameda Marina outdoor open space creates a welcoming public realm that offers a variety of experiences from the city street frontage to the marina and the waterfront edge. The open space is organized by area identified in Exhibit 3.4. Each area provides a different open space experience:

1. Marina Bay Trail Connector

- » Bay Trail: Pedestrian and bicycle connection
- » Access to Grand Street Launch Facility
- » Gated marina dock access
- » Dry boat storage fenced/secured
- » Boat hoist
- » Managed maritime and commercial parking
- » Open space connectors on urban grid
- » View corridors
- » Pedestrian paths
- » Maritime amenity building (building 25/26)

2. Maritime and Commercial Core

- » Bay Trail: Pedestrian and bicycle/ multi-use
- » A 'working waterfront dockyard' - an operational marina with maritime and commercial uses
- » Historic commercial maritime storefronts and storefront plazas
- » Limited public waterfront access; 'managed accessibility'
- » Primary marina entries
- » Commercial parking
- » Schiller Street and Lafayette Street urban grid extensions
- » Open space connectors on urban grid
- » View corridors/ Pedestrian corridors
- » Maritime amenity building (building 25/26)
- » Working dock
- » Gated marina dock access
- » Commercial directory/wayfinding
- » Maritime plaza/park

3. Wharf Promenade

- » Bay Trail: Pedestrian and Bicycle/ Multi-Use
- » Multi recreation use promenade
- » Bike access
- » Marina access
- » Seating groups
- » Public art
- » Marina artifacts
- » Nautical landscape
- » Pedestrian plazas
- » History kiosk
- » Small group gathering

4. Harbor View Park

- » Bay Trail: Pedestrian / Multi-Use
- » Marina access
- » Seating groups
- » Bike access
- » Passive park recreation
- » BBQ/Picnic
- » Restroom/showers (Public Use)
- » Shade structure
- » Large/small gatherings
- » Lockers
- » Storage
- » Benches
- » Walkway
- » Lawn
- » Parking
- » Multiple use plaza

5. Waterlife Park

- » Bay Trail: Pedestrian / Multi-Use
- » Footbridge
- » Gangways
- » Bike access
- » Programmed activities
- » Accessible docks
- » Educational programs
- » Active water-oriented recreation
- » Classes/clinics
- » Sailing/el toro
- » Kayaking
- » Paddle board
- » Small craft put-in
- » Model racing
- » Rentals
- » Club activities
- » Storage
- » Dog park
- » Built-in view seating

6. Clement Avenue Corridor

- » Urban grid extension
- » Visual connections to Bay
- » Public sidewalk
- » Cycle track
- » Pedestrian crosswalks

7. Residential Block Open Space

- » Residential streetscapes
- » Residential greenways and EVA access
- » Residential courtyards
- » Private Residential patios and balconies

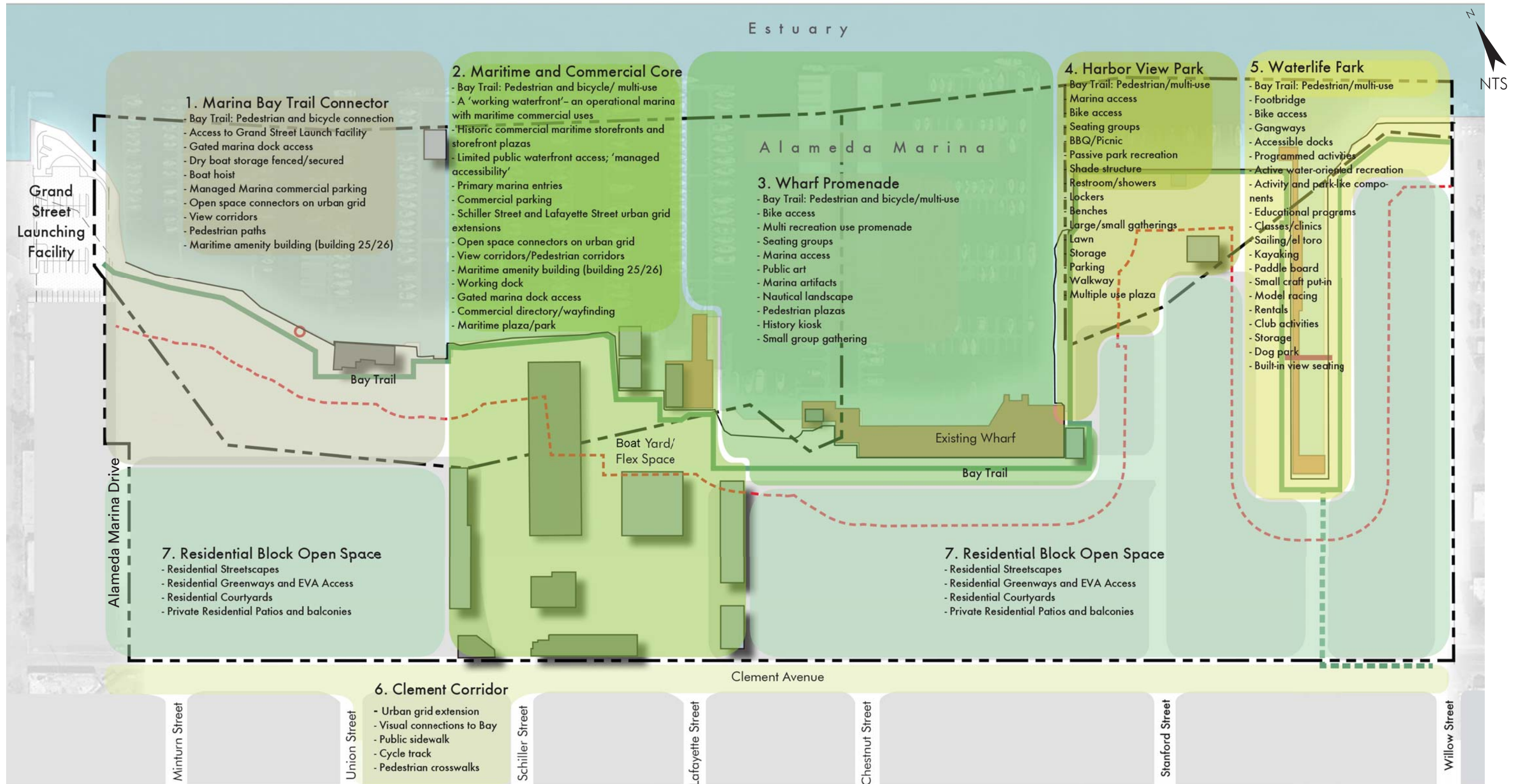


Exhibit 3.4 - Conceptual Bay Trail and Open Space Program By Segments

3.4 Open Space Activation

The Alameda Marina open space is organized by a new, integrated, multi-functional segment of the San Francisco Bay Trail. The Trail provides numerous and varied opportunities for visitors to access and enjoy the shoreline and features numerous public amenities including informal gathering areas, park-like areas for active and passive recreation, interpretive and historic elements, concessions, and views of Alameda Marina, Coast Guard Island and the Oakland Hills to the north. The Trail is accessible to the public at numerous points including access and view corridors via extensions of the neighborhood's existing urban street grid connections crossing Clement Avenue at each opportunity and via the Grand Street boat launch facility to the west. At the east the Trail continues around the graving dock and terminates at the NOSC, in the event that a future connection to the Trail can be established. The Bay Trail will also connect to Clement Avenue and the new Clement bikelanes/cycle track (whichever is decided by the City's Cross Trail Study). The Trail provides user access to the gangways, docks and slips of Alameda Marina at several points. The trail width varies and accommodates pedestrians and bicycles.

The Bay Trail weaves through several distinct interconnected open space zones each with its own specific variety of land side and water side uses, activities and experiences. The most generous public amenity areas are Harbor View Park And Waterlife Park in the eastern part of the project. Each zone includes one or more activity centers or amenities that serves as a hub generating activity in that area. Each building's associated open space accommodates a variety of activity settings associated with gathering areas, plazas and decks with supporting landscape environments.

Marina Bay Trail Connector

From the Grand Street boat launch facility to the west the Bay Trail hugs the shoreline providing marina access on the water side and marina dry boat storage on the land side as part of the working waterfront. A boat hoist serves boaters. The pre-existing harbor master's building is renovated and adapted for re-use as an open space amenity facility activating the area.

Maritime and Commercial Core

Several historic structures in the project's core area are to be renovated for commercial uses comprising the Alameda Marina maritime and commercial core. The core is a working waterfront with maritime and commercial activity.

Wharf Promenade

The renovated existing wharf is a key part of the accessible public waterfront open space network. The Wharf Promenade—including the approximately 25,000 square-foot wharf itself—accommodates a segment of the Bay Trail and offers varied opportunities for gathering or seating and for observing boating and marina activities and wildlife. Public restrooms and other amenities are available in a new recreation amenity building.



Exhibit 3.5 - Proposed Bay Trail Leading into Waterlife Park from Clement Avenue

Harbor View Park

The Bay Trail also winds through the Harbor View Park amenity area with a variety of experiences. The flexible use Harbor View Pavilion provides restrooms, lockers, concessions, assembly, shade, education, staging and storage as needed. Across from the Pavilion is an open park-like area of approximately 35,000 square feet with a main lawn, benches, trash receptacles and other site furnishings and land-based activities including picnic, BBQ, dog play, Frisbee, sun bathing, free play recreation or passive relaxation and with views to the harbor and to the Oakland Hills. The Harbor View Park area will have interpretive or historic elements or public art, intuitive signage and wayfinding and ample site lighting to enable safe, secure evening use. The flexible, accessible Harbor View Park accommodates a wide variety of activities including programmed events for groups of up to a few hundred people of all ages with convenient nearby parking. The area can be managed or secured for community or seasonal events as activities dictate.

Waterlife Park

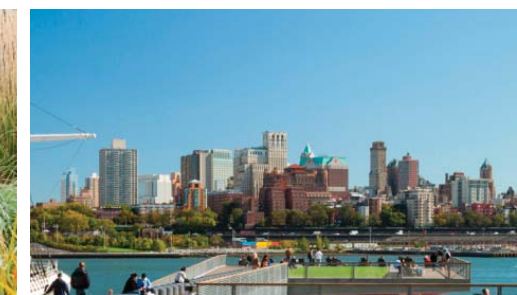
The Bay Trail continues along the west side of the historic graving dock which has been reimagined as an Waterlife Park providing access to the water for kayaks, paddled boards, El Toro boats and other small craft. Users can circulate down to the water in a protected environment that supports rental, educational and other organized, controlled on-water activities and programs. Theater-like seating provides view areas for people-watching. The east side of the graving dock is more intimate and serene for viewing, walking and resting. A pedestrian bridge dramatically spans the graving dock leading to a promontory allowing close approach to the water and sweeping views of the harbor and the Oakland Hills.

3.5 Landscape Design Vision

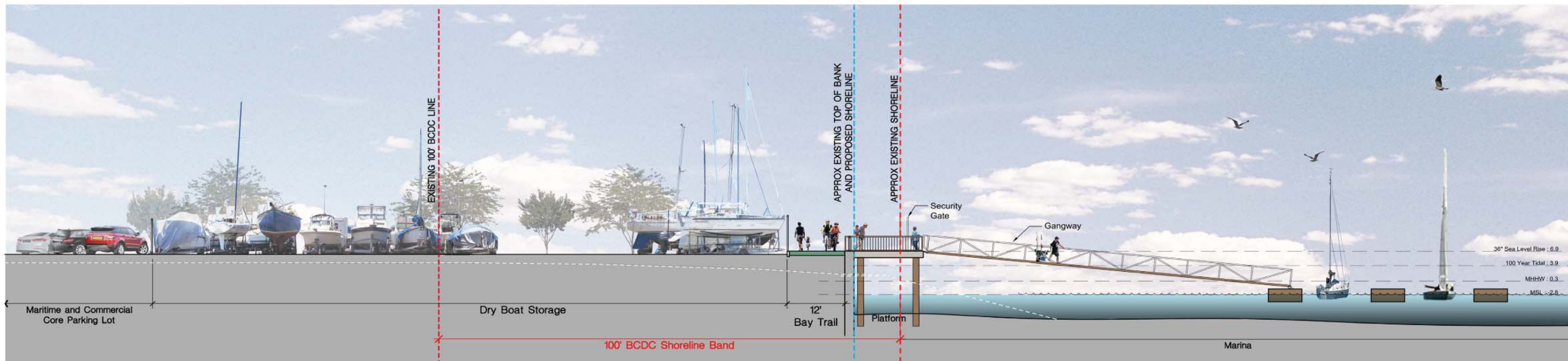
The Alameda Marina landscape plan contributes to a cohesive visual experience and supports the organization of the overall open space and architecture. Street trees are used on public and private streets and in all public areas to organize and unify neighborhoods, establish rhythm, identify entries and create shade. Informal groves of palms punctuate nodes, frame views and link the project visually to its waterfront context.

As open space dimensions vary, plants move throughout the site in naturalistic drifts and masses. Lawn areas for active recreation and play are used in limited locations where appropriate. More organized, formal landscape forms and patterns are used along the Wharf Promenade and in association with commercial and residential buildings and along roadways.

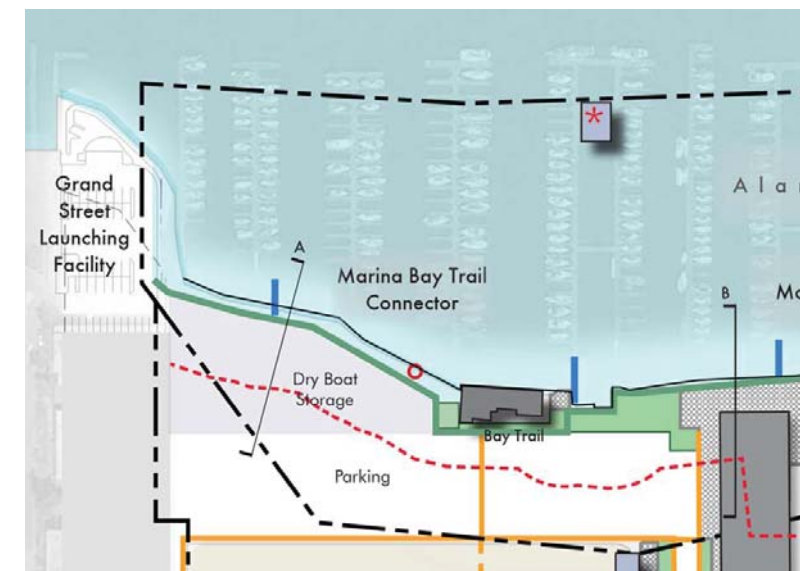
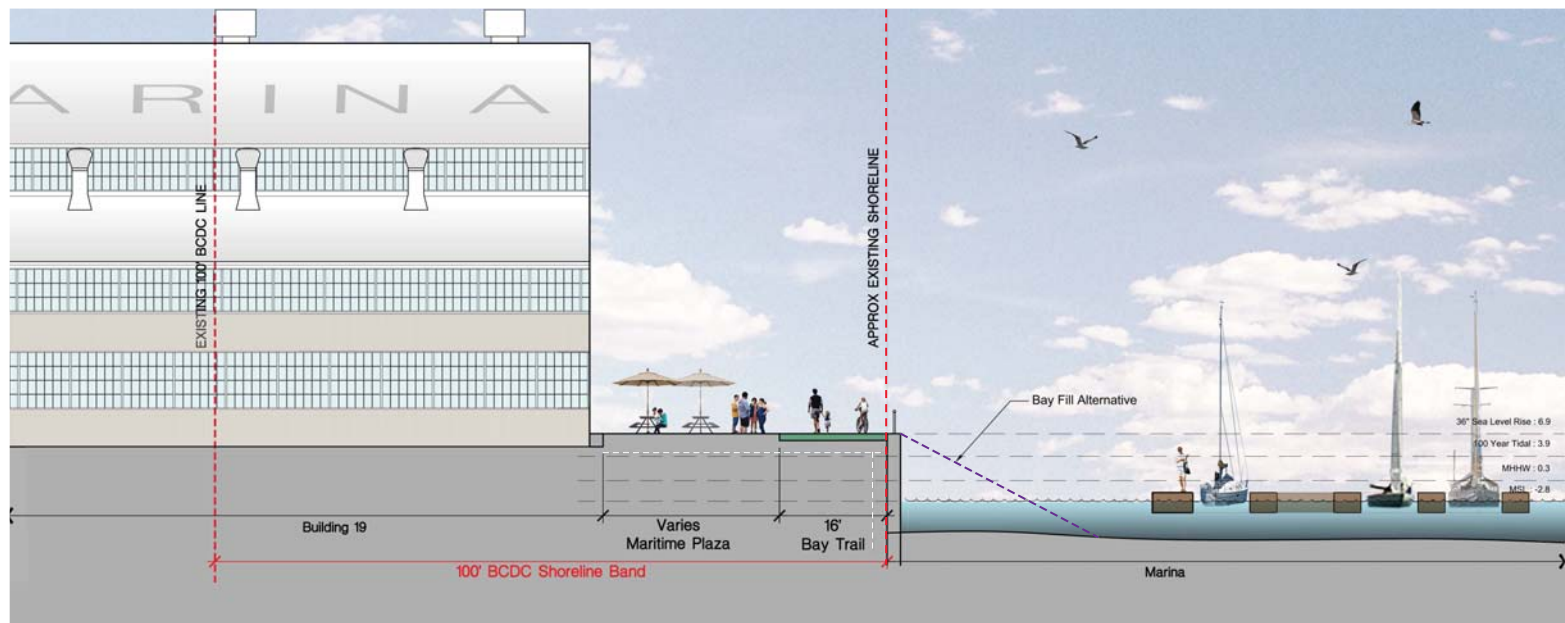
Plants will be Bay friendly native/adapted, non-invasive, low water-use selections tolerant of salt air and consistent with the project's waterfront landscape setting. Tree and plant selections shall be as recommended by local and regional landscape guidelines including the *City of Alameda Master Street Tree Plan*, the San Francisco Bay Conservation and Development Commission's *Shoreline Plants: A Landscape Guide for the San Francisco Bay*, *StopWaste's Bay-Friendly Landscape Guidelines*, East Bay Municipal Utility District's (MUD) *Low Water-Use Plant List* and Alameda County Clean Water Program's *Stormwater Technical Guidance Handbook*.



Section A - Marina Bay Trail Connector

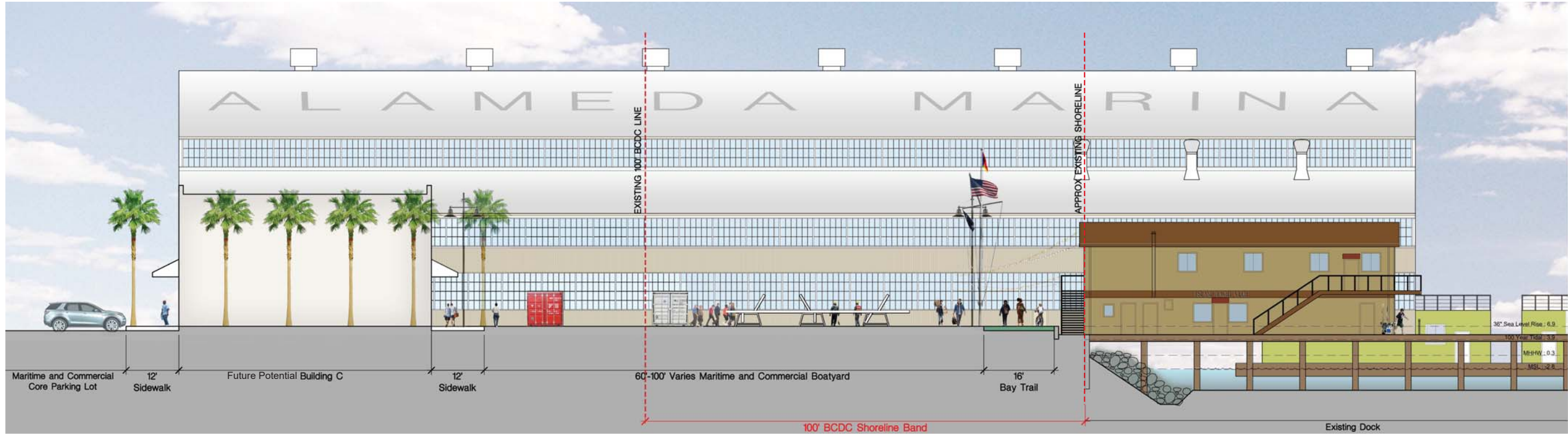


Section B - Maritime Plaza

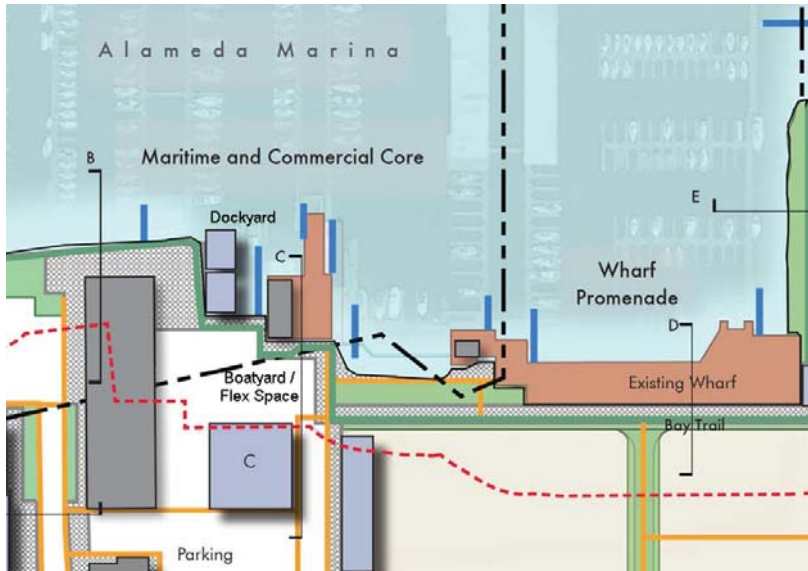
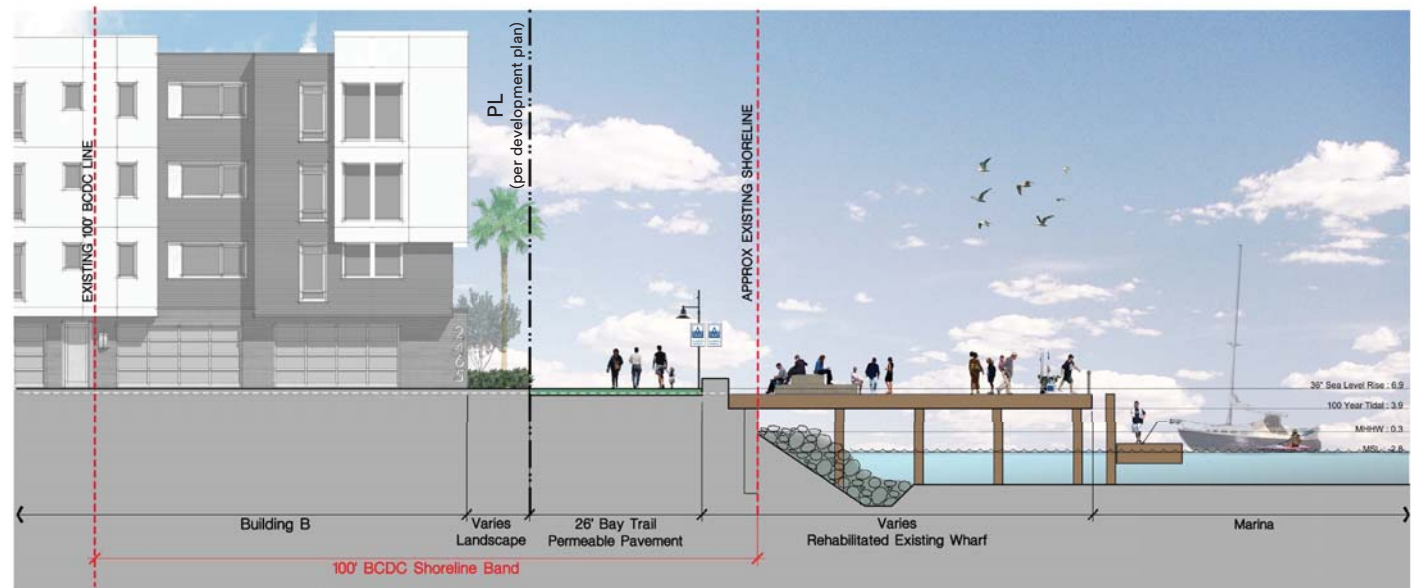


Sections Key Map

Section C - Maritime Commercial Core



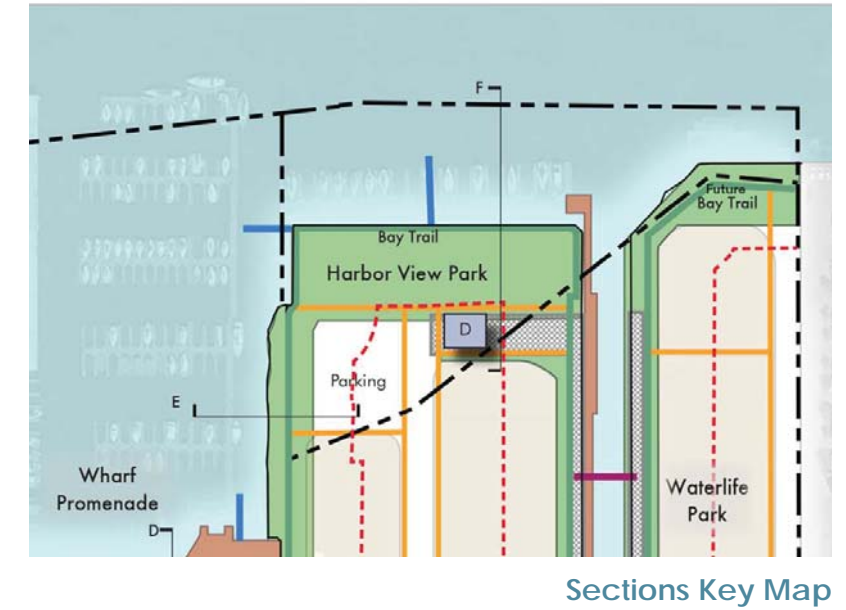
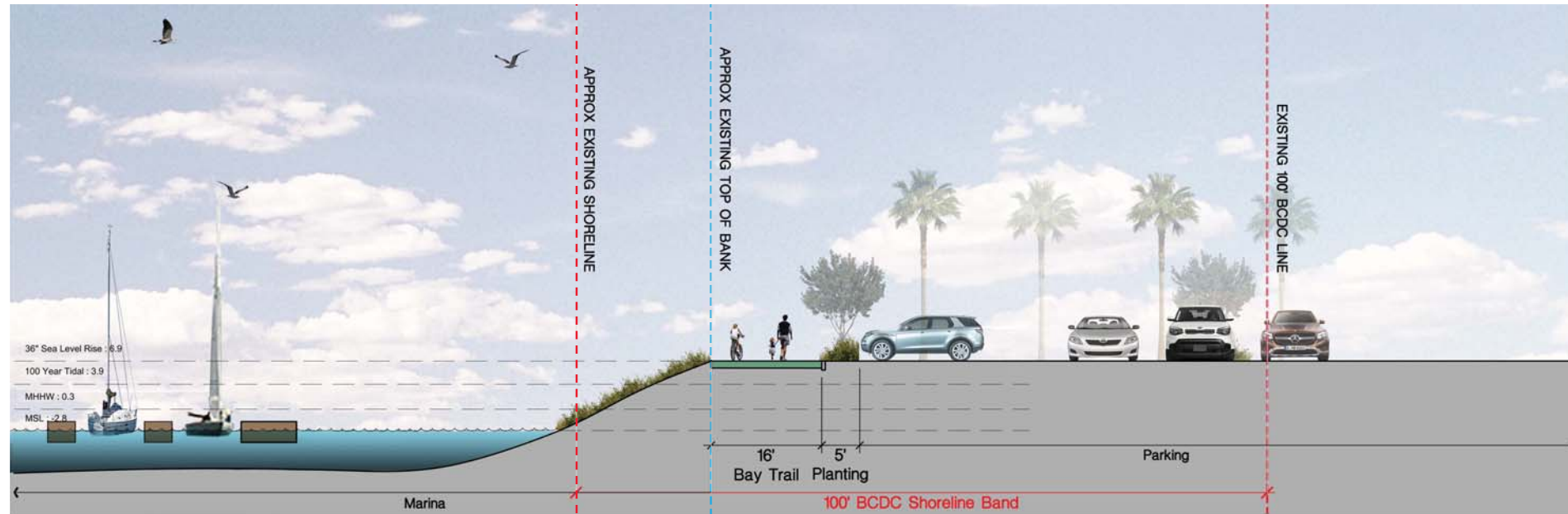
Section D - Wharf Promenade



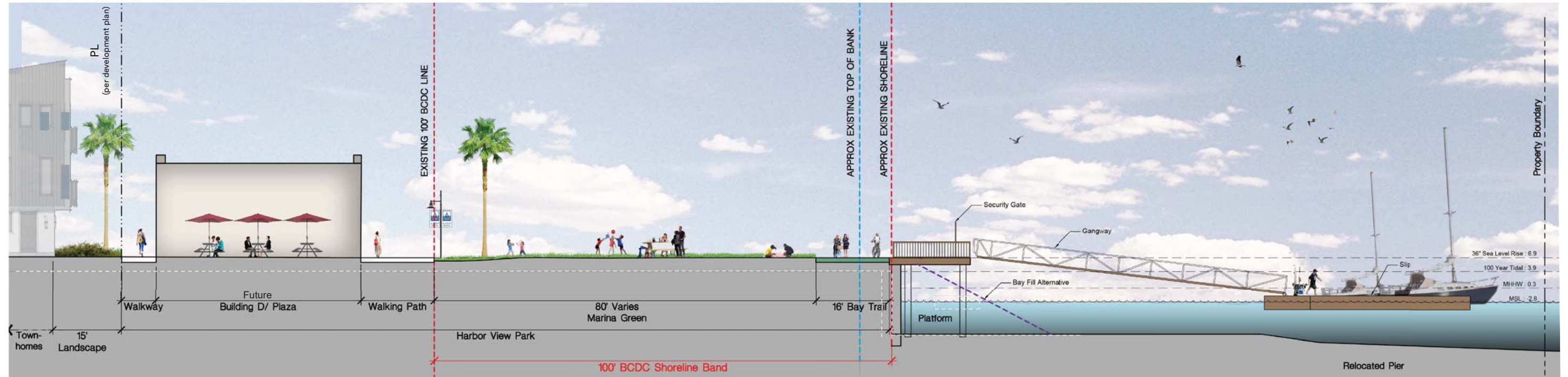
Sections Key Map

3 PUBLIC ACCESS AND OPEN SPACE PLAN

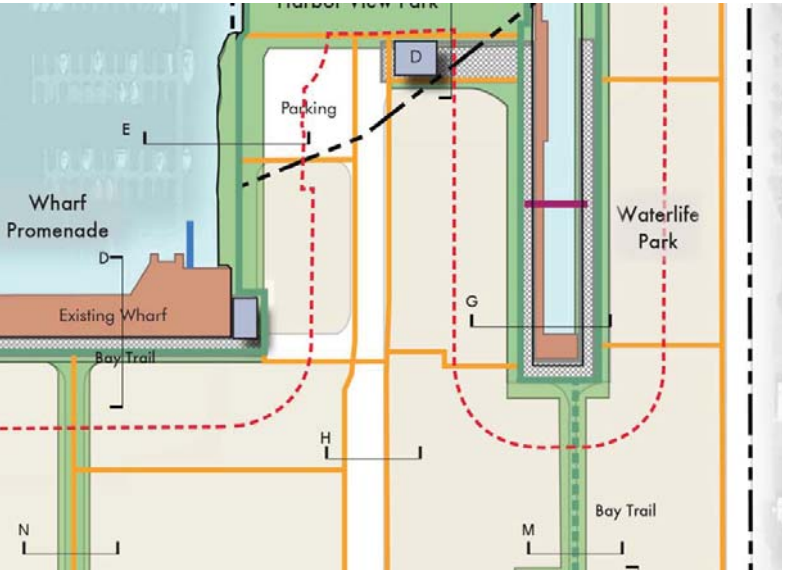
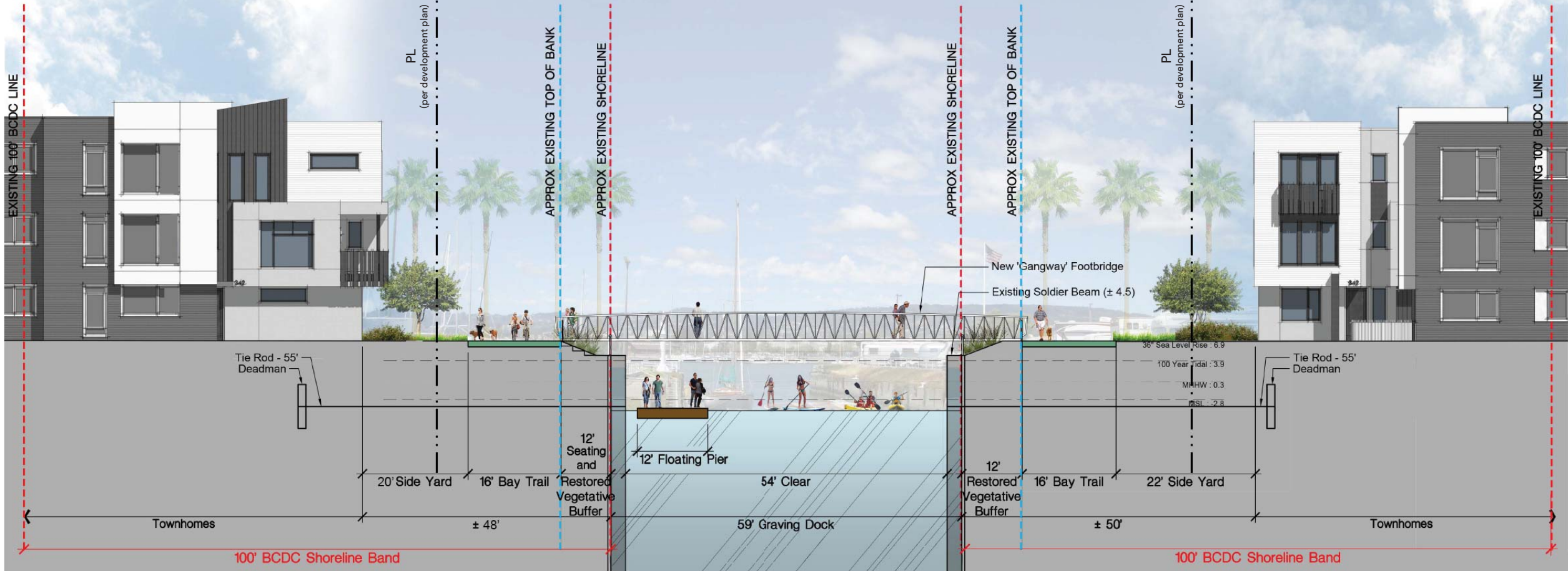
Section E - Bay Trail Parking



Section F - Harbor View Park

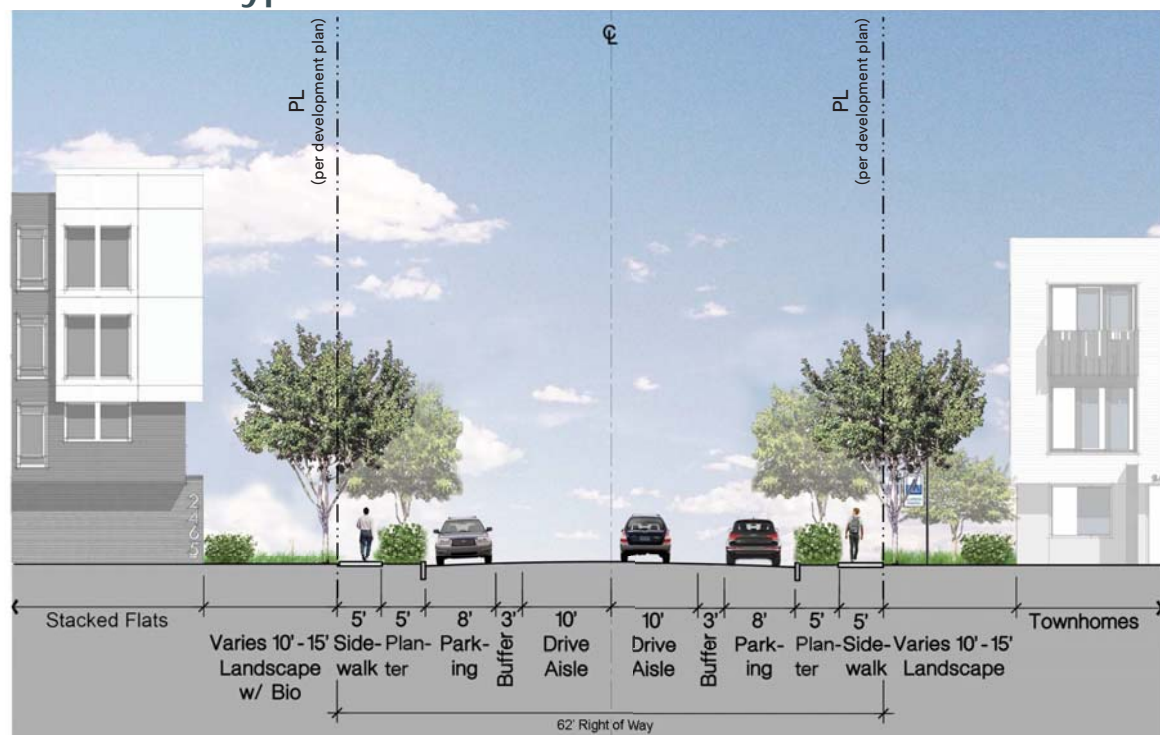


Section G - Waterlife Park

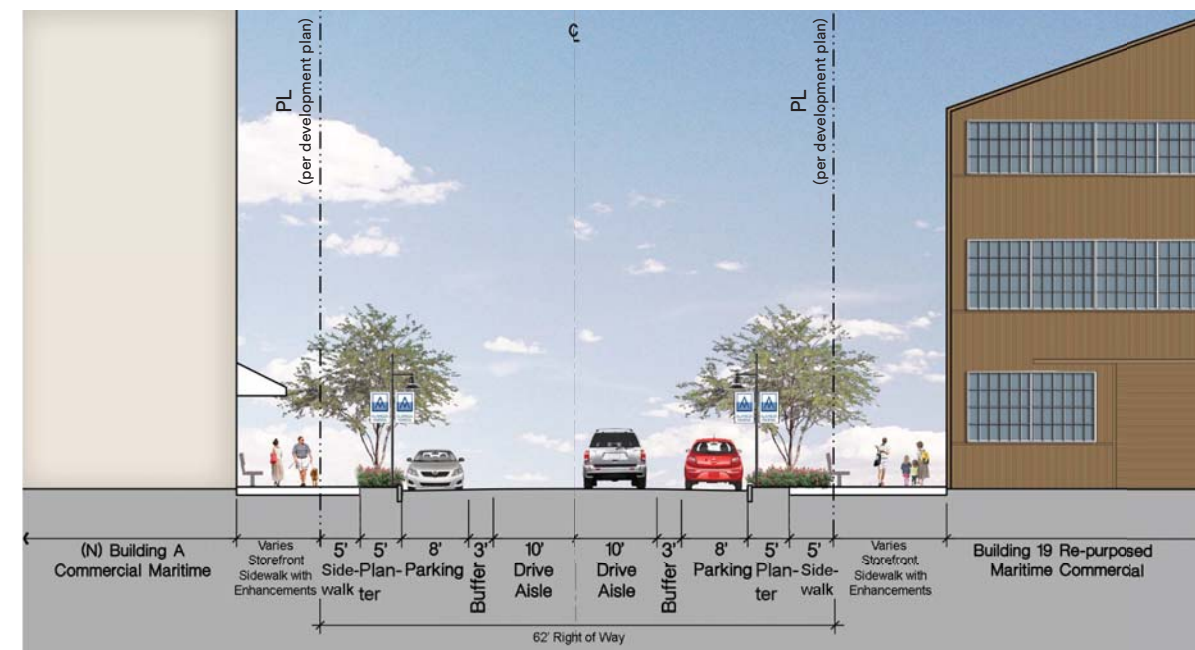


Sections Key Map

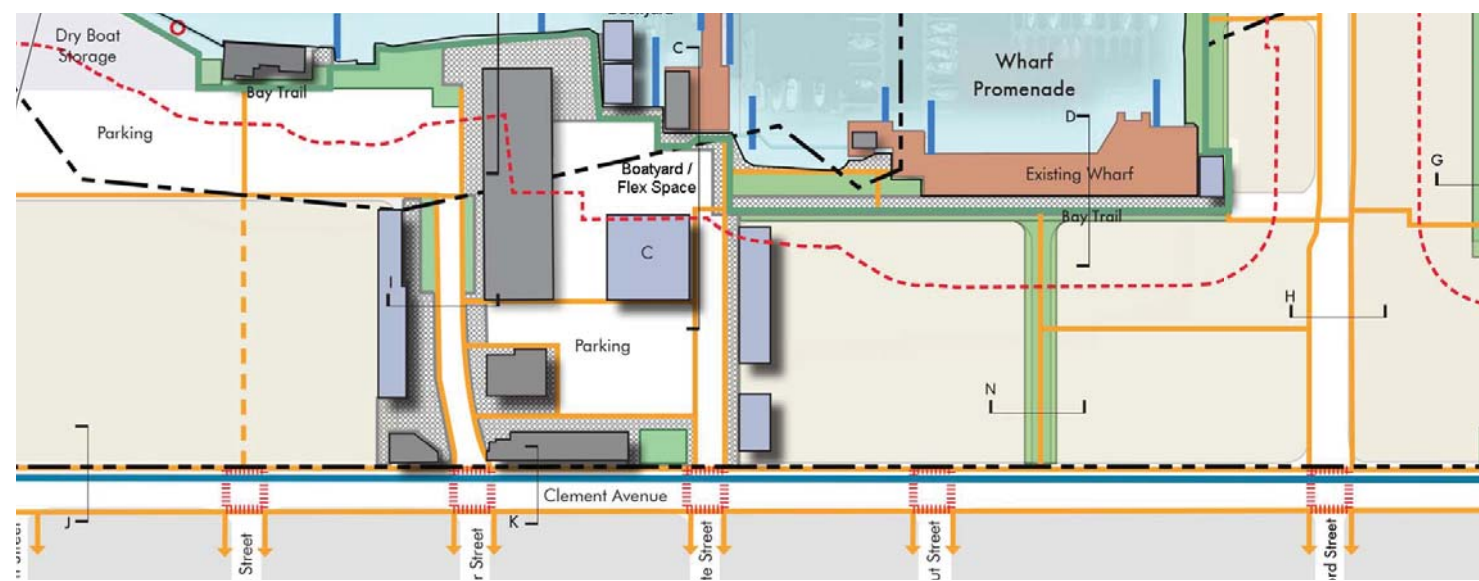
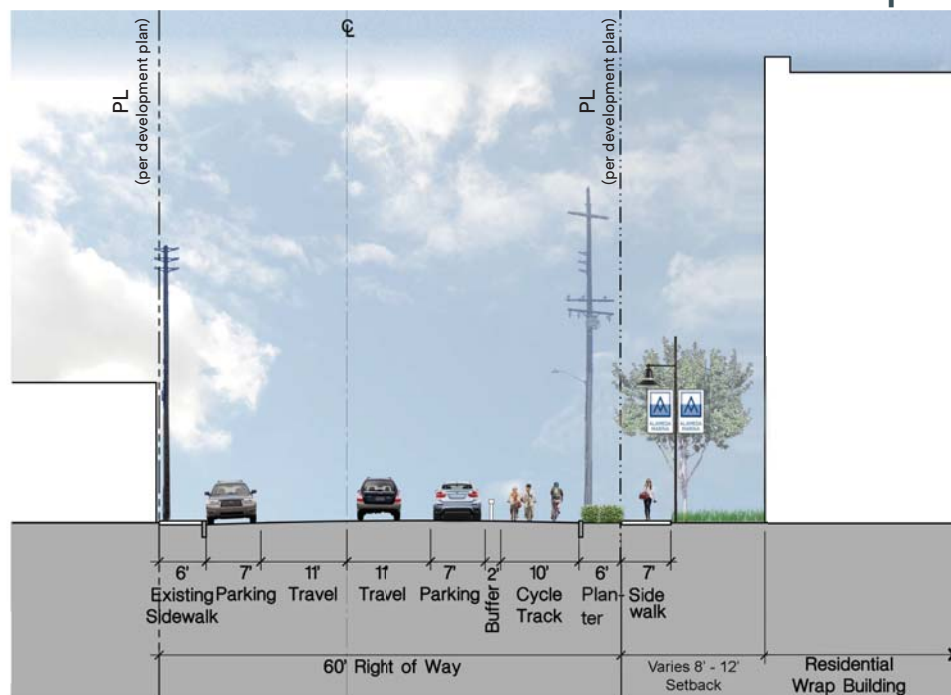
Section H - Typical Local Street ROW



Section I - Schiller Street ROW

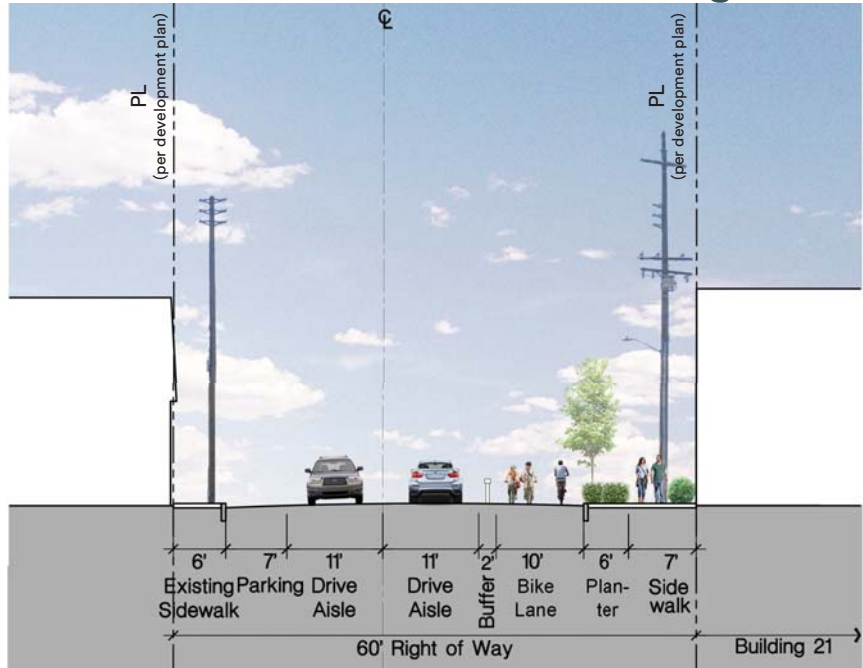


Section J - Clement Avenue at Residential Wrap Building

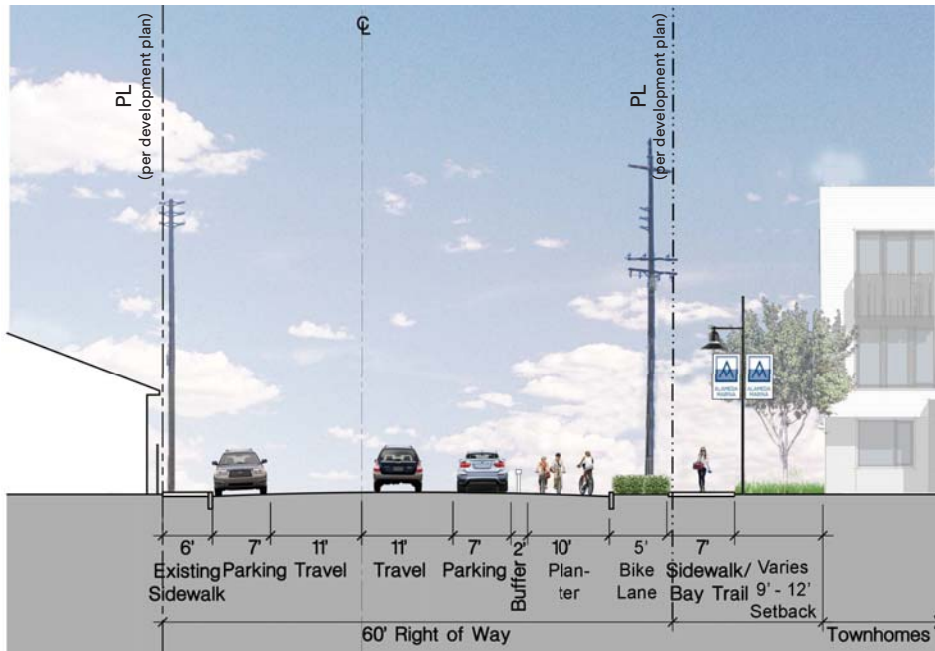


Sections Key Map

Section K - Clement Avenue at Existing Building 21



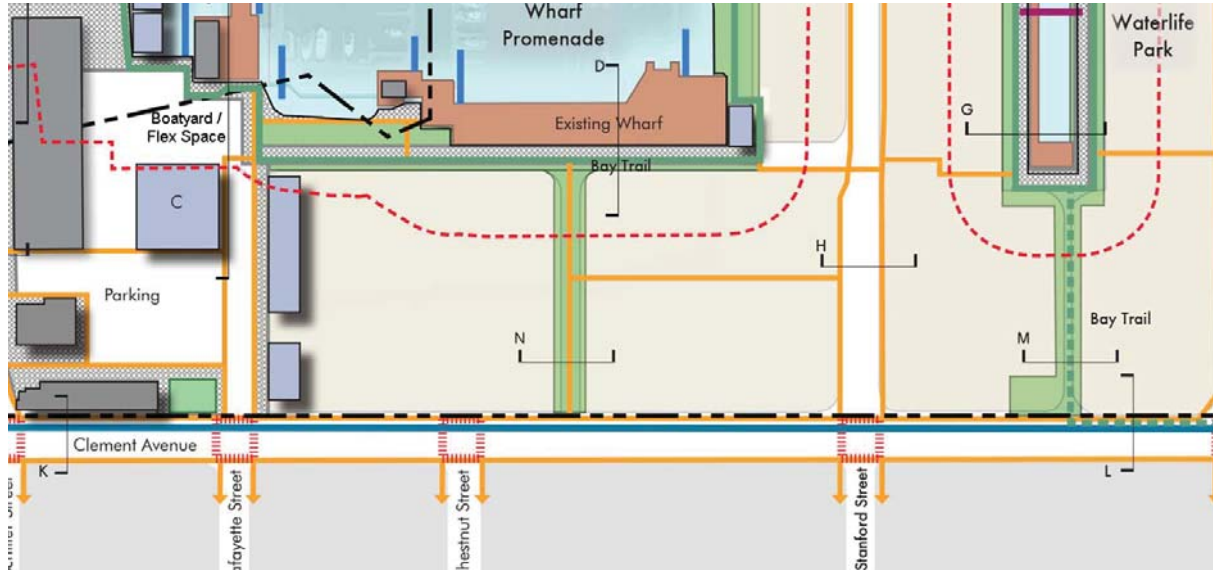
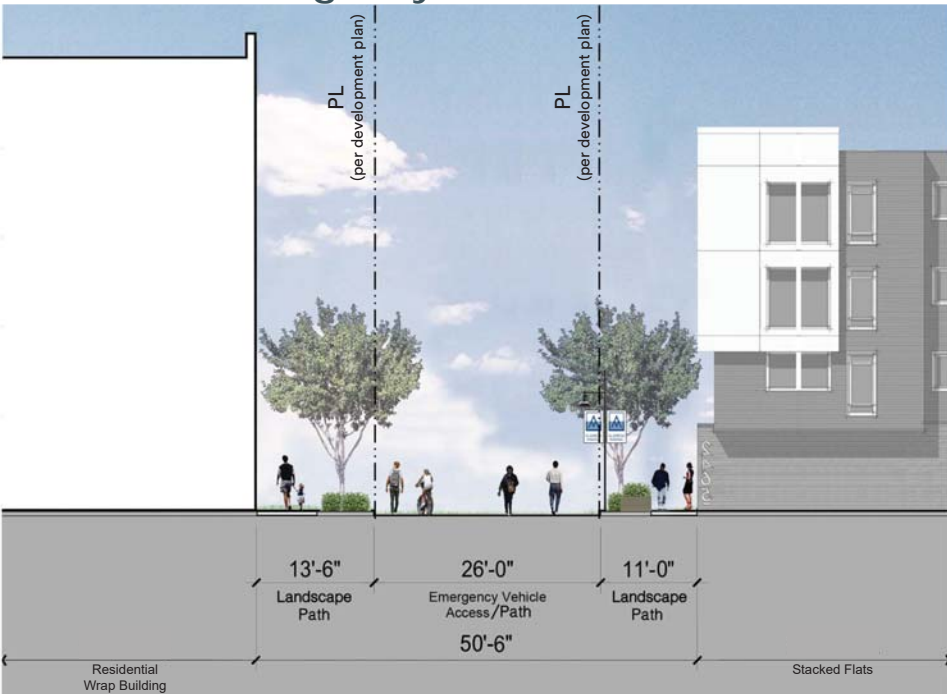
Section L - Clement Avenue at Townhomes



Section M - Bay Trail



Section N - Emergency Vehicle Access Route

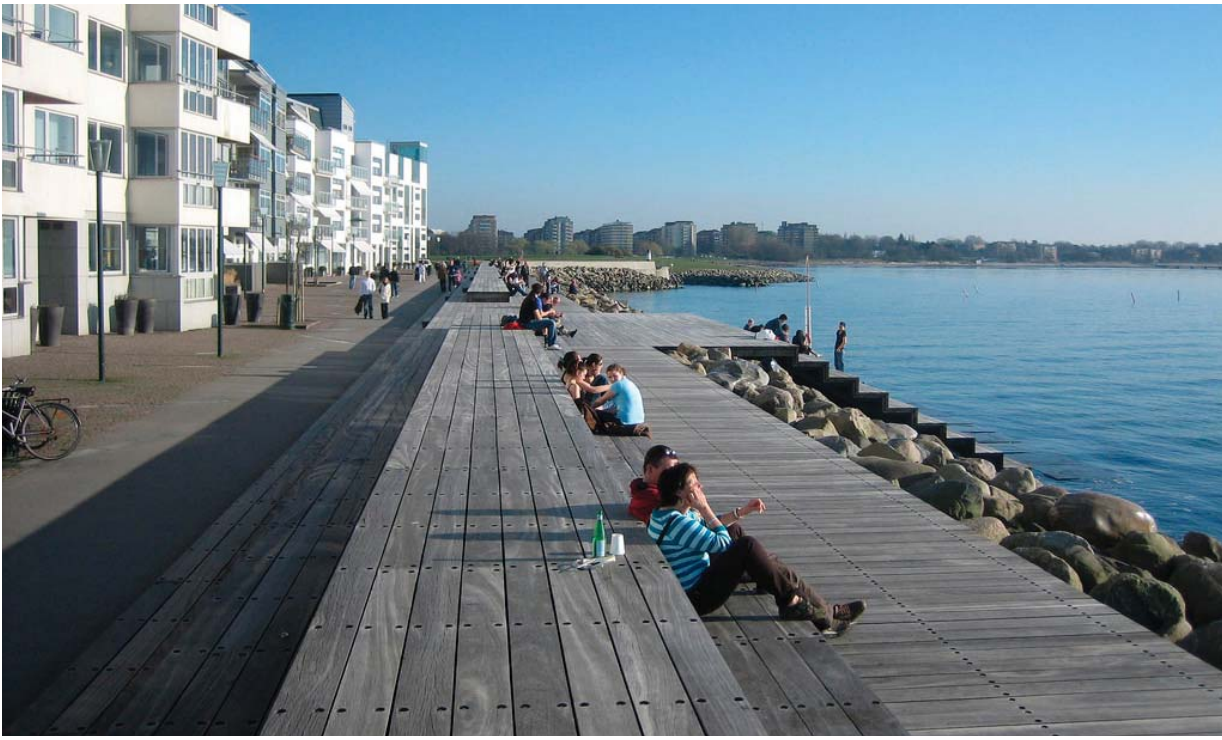


Sections Key Map

PRECEDENT IMAGERY - BAY TRAIL CONNECTOR & MARITIME COMMERCIAL CORE



PRECEDENT IMAGERY - WHARF PROMENADE



PRECEDENT IMAGERY - HARBOR VIEW PARK



PRECEDENT IMAGERY - WATERLIFE PARK



Proposed Waterlife Park





Exhibit 4.1 - Maritime, Commercial Core Location Diagram

Legend

- District Contributor Building
- District Non-Contributor Building
- * District Contributor Building, individually eligible for listing



View of Building 19

4.1 Location

One major focus of the Master Plan is maintaining the working waterfront. This is achieved by consolidating and intensifying the maritime and commercial uses on the site. The existing and primary entrance to the maritime and commercial uses is at the intersection of Clement Avenue and Schiller Street. The three most significant historic structures: Buildings 16, 19 and 27, are located at this gateway along with several other existing structures that are also being evaluated for adaptive reuse, so this area of the project site is the most natural place to center the revitalized maritime and commercial core.



View of Building 16



View of Building 27

4.2 Environmental Remediation and Clean Marina Program

Currently Alameda Marina has specific areas with unsafe soil conditions. These conditions are the result of 60 years of dockyard and boatyard activities and the original Liberty Ship construction activities. These uses have led to a very high concentration of heavy metals, Polychlorinated Biphenyls(PCB's) and volatile organics in some portions of the Master Plan area, which must be removed for health and safety reasons. One of these unsafe conditions is located under Building 12; therefore, Building 12 needs to be removed so that the soil under the building can be remediated. Soil contamination from prior activities likely exists elsewhere on the site; contaminated soils will be assessed and disposed of in off-site facilities during grading activities and clean fill will be imported. To ensure that future marina activities at Alameda Marina do not result in future environmental problems, the Marina be certified as a "Clean Marina" by Clean Marina California Program.



Exhibit 4.2 - Building 12



View of Building 12



View of Building 12, West Facade



View of Building 12, East Facade

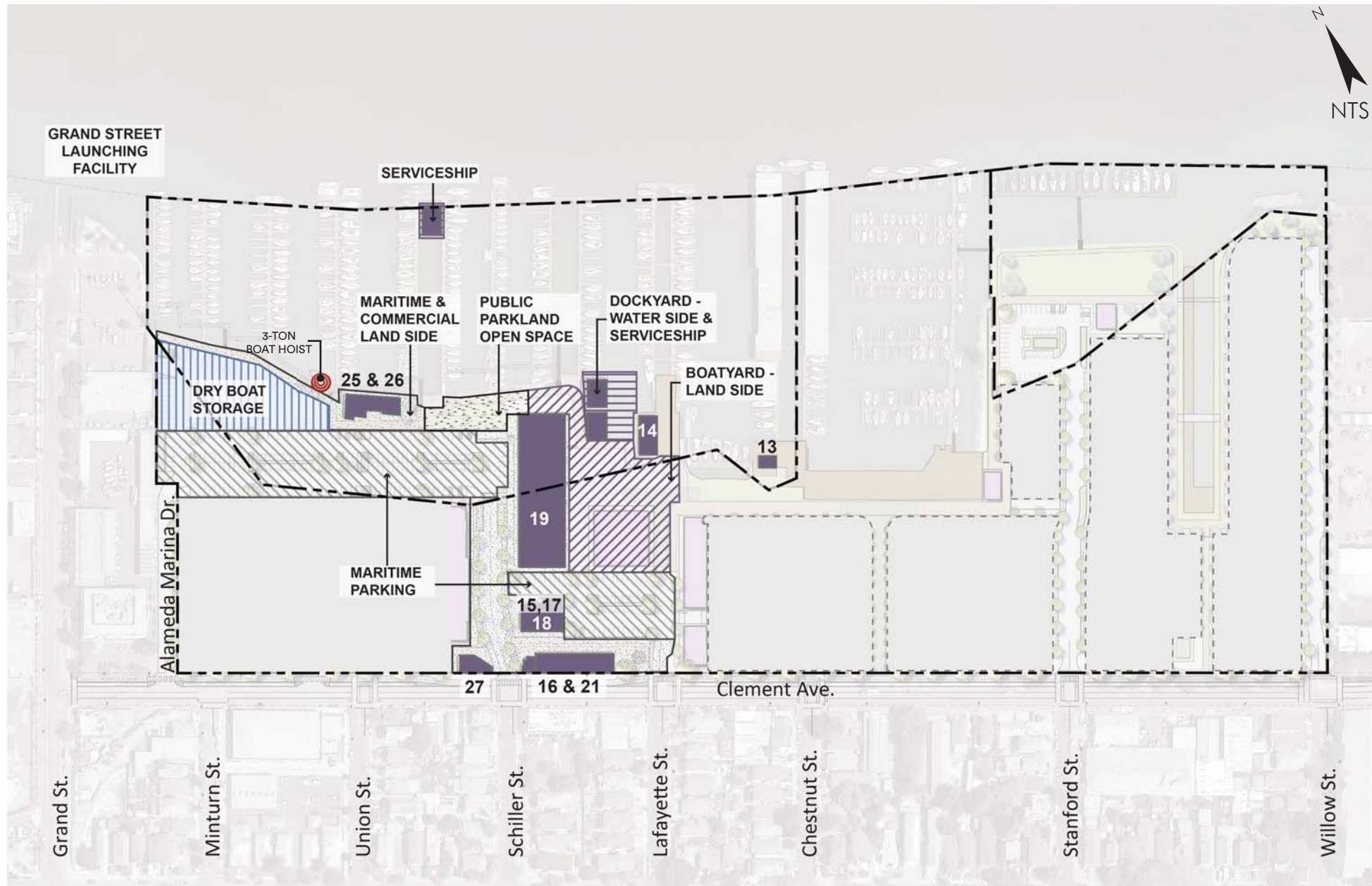


Exhibit 4.3 - Maritime and Commercial Core Phase I Diagram

4.3 Maritime and Commercial Core Phasing Plan

The maritime and commercial core may be constructed and occupied in phases. These phases are anticipated to occur as illustrated in Exhibits 4.3 and 4.4. The Alameda Marina Master Plan is to provide a space for businesses to provide services for the recreational boaters of Alameda and the greater Bay Area. The area that could be used for haul-outs and repairs is roughly comparable to San Francisco Boatworks and the Berkeley Marine Center. In addition, the space can be greatly extended with the use of Serviceships.

Phase I:	
Bldg 13	585 gsf
Bldg 14	3,500 gsf
Bldg 15, 17, 18	3,585 gsf
Bldg 19	59,800 gsf
Bldg 16, 21	8,306 gsf
Bldg 25, 26	3,475 gsf
Bldg 27	2,471 gsf
Serviceships (3)	5,700 gsf

SUBTOTAL: 87,422 gsf

	Dry Boat Storage:	37,600 gsf	0.86 ac
	Dockyard - Water Side: (includes serviceship footprint sf)	13,500 gsf	0.31 ac
	Boatyard - Land Side: (includes building C footprint sf)	55,100 gsf	1.26 ac
	Maritime and Commercial Land Side: (includes Buildings 15,17 and 18; 16 & 21; 25 & 26; 27; 19 footprint sf)	98,900 gsf	2.27 ac
	Maritime and Commercial Parking:	105,800 gsf	2.43 ac
	Public Parkland Open Space	9,760 gsf	0.22 ac

Phase II:	
Bldg A	7,890 gsf
Bldg B	7,560 gsf
Bldg C	20,000 gsf
Bldg D	1,500 gsf
Bldg E	1,500 gsf

SUBTOTAL: 38,450 gsf

TOTAL PHASE I & PHASE II BUILDING GSF: 125,872 gsf

TOTAL PHASE I & PHASE II BUILDING GSF + BOATYARD LANDSIDE 180,972 gsf

Future Market Driven Opportunity Site	
Maritime, Commercial	+/- 124,000 gsf
(Requires Structured Parking)	2.98 ac

TOTAL +/- 250,000 gsf 5.73 ac

 Waterlife Park	25,000 gsf	0.57 ac
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 Maritime Parking and Access: (includes Building D footprint sf)	28,300 gsf	0.65 ac
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Exhibit 4.4 - Maritime and Commercial Core Phase II and Future Diagram



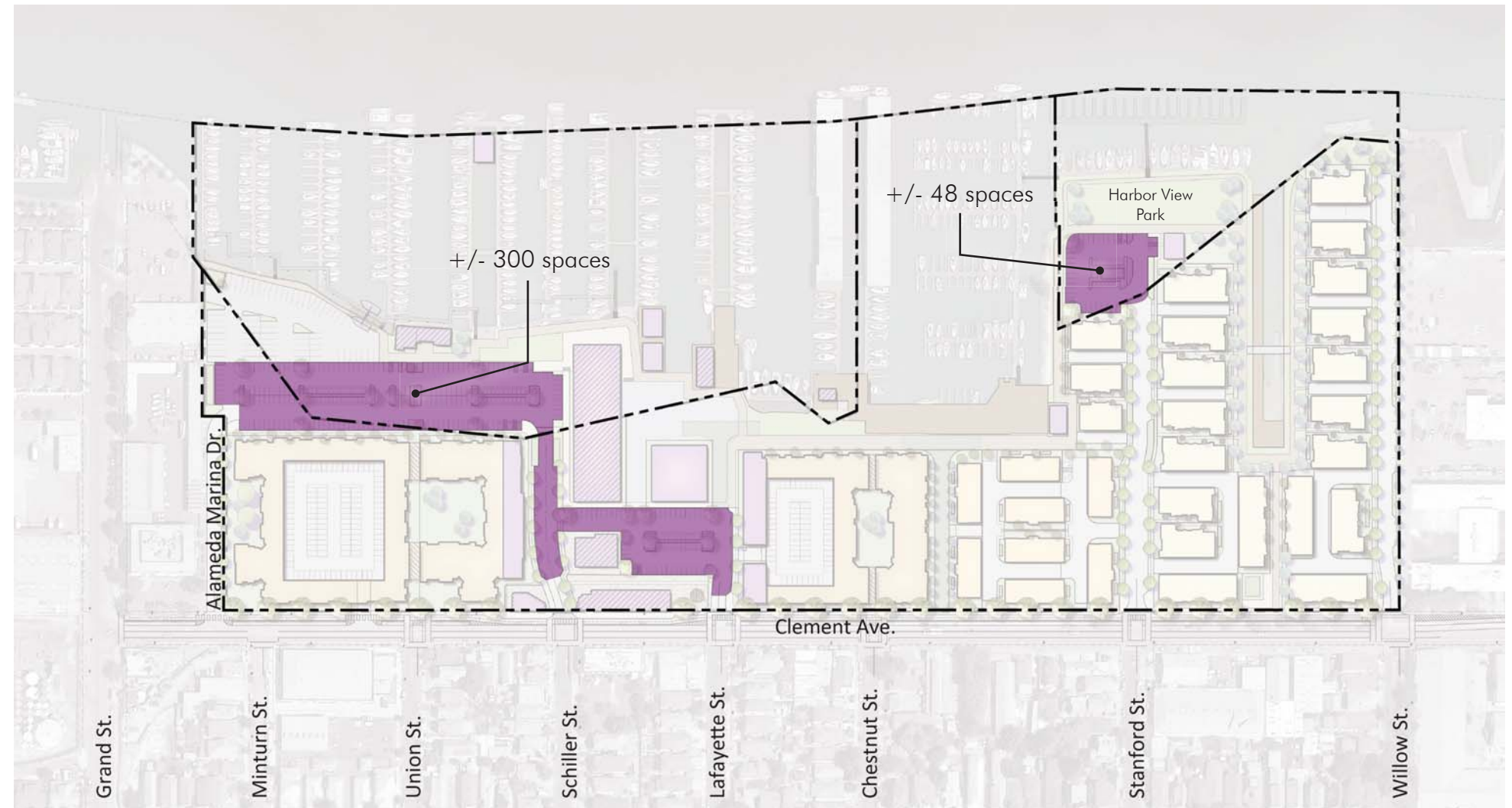
Exhibit 4.5 - Conceptual Rendering of Phase I in the Maritime and Commercial Core Dockyard and Boatyard

4.4 Dry Boat Storage

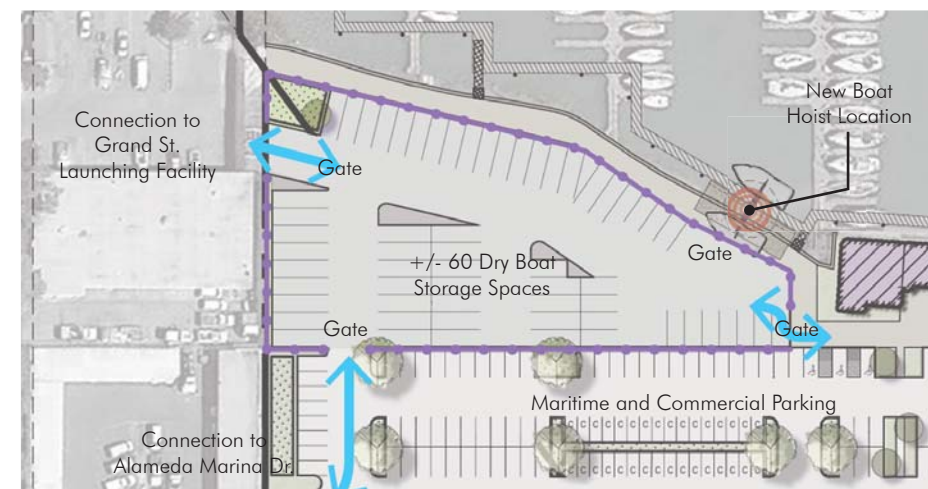
The proposed dry boat parking space has been relocated to the northwestern portion of the site. The +/- 60 storage spaces will be adjacent to a new 3 ton boat hoist and be enclosed. Access to the storage is through the gated maritime commercial parking area and gated Grand Street boat launch facility. The current dry boat storage holds 720 spaces, of which 165 are sailboats. Of those sailboats only 29.7% (49) are registered and insured. This new dry boat storage will be for sailboats and powerboats and it is anticipated that the +/- 60 spaces will serve the market of registered and insured boats. The storage space dimensions are flexible and can be re-striped and changed over time depending on demand. In addition the number of dry boat storage spaces can be expanded through the use of in-slip floating dry docks located in the 530 slip marina.

4.5 Maritime and Commercial Parking

Approximately 348 parking spaces shall be provided for the maritime and commercial core. Per the Alameda Municipal Code 50% of these spaces could be designated as compact spaces. 300 of those spaces will be located in the central commercial core and the other 48 spaces will be located adjacent to Harbor View Park, some portion of which will be dedicated for public access as required by BCDC. All on-site, surface parking spaces in the maritime and commercial core zone shall be shared among the onsite uses and available for public use in support of the TDM plan. Shared parking will reduce the parking requirement such that users can take advantage of different peak periods for commercial core and waterfront uses, while minimizing the amount of waterfront land dedicated to parking. There shall be no residential parking within the approximate 348 spaces as residential parking shall be self-contained within the residential zone. Parking is discussed further in Chapter 6 Section 6: Parking.



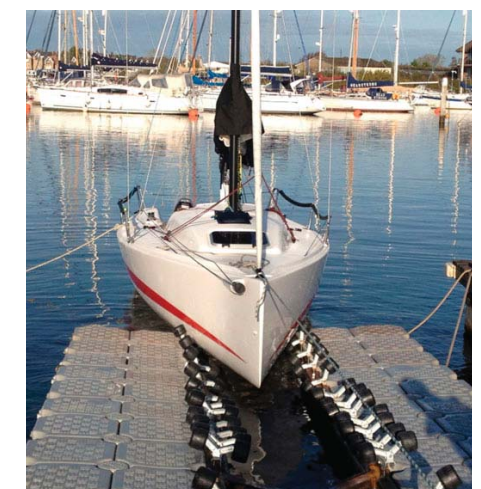
Maritime and Commercial Parking Location



Dry Boat Storage Location



Example Imagery of Boat Hoist



In-Slip Floating Dry Dock Example

5.1 Introduction

The project site is currently served by existing infrastructure within Clement Avenue along the project frontage. There is also a network of existing private utility systems within the project site that extend service to the various buildings, uses and the Marina. These private on-site systems are currently operable, however, they are aged, deteriorated, require frequent repair and are at the end of their design life. Additionally, the existing on-site infrastructure does not provide long term protection from climate change and sea level rise and is not capable of supporting the long term viability of the private or public tidelands property.

Accordingly, the Master Plan proposes replacing the existing on-site infrastructure with new systems. Proposed utility systems will include flood and sea level rise protection measures, stormwater quality, wastewater, potable water, electrical, natural gas and telecommunications. The proposed systems will connect to existing public infrastructure within Clement Avenue and the surrounding areas, which have adequate capacity to support the Master Plan land uses.

The marina (water side) infrastructure will be renovated as part of the on-going maintenance and up-keep of the marina slips. The approach for the marina infrastructure is further discussed at the end of this Section in 5.7 Dredging and Dock Renovations.

5.2 Flood and Sea Level Rise Protection

The existing topography of the project site is gently sloping up from west to east with elevations ranging from 3 to 9, City of Alameda Datum. The majority of the project site is not located in the current 100-year floodplain as established by FEMA. Only the low lying shoreline areas in the northwest corner and a small portion in the north central area of the project site, where existing ground is below elevation 4, is within the existing 100-year floodplain.

The Master Plan includes improvements to the shoreline within the project site to provide long term flood protection for the project site and new public access along the waterfront. The shoreline will be reconstructed to achieve an elevation that provides built-in sea level rise protection for the waterfront and the project site. The majority of shoreline will be reconstructed as a revetment, sloped with rip-rap. Certain shoreline areas adjacent to existing buildings to be preserved or other site constraints will require the installation of a new seawall / bulkhead.

Proposed elevations of the public access areas and proposed building foundations will be established to provide built-in protection against a minimum of 36-inches of sea level rise. Shoreline design will also accommodate future adaptive measures for potential future sea level rise in excess of 36-inches. Adequate land and right of way shall be preserved along the shoreline to accommodate further elevated shorelines and / or floodwalls in the future should it be necessary to further manage and adapt to sea level rise.

5.3 Stormwater

Stormwater runoff from Alameda Marina currently discharges to the Oakland Estuary via a variety of outfalls along the project shoreline. The existing stormwater collection system includes a network of inlets and pipelines throughout the project site. The portion of the existing on-site system near the intersection of Clement Avenue and Chestnut Street also conveys runoff from Clement Avenue and surrounding off-site areas to the south of the project site.

A new stormwater management system will be constructed within the project site to bring it up to date. This system will include new inlets and pipelines of appropriate size to convey the site runoff and any additional runoff from off-site areas. These facilities will be installed within the proposed network of streets. The proposed system will include new outfall structures to the Oakland Estuary.

Additionally the new stormwater management system will include water quality treatment measures that will improve the quality of stormwater runoff from the site prior to discharge to the surrounding waters. The water quality measures will be integrated into the project design and be consistent with stormwater regulations. Stormwater treatment measures that will be implemented throughout the project site will include bio-filtration planters, bio-filtration basins, infiltration areas, permeable paving, localized rainwater harvesting, where feasible, and other treatment measures as approved by the City of Alameda. The proposed stormwater system will also include trash capture devices as required by stormwater regulations. All storm water treatment facilities required for the private residential development land shall occur on the private residential land and shall not be located in any of the planned parks, open spaces or public right of ways.

5.4 Wastewater

Wastewater generated from Alameda Marina is currently collected by an existing network of private pipelines and pumps within the project site. The existing private system conveys the project site wastewater and connects to the existing East Bay Municipal Utility District (EBMUD) Interceptor 48-inch diameter trunk main located in Clement Avenue at multiple locations along the project frontage.

A new wastewater collection system will be constructed within the project site under the Master Plan. The new collection system will include pipelines, likely ranging in size from 6 to 8-inches in diameter, which will be installed throughout the proposed street network within the project site. The system will provide new connections to existing buildings to be preserved, proposed new buildings and the Marina uses. The proposed system will connect to the City of Alameda Sewer System which conveys flow to the EBMUD Interceptor.

5.5 Potable Water

EBMUD supplies potable water service to the project site via their existing 8-inch diameter pipeline located within Clement Avenue. Existing private water pipelines extend from connections to the existing EBMUD pipeline and extend throughout the project site providing domestic and fire water to the various buildings and uses.

Development under the Master Plan will require construction of a new potable water distribution system within the project site. The new distribution system will include a network of 8-inch diameter pipelines located within the proposed street network. This system will connect to the existing EBMUD pipeline within Clement Avenue and will provide domestic and fire water supply to the various buildings and uses within the project site.

5.6 Dry Utilities

Electric

Electrical service is provided to the project site by Alameda Municipal Power (AMP). AMP owns the existing transmission and distribution electrical facilities located on Clement Avenue along the project frontage, which will provide electrical supply to the project site. The existing overhead electrical transmission facilities (115 kV) along the project frontage will be preserved.

Additionally, AMP owns and maintains the electrical supply to Coast Guard Island, which bisects the project site. This facility will be relocated through the development area, from the existing facilities on Clement Avenue to the existing switch structure near the shoreline. The relocated electric supply to Coast Guard Island will be positioned in the proposed street and open space network. The costs associated with the relocation of this existing facility will be shared 50/50 with AMP, consistent with the existing easement agreements. The remainder of the facility, north of the switch, through the Marina and across the Estuary to Coast Guard Island, will remain in place.

As part of the infrastructure improvements, a new joint trench system will be constructed that will connect to the existing electrical supply in Clement Avenue and extend electrical facilities throughout the project site. The joint trench will include new facilities for all dry utility systems.

Natural Gas

Alameda Marina's natural gas is supplied by Pacific Gas & Electric (PG&E). PG&E owns and maintains existing gas distribution facilities within Clement Avenue.

Development under the Master Plan will require the construction of a new joint trench system that will connect to the existing natural gas supply in Clement Avenue and extend throughout the project site.

Telecommunications

Telecommunications service is provided to the project site by AT&T and Comcast. A new joint trench system will be constructed throughout the project site that connects to the existing telecommunications facilities in Clement Avenue.

5.7 Dredging and Dock Renovations

Redevelopment of the marina will require upgrades to existing docks, gangways, and pilings, as well as maintenance dredging. The marina will be dredged over time to accommodate current and projected use of the slips, likely to a depth of -10 Mean Lower Low Water (MLLW).

Docks in Alameda Marina will remain largely in their same configuration. Upgrades to gangways and security gates to provide increased security and to comply with ADA access requirements will be implemented. The headwalk along the nearshore waterfront will be made into a continuous floating path, eliminating some of the current gaps in this floating walkway. Replacement of dilapidated floats and pilings will likely be required in various areas throughout the marina. A long-dock will be installed in the graving dock to provide new recreational access to the site for kayak launching, stand-up-paddle board use, and other recreational uses. A new, upgraded boat hoist system will also be installed in the northwest portion of the site adjacent to the dry boat storage area.

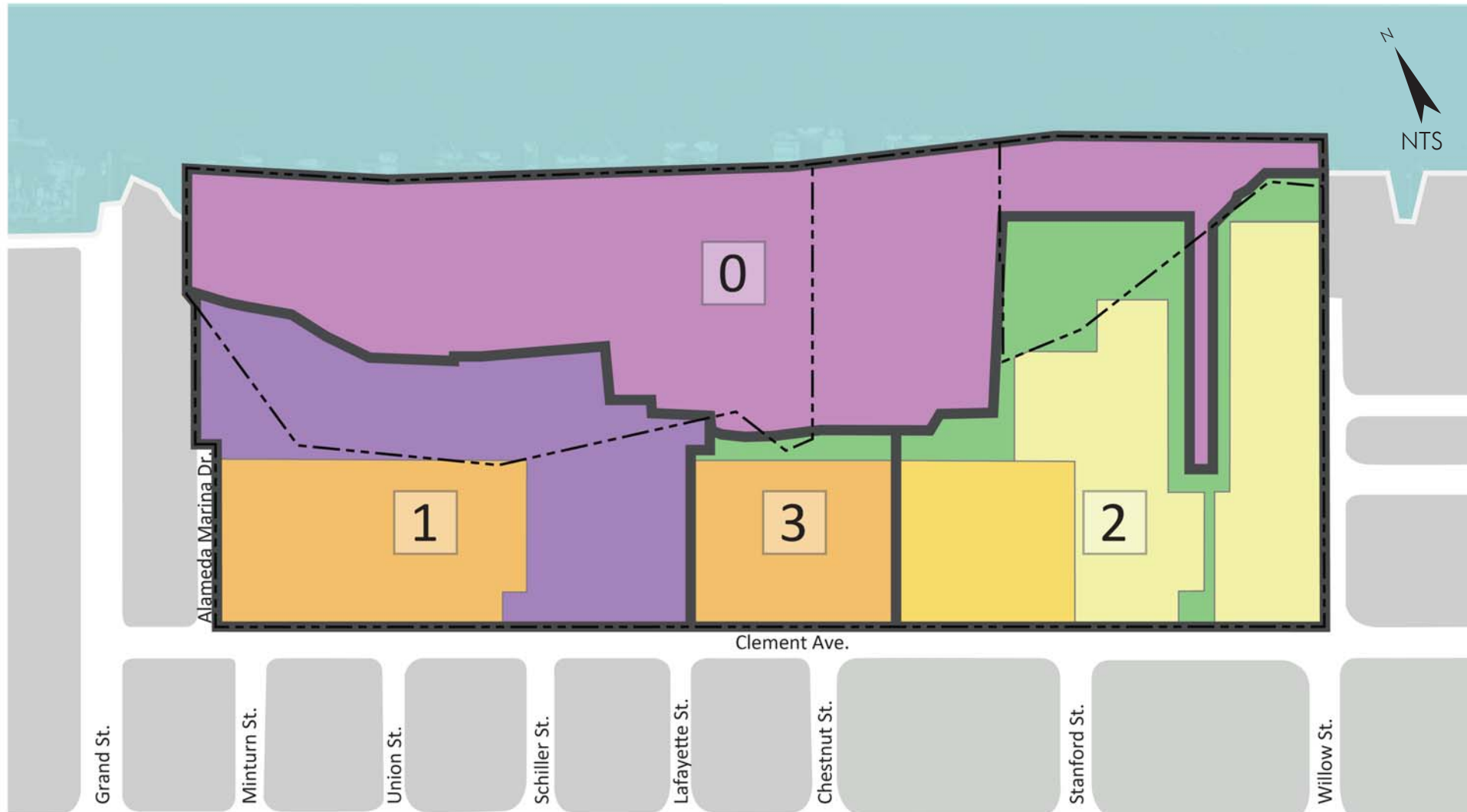


Exhibit 6.1 - Conceptual Phasing Diagram

Legend		
0	Phase 0	Marina
1	Phase 1	Maritime and Commercial Core
2	Phase 2	Multifamily Residential High Density
3	Phase 3	Multifamily Residential Medium Density
		Multifamily Residential
		Waterfront Open Space & Open Space

6.1 General Provisions

All private and public improvements within the Master Plan area shall be consistent with the requirements of this Master Plan and the Alameda Municipal Code (AMC). In the event of a conflict between the provisions of this Master Plan and the AMC, the provisions of this Master Plan shall govern.

6.2 Subsequent Approvals and Preliminary Development Schedule

The project may be constructed and occupied in phases. The anticipated phasing is four phases as shown in the phasing diagram and is as follows:

- » Phase 0: This phase runs in parallel to Phases 1, 2, and 3 and covers the shoreline infrastructure and sea level rise protection improvements and upgrades for the marina.
- » Phase 1: Maritime and Commercial Core, Multifamily Residential High Density, and Waterfront Open Space, including adjacent Phase 0 improvements, covering the approximate area between Minturn Street and Lafayette Street.
- » Phase 2: Multifamily Residential, Multifamily Residential Medium Density, Waterfront Open Space, and Open Space, including adjacent Phase 0 improvements, covering the approximate area between Chestnut Street and Willow Street.
- » Phase 3: Multifamily Residential High Density, Waterfront Open Space, and Open Space, including adjacent Phase 0 improvements, covering the approximate area between Lafayette Street and Chestnut Street.

Each phase shall include at minimum, the adjacent shoreline improvements and adjacent Clement Avenue improvements. Phase 0 only includes improvements to floating docks and slips

Infrastructure Improvements

Shoreline and land side infrastructure improvements will occur in each phase. To ensure that the shoreline infrastructure improvements occur on a timely basis concurrent with the adjacent land side infrastructure and development, the approved Tentative Map and Site Improvement Plan will contain conditions prohibiting the issuance of a building permit for the first building in the next phase until the shoreline infrastructure located in the prior phase has been completed based on PSI's approved plans for the infrastructure work. For example, before the City issues the first building permit for any building in Phase 2, the shoreline infrastructure in Phase 1 must be completed, and before the City issues the first building permit for any building in Phase 3, the shoreline infrastructure in Phase 2 must be completed. The anticipated phasing may have sub-phases and may need to be adjusted due to economic conditions, public infrastructure improvements, or land acquisition timing.

Adjustments to Phasing

The City and PSI may mutually agree to adjust the phasing, so long as the phasing requirements and approvals in this Master Plan are adhered to, as described below. Though projections are subject to changing market conditions, it is anticipated that, upon receipt of all land use approvals, including approval of this Master Plan, the project team will prepare site improvements plans and perform site improvements in 2018 and 2019, including further improvements to the shoreline, with first residential occupancies beginning possibly as early as 2020 or 2021.

Phasing Approvals and Requirements

Prior to the issuance of a building permit for construction of the first phase, Phase I, the applicant shall prepare and submit the following documents and applications for Planning Board review and approval:

- » The site wide Transportation Demand Management Plan.
- » The site wide Affordable Housing Plan.

- » The Development Plan for the first phase. The application submittals shall include the materials required by AMC 30-4.20 MX Zoning District and AMC 30-4.13 Planned Development, or any successor provisions.
- » Design Review application for the first phase consistent with the requirements of AMC 30-36 and 30-37 Design Review, or any successor provisions.

Prior to issuance of Building Permits for Phase 1, the applicant shall submit an application for a Certificate of Approval from the Historical Advisory Board for any building in Phase I that is a contributing building to the Alameda Marina Historic District and is slated for demolition consistent with AMC 30-21, or any successor provision.

Prior to issuance of the first building permit for the first phase, the Community Development Director and Public Works Director shall review and approve a site wide Tentative Map and Site Improvement Plan that includes a storm water improvement plan, a wastewater assessment and improvement plan, a master grading plan, master on-site public space improvement plan, and a master on-site power plan, a Tidelands shoreline improvement and related dredging plan, a Tidelands facilities improvement plan, and a Clement Avenue improvement plan.

The phasing may be adjusted based on mutual agreement due to economic conditions, public infrastructure improvements, or land acquisition timing, provided:

- » Each phase shall be consistent with the requirements of this Master Plan.
- » All required public access and site wide infrastructure improvements shall be completed with completion of each phase, consistent with the site wide infrastructure and open space plans.

- » Open space parcels, public open space or waterfront public access will be improved concurrently with completion of the residential or commercial areas immediately inland of them.
- » Each phase of the development shall be responsible for ensuring compliance with Federal, State and Regional standards and permits.
- » All phase submittals must include:
 - o A massing and land use plan for all the remaining subareas to illustrate how the remaining subareas can be developed consistent with the General Plan and Master Plan design and development standards. The Planning Board retains full discretion to approve or deny a Development Plan or Design Review application if it determines that the massing and land use plan for the remaining subareas is not consistent with the General Plan and Master Plan development and design standards.
 - o An updated site-wide phasing plan.
 - o Reconciliation of maximum unit counts for the Residential component as it relates to the entirety of the site build out.
 - o Reconciliation of maximum square footage for the Maritime and Commercial component as it relates to the entirety of the site build out.
 - o An explanation of how all uses are consistent with the on-site parking plan, site-wide infrastructure plan, and site-wide public access plan.
 - o Confirmation that all required public access, and site wide infrastructure improvements are completed with completion of final Residential phase.

Prior to the issuance of a building permit for construction of any subsequent phase, the applicant shall prepare and submit the following documents and applications for Planning Board review and approval:

- » The Development Plan for that phase. The application submittals shall include the materials required by AMC Section 30-4.20 MX Zoning District and AMC Section 30-4.13 Planned Development and the requirements included in this Master Plan, or any successor provisions.
- » Design Review application for that phase consistent with the requirements of AMC Section 30-36 and 30-37 Design Review, AMC Section 30-18 Universal Residential Design, and AMC 13-19 Green Building and Mitigation measures requiring LEED Silver equivalent design.
- » Any updates to the site wide Phasing Plan.
- » Alameda Municipal Power shall review each phase of the development to ensure that adequate facilities for the provision of power are provided.
- » City of Alameda Public Works Department shall review each phase of the development to ensure that adequate water, storm drain, wastewater, and transportation infrastructure are provided.
- » City of Alameda Fire Department shall review each phase of the development to ensure that adequate emergency vehicle access is provided.
- » Any proposed subdivision of the property shall be subject to AMC 30-87 Subdivision, or any successor provision.

Flexibility

This Master Plan allows a mix of uses on the site, including up to 250,000 square feet of maritime and commercial uses, up to 760 residential units, a 530 slip marina, and approximately 3.59 acres of open space. The Planning Board may approve modifications to the Master Plan as described further below, provided the modifications

are substantially consistent with the Master Plan and provided further that it can be shown that such modifications will not cause any new significant or substantially more severe environmental impacts.

Residential

The Planning Board may approve a change in the number of residential units or the mixture of housing types in a development phase provided that there is a corresponding change in the number of residential units in a later phase so that the maximum number of units developed under the Master Plan does not exceed 760 unless it can be shown that the modification will not cause any new significant or substantially more severe environmental impacts. In no event may any such modification of the number or types of residential units result in a reduction in the 103 affordable housing units required by this Master Plan.

Parking

The Planning Board may approve a reduction in any of the parking requirements established in the Master Plan upon submittal of parking studies or other documentation that demonstrate that overall parking demand for the uses in the Master Plan is less than originally contemplated in the Master Plan. The reduction of any parking requirements will help support trip reduction goals and reduction of single occupant vehicle trips.

Maritime and Commercial

This Master Plan authorizes up to 250,000 sf of maritime and commercial uses, including a working boatyard/flex space, and a 530 slip marina in the Maritime and Commercial Core subarea. The working boatyard/flex space requires the allocation of building space and/or outdoor space at Alameda Marina sufficient to accommodate a working boatyard provided such a use is economically viable and an operator is available.

If PSI demonstrates to the Planning Board that there is not adequate demand for maritime uses in the Maritime and Commercial Core subarea, which shall include dry boat storage and/or a working boatyard, the Planning Board may approve a change in the uses and/or configuration of buildings within the Maritime and Commercial Core subarea so long as the following requirements are met:

- » Any reconfiguration of new buildings will not result in the elimination of the Bay Trail through the Maritime and Commercial Core subarea, although the Bay Trail may be realigned, subject to BCDC approval.
- » Any uses that are located within the tidelands area will be consistent with the public trust.
- » Any demolition of a contributory building to the Alameda Marina Historic District shall require a Certificate of Approval from the Historical Advisory Board, and a demolition permit from the City.
- » Total area of all maritime and commercial uses located in the Maritime and Commercial Core subarea shall not exceed 250,000 sf unless it can be demonstrated that no new significant environmental impacts or substantially more severe environmental impacts would result from the additional square footage.
- » Any new construction will not interfere with or encroach upon any dedicated public access areas required by any BCDC permit.
- » Any reconfiguration of buildings or uses, or creation of new buildings, will not result in a reduction of rent to the City under the Tidelands Lease from that payable under the Tidelands Lease prior to such reconfiguration or new construction.
- » Any parking requirements for buildings and uses in the Maritime and Commercial Core subarea may be modified per "Parking" above.

Regulatory Approvals (Local, State, and Federal Agencies)

Redevelopment of Alameda Marina is anticipated to require a number of entitlements from the City, State, and Federal government, including:

City of Alameda

Project implementation requires a series of interrelated planning and regulatory approvals by the City of Alameda, such as the following:

- » Certification of the Alameda Marina Project EIR pursuant to CEQA;
- » Approval of Master Plan and Planned Development Plans;
- » Subdivision Map Approvals;
- » Approval of Design Review Permits for the design of structures, common areas, and Marina spaces;
- » Other local approvals that may be required, such as grading permits, demolition permits, encroachment permits, building permits, and lot line adjustments if the Tidelands boundaries are adjusted.

Regional and State Agencies

- » San Francisco Bay Conservation and Development Commission (BCDC) approvals will be required for Bay fill and shoreline development within 100 feet of the mean high tide line,
- » San Francisco Bay Regional Water Quality Control Board (RWQCB) required approvals will include:
 - o National Pollution Discharge Elimination System (NPDES) General Permit for storm water discharges associated with construction activity
 - o Clean Water Act Section 401 Water Quality Certification and Notice of Intent for construction activities,

- o Storm Water Pollution Prevention Plan (SWPPP) for on-site storm water management and pollution prevention, and
- o Lead agency review and oversight over remaining remediation of contaminated soils or groundwater impacting the project site, including approvals related to Remedial Action Plans, Remedial Action Completion Certifications, and No Further Action Letters.
- » California State Lands Commission (SLC) for approval of uses within the tidelands leasehold for consistency with the public trust and approval of tidelands exchange, if pursued;
- » California Department of Fish and Wildlife (CDFW): CDFW would review and comment on specific sensitive species aspects of the project if potential effects are found.

Federal Agencies

- » U.S. Army Corps of Engineers (USACE) approval of Section 404 Permit under the Federal Clean Water Act for project impacts to jurisdictional waters of the United States resulting from fill in waters of the U.S. and Section 10 of the Rivers and Harbors Act for work in the waters of the United States; for construction of storm drain outfalls or alterations to the shoreline revetment; and as lead for federal Endangered Species Act (ESA) and Essential Fish Habitat (EFH) and EFH consultations;
- » Dredged Material Management Office (DMMO)- Review of dredging; would include dredged material characterization requirements and a separate permit for dredging (separate from USACE);
- » USFWS approval involving a Section 7 Consultation/ Biological Opinion may be required under the Federal Endangered Species Act for project impacts to federally-listed special status species or their habitat.

- » NOAA Fisheries approval involving a Section 7 Consultation/ Biological Opinion may be required under the Federal Endangered Species Act for project impacts to federally-listed special status marine species or their marine habitat.
- » U.S. Coast Guard (USCG) approvals may be required under Section 10 of the Federal Rivers and Harbor Act.

Assessment District and Community Facilities District

An Assessment District or Community Facilities District may be established to fund public improvements and/or municipal services such as park, open space, street and sewer maintenance; flood and storm protection services, including the operation and maintenance of storm drainage systems, the construction and maintenance of shoreline stabilization and future sea level rise improvements; and/or transit services to the site. Any Assessment District or Community Facilities District shall be established pursuant to AMC 3-70.5.

Clement Avenue

It is anticipated that PSI, as master developer of the site, will conduct building abatement and demolition, soils remediation, cut and fill and grading, and install all necessary infrastructure upgrades for the entire site during Phase 1 of the Project. Once the new infrastructure has been connected to existing infrastructure within the Clement Avenue right of way, PSI will construct the Clement Avenue improvements adjacent to the Project site, subject to a reimbursement agreement from future owners within the site. This would occur during Phase 1.

Dredging

Any dredging required to repair or reconstruct the shoreline and seawall will be included in Phase 0 and conducted during each Phase, as necessary. Other routine dredging of select areas of the marina would be conducted after Project construction, as necessary.

Project Summary

Total MX Site Area: 27.08 acres (includes unbuildable area of submerged lands between tidelands parcels)

Total Residential Developable Site Area: 21.62 acres ¹

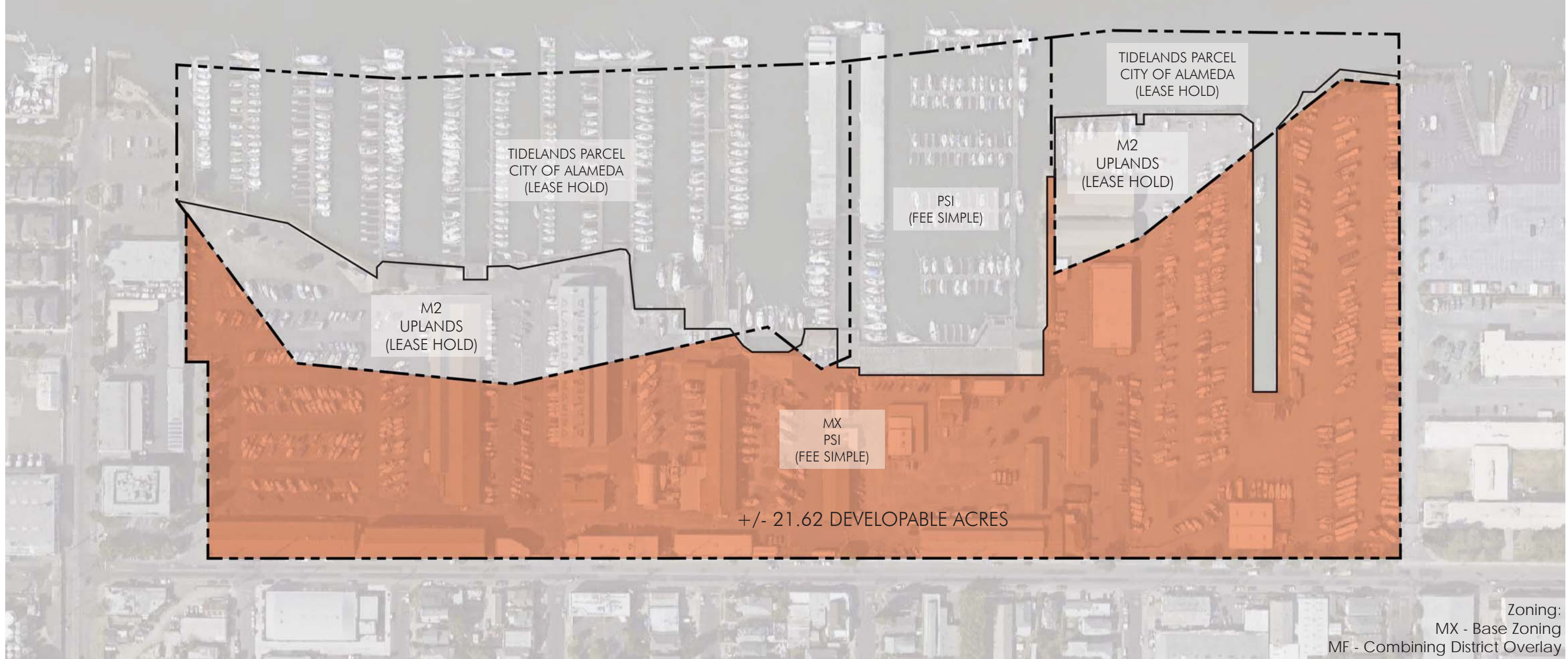


Exhibit 6.2 - MX Zone Developable Area

¹ Developable Site Area was calculated by KTG based on alta calculations provided by civil's CBG

Project Area Summary

Total MX Site Area: 27.08 acres
 (includes unbuildable area of submerged lands between tidelands parcels)

Total Residential Developable Site Area: 21.62 acres

Allowable Residential Units With Base Zoning

$$\begin{matrix} \text{Area} \\ 21.62 \text{ ac}^1 \end{matrix} \times \begin{matrix} \text{Density} \\ 30 \text{ du/ac} \end{matrix} = \begin{matrix} \text{Units} \\ 649 \text{ units} \end{matrix}$$

Allowable Residential Units With Density Bonus Application (5% Very Low Income)

Base Units 649 units	Density Bonus 20%	Allowable Units 779 units
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Inclusionary Housing Requirement

Very Low Income -	5% = 32 units
Low Income -	4% = 26 units
Moderate Income -	7% = 45 units
Total-	103 affordable units

Proposed Development

Total Units: 760 units
 (103 affordable units)

Table 6.1 Density Bonus Application

Zoning	Description
Section 30-4.20 MX Mixed-Use Planned Development District	The purpose of the Mixed-Use District is to encourage the development of a compatible mixture of land uses.
Section 30-4.23 MF Multi-Family Residential Combining Zone	Allows for Multi-Family residential with a maximum permitted residential density of thirty (30) dwelling units per acre.
Section 30-16 Inclusionary Housing Requirement	Very Low Income* - 4% Low Income** - 4% Moderate Income*** - 7%
Section 30-17 Density Bonus Ordinance	Very Low Income percentage was increase to 5% from 4%. According to the Alameda Municipal Code, Alameda Marina is eligible for a 20% density bonus.

* Very Low Income - a household whose annual income does not exceed the qualifying limits set for "very low income households" in Section 50105 of the California Health and Safety Code

** Low Income - a household whose annual income does not exceed the qualifying limits set for "lower income households in Section 50079.5 of the California Health and Safety Code

*** Moderate Income - a household whose annual income does not exceed the qualifying limits set for "persons and families of low or moderate income" in Section 50093 of the California Health & Safety Code

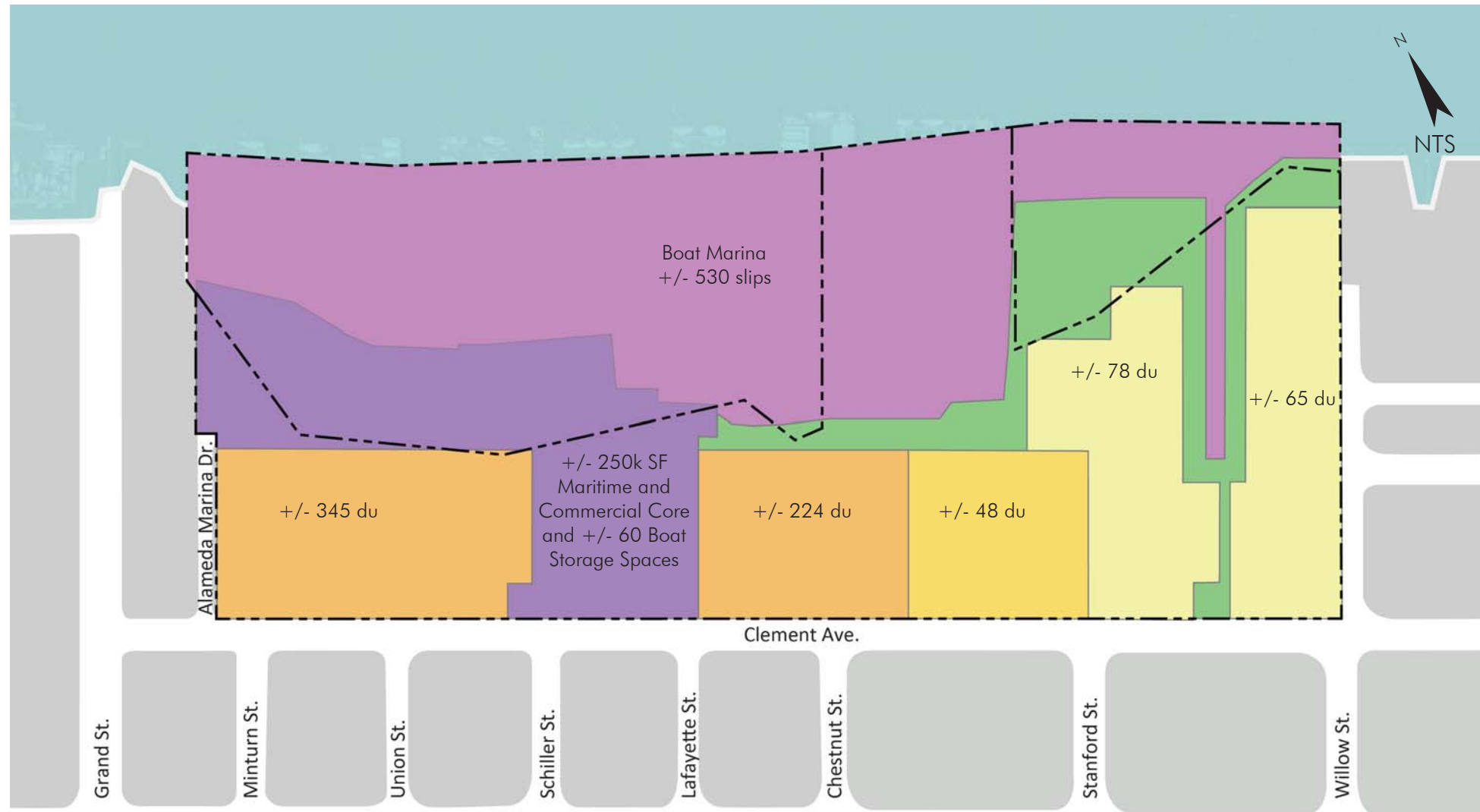


Exhibit 6.3 - Land Uses

Legend

- Marina
- Maritime and Commercial Core
- Multifamily Residential High Density
- Multifamily Residential Medium Density
- Multifamily Residential
- Waterfront Open Space & Open Space

6.3 LAND USES BY SUBDISTRICT

Land Use Diagram

The land use plan for Alameda Marina consists of a mix of uses that includes maritime and commercial, marina, office commercial, retail, residential and open space. These land uses are defined in the next section with other uses and illustrated in a conceptual land use diagram on this page. Proposed uses are intended to allow for a transition between maritime and commercial core and residential areas to minimize conflicts between uses that typically result from issues such as noise, light and pollutants.

The term Public Tideland shall mean that certain portion of the Alameda Marina site governed by the Tideland Lease consisting of public trust tidelands conveyed by the State of California to the City of Alameda, subject to certain public trust use restrictions, pursuant to Chapter 348 of the Statutes of 1913, as amended.

The Master Plan calls for +/- 250,000 sf in the maritime and commercial core which is comprised of maritime, maker, small offices, and retail uses. This portion of the site, in addition to the +/- 530 slip marina will be equivalent to approximately 60% of the entire Alameda Marina. There is also an extension of the bay trail that runs along the shoreline as well as various open spaces that include land side public parkland and the water open space of the marina totaling +/- 20.69 acres. The plan also provides +/- 60 dry boat storage spaces, which will be separated from the general surface car parking lot which totals +/- 348 spaces. Along with the maritime and commercial core, the plan designates +/- 760 dwelling units consisting of wrap buildings, stacked flats, and townhomes distributed across the site.

Permitted and conditionally permitted uses are specified in Table 6.2

Maritime and Commercial Core

The primary focus in this core are maritime-related and commercial uses with representative permitted and conditionally permitted uses specified in Table 6.2. The core concentrates uses to create adjacencies between compatible uses and forms a contiguous zone that can accommodate uses with a variety of space requirements. Flexibility is built into the layout of the maritime and commercial core and the uses allowed to make the core responsive to market demand.

The Dockyard

The Master Plan creates a space for a new dockyard and boatyard at the Alameda Marina. The new dockyard allows for a new, higher utilization boat repair facility. The modern dockyard and boatyard will be located both on the land as well as in the water, with the use of ServiceShips. The direct access to the water will allow craftsman to service boats quickly, with higher throughput while at the same time requiring half the traditional laydown space. The innovation of providing ServiceShips on the water enables traditionally underserved services like engine installation and service, marine electronics, canvas, fiberglass, rigging, and mechanical services. The future boatyard and dockyard operator will have the ability for traditional laydown space for the servicing of boats on land through the use of deep water and the repair of the existing travel lift rails. This “incubator” structure provides opportunities for co-op arrangements, apprenticeship programs, and synergy between the various providers. The result is a dynamic, innovative facility providing higher levels of waterfront employment and better service for the modern boater.

Residential

Residential land uses abut the maritime and commercial core, extending along Clement Avenue and flank the graving dock. Allowable unit counts are outlined in Exhibit 6.3. Higher densities are located adjacent to the maritime and commercial core with lower



Conceptual Rendering of Dockyard and Boatyard at Alameda Marina in Phase I

densities specified for the residential areas of the more eastern end of the site representative.

Residential Buffer Zone

The residential buffer zone is located within the residential zone adjacent to the central maritime and commercial core of Alameda Marina. This buffer zone locates retail and service uses as a transition between commercial and residential areas. Where shown in Exhibit 6.4 the buffer zone is limited to the first 50' of depth of residential zone and have a minimum height of 20' or two stories, whichever is greater.

Adaptive Plan

In the event that sea level rise exceeds the currently anticipated amount of 36", an adaptive management design strategy will be implemented along the shoreline perimeter of the Alameda Marina site. Future adaptive measures to allow for adjustments to the perimeter of the project site flood protection will only be implemented if future sea level rise exceeds the projected amount assumed in the original design, and will be designed to be implemented without requiring fill to be placed within the Bay. The project will include an assessment district, which will be required of the subdivision map, which shall establish a funding mechanism for the adaptive plan.

6.4 SUBDISTRICT DEVELOPMENT REQUIREMENTS

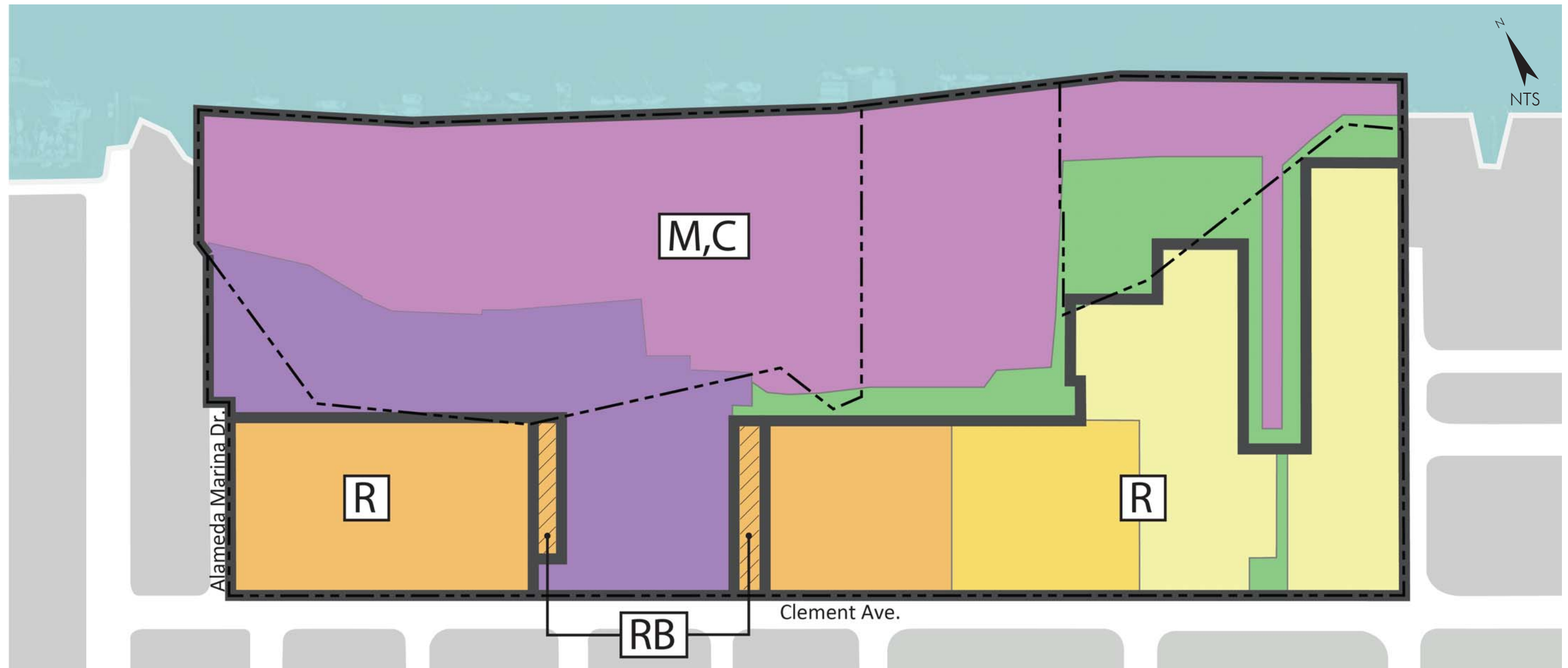


Exhibit 6.4 - Conceptual Land Uses & Sub Area Map

Legend

- M,C Maritime and Commercial
- R Residential
- RB Residential Buffer

- Marina
- Maritime and Commercial Core
- Multifamily Residential High Density
- Multifamily Residential Medium Density
- Multifamily Residential
- Waterfront Open Space & Open Space

Table 6.2 Representative Permitted and Conditionally Permitted Uses by Sub-District*

Residential, Open Space, Lodging

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Community Care Facility	X	C	X
Dwelling Units	X	P	P (above ground floor)
Dwelling, Multi-Family	X	P	P (above ground floor)
Bed and Breakfast	P	C	C
Hotels and Motels	P	X	X
Parks / Playgrounds	P	P	X
Houseboat and Live Aboard	P	X	X
Family Day Care, Home	X	P	X
Family Day Care, Large or Small	X	C	X
Shared Living	X	P	X
Senior Housing	X	P	X
Community Garden	C	P	X
Home Occupation	X	P	X

Commercial Uses

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Art Gallery	P	C	P
Conference Center	C	X	C
Day Spa or Nail Salon	C	C	P
Work / Live ¹	X	C	P
General Retail	P	X	P
Aquariums, Museums, Botanical, Zoological, Garden and Cultural Centers	C	C	P
Convenience Store / Grocery Store	C	X	C
Commercial Recreation	P	P	C
Offices, Business and Professional	P	C	P
Government Facilities and offices	P	X	P
Parking Lot	P	C	X
Bars / Taverns	C	X	C

1. Work Live units shall be subject to AMC 30-15, except that work live units may be allowed in new construction

P= Permitted Use
C= Conditional Use Permit
X= Prohibited

* Any use within the Maritime and Commercial Core subarea that is subject to the Tidelands Lease shall be consistent with the public trust

* Residential units above the 20' high buffer zone shall be subject to the Design Standards in Chapter 6.5 for residential design

Commercial Uses (cont.)

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Restaurant	P	C	P
Miscellaneous Repair Services	P	X	C
Large Format Retail	C	X	X
Specialty Trade Contractors and Businesses	P	X	X
Commercial Operations beginning before 5am or extending past Midnight	C	X	C

Maritime Commercial

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Artist's Studio	P	C	P
Artist Studio Industrial	C	X	C
Maritime Workplace	P	X	C
Dry Boat Storage	P	X	X
Bait Shops / Fish Market	P	X	X
Sail Makers	P	X	X
Ship Chandlers	P	X	X
Boat / Yacht Club Facilities	P	X	X

Maritime Commercial (cont.)

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Marine Supply Stores	P	X	X
Commercial Marina	P	X	X
Commercial Fishing	P	X	X
Boat Dealers and Supply Stores	P	X	X
Boat Sales and Service, Fuel Sales	P	X	X
Garage, Commercial	C	X	X
Industrial, Light	P	X	C
Industrial, Heavy	C	X	X
Ship and Boat Building and Repairing	P	X	X

Other

Permitted Uses	Sub Area M,C	Sub Area R	Sub Area RB
Utilities, Small	P	P	P
Outdoor Activities Associated with a Permitted Use	P	C	P
Similar Uses Permitted by Planning Board	C	C	C

P= Permitted Use
C= Conditional Use Permit
X= Prohibited

6.5 Development Standards

Residential Development

A maximum of 760 residential units may be constructed within the Master Plan Residential sub-districts. No residential units may be constructed in the Maritime and Commercial sub-district. Exhibit 6.3 illustrates the allowable unit count that can be built in each sub-district.

Non-Residential Development

A maximum of 250,000 square feet of maritime and commercial floor area may be constructed within the Master Plan area.

Building Setback

For each sub-district, all new construction shall be setback according to the following standards:

- » Clement Avenue Setbacks: All new construction fronting onto Clement Avenue shall provide a minimum 12 feet setback from the public right of way property line.
- » Internal Street Setback: All new construction fronting onto an internal automobile travel way shown on Exhibit 6.5 shall provide a minimum 8 foot setback from the public right of way or public access easement area.
- » Internal Park Setback: All new construction fronting onto an internal park or open space facility shown on Exhibit 6.5 shall provide a 10 foot setback from the edge of the open space.

Building Heights

All new construction shall have a maximum height of 45 feet to 65 feet, as height is defined in Chapter 30-2 of the Alameda Municipal Code, as shown on Exhibit 6.6.

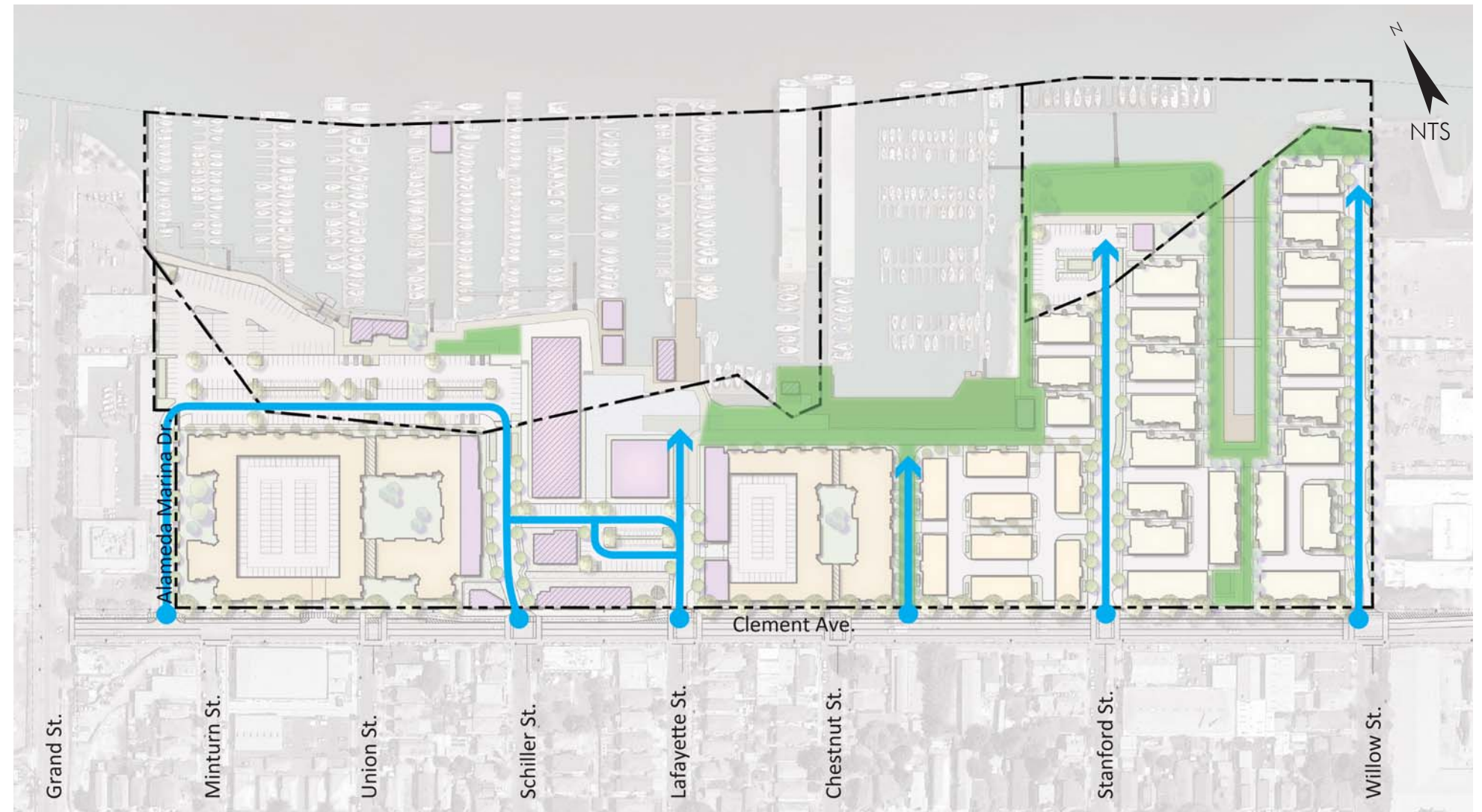


Exhibit 6.5 - Internal Streets and Open Space Facility Diagram

Legend

- █ Internal Park or Open Space
- ← Internal Streets



Exhibit 6.6 - Allowable Building Height Diagram



Exhibit 6.6 - Residential Buffer Unit Locations

Legend

 Residential Buffer Units

Residential Buffer Development Standards

All residential units constructed above the buffer zone shall comply with the following development and design standards:

- » Each tenant renting or leasing a unit above the buffer zone shall be provided with a disclosure pamphlet informing the tenant that they are renting or leasing a unit that may be impacted by noise, odors, or visual disturbances associated with an active marina and dockyard.
- » All windows facing the Maritime Commercial District shall meet a noise attenuation standard necessary to accommodate a residential unit adjacent to a major regional arterial.
- » All units facing the Maritime Commercial District shall include mechanical heating and air conditioning to allow residents to keep their windows closed in the event of work being conducted in the adjacent Dock yard.

6.6 Parking

The Master Plan shall implement the following parking requirements and programs:

- » All parking for uses on the Alameda Marina site shall be accommodated on site.
- » Parking lots shall not be located or designed in a manner that would deter access to the waterfront or reduce the quality of the waterfront experience.
- » All on-site, surface parking spaces shall be shared among the on-site uses and made available for public use in support of the Transportation Demand Management (TDM) program.
- » Dry Boat storage parking shall be leased.
- » Private parking areas, garages, and driveway areas associated with townhomes are exempted from the shared parking requirement.
- » Parking shall be allowed in designated areas on all internal streets. Provisions will be made to ensure that all on-site,

surface parking spaces are shared and available for public use.

- » Up to 50% of spaces in shared parking lots and structures may be compact spaces.
- » Parking for the disabled shall be provided consistent with the California Building Code.

Residential Parking

Each residential building with parking contained within a common shared structure shall provide a maximum of 1.5 spaces for each unit in the building. Townhomes are exempt from the Residential Parking provisions of this section and may be constructed with an enclosed garage that holds a maximum of 2 cars, which will not be managed by the Parking Owner Operator (PO).

Unbundled Parking

In order to reduce traffic trips and parking demand, unbundled parking will be implemented in all residential buildings with structured parking (i.e., townhomes would be exempt) within the Master Plan area consistent with the following regulations, guidelines, and exceptions.

The on-site parking shall be managed by one or more PO's. Residents wishing to have private use of a parking space may lease one or more spaces from the PO; such cost will be independent of the cost or rental rate of the unit. Parking spaces will not be sold with a unit or permanently assigned to a particular unit. The PO shall lease the parking spaces to individual users pursuant to the following guidelines:

- » Monthly lease rates will be at market rate, and may be adjusted by the PO as market conditions change.
- » The PO shall maintain the on-site parking pool to ensure that all on-site users have fair access to the available parking.

- » If the available on-site parking is 100% utilized, the PO shall maintain a waiting list of residents or commercial tenants who wish to lease spaces.
- » The PO may offer spaces for lease to non-residents or non-tenants of the Master Plan, with the provision that such spaces must be vacated on 30 days' notice if needed for tenants or residents or car share spaces of the Master Plan.

Tenants of affordable residential units shall have an equal opportunity to rent a parking space on the same terms and conditions as offered to the potential buyers and renters of market rate units, at a price proportional to the rental price of their units as compared to comparable market rate units. In the event that 100% of the units in a building are affordable to very low and low-income households and the financing of the building depends upon Low Income Housing Tax Credits, to the extent the Tax Credit financing prohibits unbundling of the parking, the Planning Board may grant an exception to the unbundled parking regulations contained in this Master Plan.

Non-Residential Parking

Approximately 348 public parking spaces shall be provided, managed and marked for use by marina patrons, maritime and commercial patrons, and open space users. A portion of the spaces adjacent to Harbor View Park will be dedicated for public access as required by BCDC. Upon review of the TDM program, the Planning Board may decrease the number of parking spaces required for a particular phase of the site development at the time of Development Plan approval.

Shared Parking

Mixed-use development creates opportunities for shared parking because of the staggered demand peaks for parking associated with different uses. All land uses generate unique levels and patterns of parking demand, varying by time of day and day of the week. Parking supplies at mixed-use locations accommodate these demand fluctuations more efficiently than segregated supplies, by accommodating parking uses with spaces left vacant by other uses, thereby substantially reducing the overall number of parking spaces needed by a project. All residents and their respective cars will be issued parking placards. Property management will monitor and enforce so that residential parking is now allowed in marina parking lots. Shared parking will be managed by the PO.

Car Share Parking

Car share spaces will be interspersed throughout the Master Plan area to ensure that there are sufficient opportunities for residents to use car share programs.

Bicycle Parking

Bicycle parking shall be provided per Alameda Municipal Code Chapter 30-7.15.



* The above Maritime Hub images are examples and provided for reference only.

7.1 Typologies

Different building typologies are proposed throughout the Master Plan area to create variation and contribute to a distinct maritime character that draws inspiration from the existing surrounding context. The variety of the proposed building types addresses the density/intensity ranges of the Master Plan, and offers a diversity of living styles, employment opportunities and retail/services that will cater to the wide range demographic of the area. The anticipated building types are described below.

7.1.1 Maritime and Commercial Core Buildings

Buildings within the maritime and commercial core will be designed to relate to the site's unique waterfront location. Three of the existing maritime buildings, which range from 2 to 3 stories tall, may remain and be rehabilitated, if feasible. These buildings possess a maritime character and set the image of a working marina. Rehabilitation of these buildings may be conducted, if feasible, in a manner that respects the context of the site and character of the building architecture and adjacent marina.

New and existing maritime and commercial buildings in the maritime and commercial core will be 2 to 3 stories tall and range from approximately 2,600 to 59,000 square feet in size. These buildings will be designed to be aesthetically sympathetic in mass, form, composition and materiality with the existing maritime buildings, if rehabilitated.

7.1.2 Residential Buildings

Townhomes

Townhomes are in-line, attached units with entry stoops/porches at each unit leading to a pedestrian path/paseo. The townhome buildings are typically 2 to 4 stories tall with a 45' height limit, with individual units ranging from approximately 1,400 to 2,300 square feet in size and containing 2 to 4 bedrooms. Parking is provided in alley loaded garages that are directly accessible from individual units.

Stacked Flats

Stacked flats consist of dwelling units arranged on a single level of the building surrounded by other units located above or below the unit. The stacked flat buildings are typically 3 to 4 stories tall, with individual units ranging from approximately 1,600 to 2,200 square feet in size and containing 2 to 4 bedrooms. Parking is provided in private garages accessible from a common lobby and corridor.

Wrap Buildings

Wrap buildings consist of dwelling units that surround a central parking garage. Wrap buildings are typically 4 to 5 stories tall, with individual units ranging from approximately 700 to 1,100 square feet in size and containing studios and 1 to 3 bedrooms. Parking for individual units is provided in the free-standing garage centrally located on the building site. The ground floor of a wrap building may include residential units, lobby space, amenity and/or retail uses. Main recreational amenities may be provided at grade in common open space areas or on the rooftop.



Commercial Building



Commercial Building



Townhomes



Stacked Flats

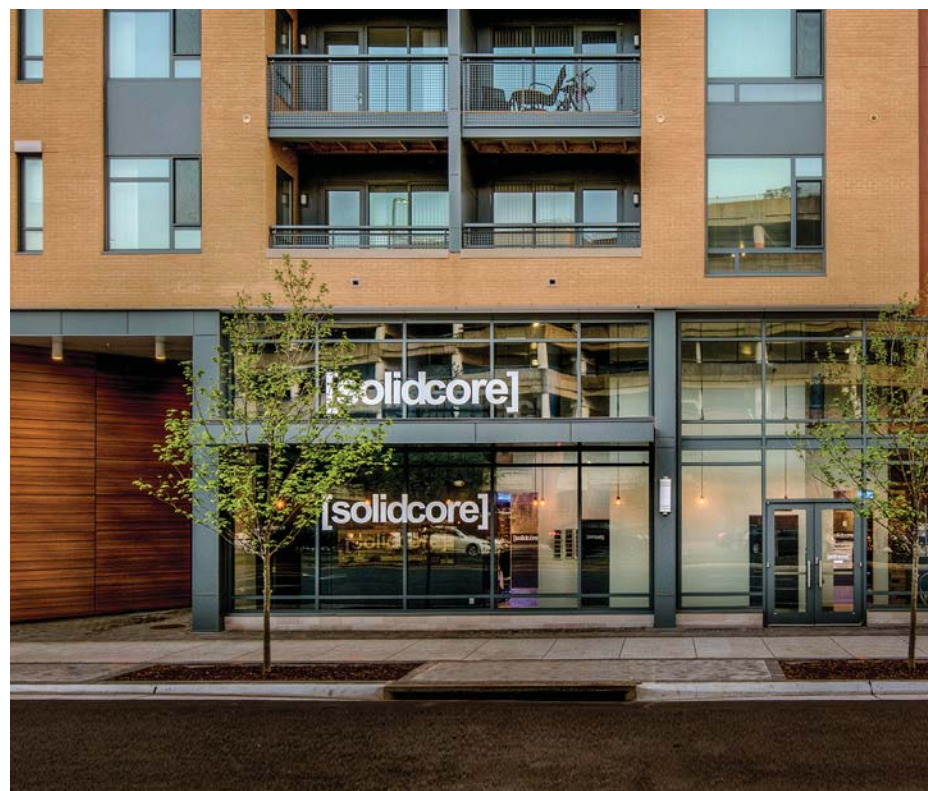


Wrap Buildings



Wrap Buildings

* The above images are examples and provided for references only.



Use of appropriate and varied materials on building façade

* The above images are examples and provided for references only.

7.2 Building Design Guidelines

Neighborhood design within the Master Plan area will be internally compatible to create a cohesive development. Building design, along with waterfront accessibility, open space and activity nodes, will be integrated into the existing and planned neighborhood context, and embrace the charm of the historic maritime waterfront. In order to meet the mitigation measures from the EIR for Alameda Marina, all new residential structures shall require LEED Silver certification or equivalent. This section contains guidelines for the architectural elements of building design. These guidelines are not intended to establish a particular architectural style or design theme for the Master Plan area. Rather, they focus on building orientations, forms and expressions that address the building' relationship to the public realm to create an attractive, human-scaled streetscene that complements the marina setting. To ensure a variety of architectural styles and design, no single architectural firm shall do work in more than one of the three development phases described in Section 6.2.

Siting and Orientation

- » Orient building fronts toward the streets, pedestrian promenades/paths, waterfront and other public spaces, wherever possible.
- » Establish a consistent alignment of building façades that frame the edges of the street, pedestrian promenades/paths and other public spaces. Street-level uses, primary building entries, storefronts and building lobbies must address the street frontage.
- » Where ground floor retail/commercial space exists a minimum of 70% of the frontage facing onto a street, paseo, or open space shall be at the property line or minimum setback.
- » Arrange buildings to create a variety of outdoor spaces such as courtyards, pathways and other common open space that encourage social activity and promote pedestrian connectivity.

- » Orient buildings to maximize views of the waterfront and open space.
- » Position buildings to optimize daylight access and resident privacy.
- » Consider passive solar design when locating windows and overhangs.
- » Design common outdoor spaces between buildings to be functional, provide appropriate amenities and site furnishing, and incorporate interpretive maritime elements at key locations.

Building Design

- » There shall be clear glazing facades with a minimum of 60% of the linear frontage (i.e. not height or area) at all retail/commercial buildings
- » Ground floors at retail/commercial buildings shall have a minimum glazing/opening height of 14'.
- » All ground floor retail space shall have a minimum height of 14'.

Entries

- » Orient building entries toward public spaces such as streets, pedestrian promenades/paths, waterfront and other public spaces, whenever feasible.
- » Building entries shall be the prominent feature of the front façades.
- » Incorporate design features such as entry stoops, porches, awnings or other coverings, hedge landscaping, etc. scaled to a pedestrian level experience for residential buildings to differentiate between public and private spaces along the street.
- » Identify commercial building entrances by incorporating recessed entries, awnings and/or other distinct architectural elements.

Massing and Articulation

- » Building massing and form shall be appropriate to the architectural style.
- » Front building elevations and elevations facing streets, pedestrian promenades/paths, waterfront and other public spaces with public right of way less than 50’ shall include plane breaks/modulation on the upper stories to create a more pedestrian friendly scale. Offset forms may include vertical breaks between stories or horizontal breaks between spaces, and shall incorporate changes in materials and colors as appropriate to the building style. Stepped massing and layered wall planes may incorporate cantilevered masses or balconies, recessed masses or inset balconies, and volume spaces.
- » Ground-floor façades shall be designed using articulation and material/color variations to create a visually interesting and varied pedestrian experience.
- » Upper-floor façades shall be differentiated from the ground floor façades by a transition line, which may be in the form of an articulated trim course, a shallow recess or cantilever, a continuous balcony, or other means appropriate to the building style, accompanied by a change of window size/ rhythm, materials, colors or textures.
- » Lower height elements, such as recessed massing above ground floor, porches, entry features, bay windows, etc., are encouraged to articulate massing, establish pedestrian scale and add variety to the streetscene.
- » Use projections to emphasize design features such as entries, primary windows or outdoor spaces. Projections may include, but are not limited to, awnings, balconies, window/door surrounds, bay windows or dormers, roof overhangs, shed roof elements and tower elements.

- » Long walls with no windows or entries shall be articulated by changes in plane and/or material to break up the monotonous planes.

Roof Considerations

- » Roof form, ridgelines, pitch, materials and colors shall be compatible with the architectural style of the building.
- » Variety in roof forms and/or building/ridge heights is encouraged along the streets, pedestrian promenades/paths, waterfront, and other public spaces to provide visual interest.
- » Where flat roofs are used, the buildings are encouraged to have pronounced parapet treatments complementary to the design vocabulary of the building.

Materials and Colors

- » Incorporate a range of colors and materials that are complementary to the building’s architectural style to produce diversity and provide visual interest.
- » Use durable, non-corrosive building materials that are appropriate to the marina environment, including, but are not limited to, stucco, wood, brick, tile, stone, metal and glass.
- » Buildings are encouraged to incorporate materials salvaged from the site.
- » The building color palette shall be appropriate to the waterfront environment and compatible with the existing environment. Variations in shade or tone that are reflective of nature can be used to enhance forms and heighten interest.
- » Changes in materials and colors shall occur at interior corners of the building façades.

Corner Treatments

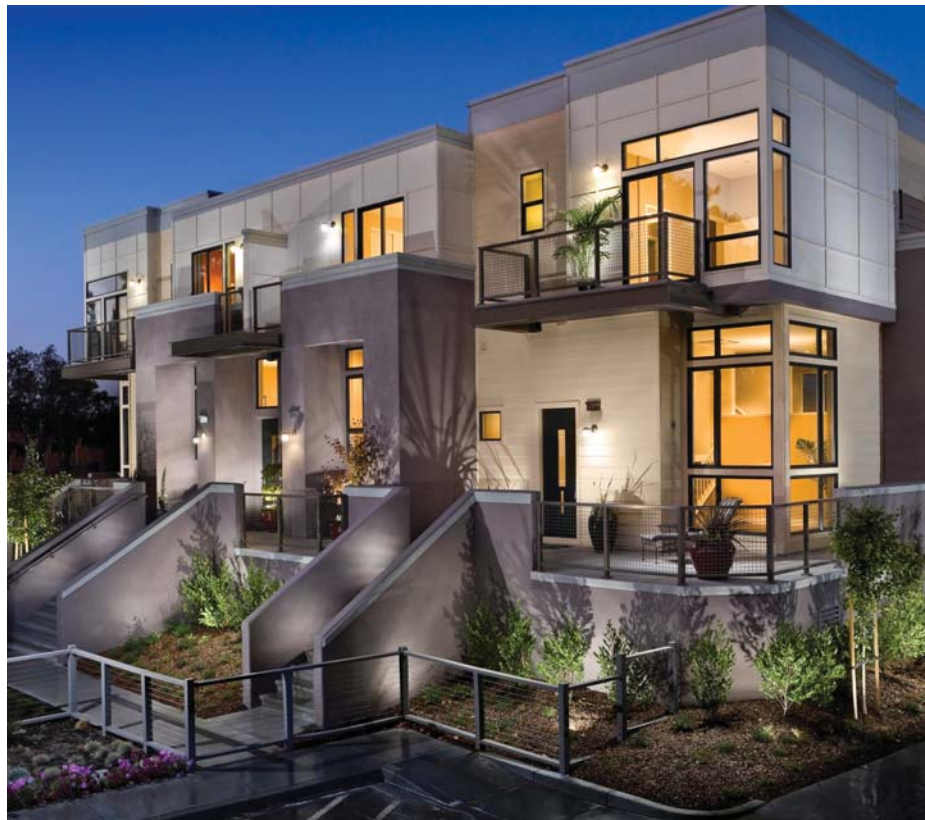
- » Corner buildings are encouraged to have enhanced treatments on both street-facing sides, which may include wrap-around porches or balconies, recessed stories above the



Complementary range of building colors and forms of massing
 * The above images are examples and provided for references only.



Buildings oriented around a shared open space



Emphasized pedestrian entries with stoops

* The above images are examples and provided for references only.

ground floor, feature windows, awnings, tower elements, or other façade detailing.

- » At corner buildings, primary facade materials and details shall wrap around to side elevations.
- » The primary entry to corner buildings are encouraged to be located at the corner.

Alley Treatments

- » Plane offsets and stepped massing (recessed or cantilevered) along the alleys are encouraged to provide visual interest and articulation.
- » Consider incorporating architectural projections such as balconies, bays, eaves or other elements.
- » Use similar material window trims, colors and appropriate details as the front elevation.
- » Residential buildings shall use enhanced garage door patterns or finishes that complement the building's design vocabulary, as appropriate.
- » Provide planting areas between garage doors where feasible to soften the alley environment.

Surrounding Area Character

- » All new development should complement the building forms, architectural styles and landscape patterns of neighboring development. This may be accomplished through a combination of massing, materials, colors, or details.
- » New development should respect existing historic or potentially historic structures in the immediate area through the use of similar materials and proportions and the avoidance of overwhelming scale and visual obstruction.
- » Transitions between existing and new buildings should be gradual. The height and mass of new projects should not create abrupt changes from those of existing buildings.

Site Character

- » Natural amenities such as views, the Bay Trail, and similar features unique to the site shall be preserved and incorporated into development proposals, if feasible.
- » Some structures which are historic or are otherwise distinctive should also be preserved and incorporated into development proposals where feasible and appropriate.
- » Buildings should not back on to existing or potential amenities. High activity areas, such as building entries, restaurant dining areas, or major pedestrian routes should be oriented to create a connection between the amenity and the project.

Interfaces

- » Loading areas, access and circulation driveways, trash, and storage areas and rooftop equipment should be located as far as possible from adjacent residence and should never be located next to residential properties without fully mitigating their negative effects.
- » Adjacent residential and non-residential uses should be as segregated as is necessary to maintain a livable residential environment by landscaping or building orientation and activity limitations
- » However, when adjacent residential and non-residential uses can mutually profit from connection rather than separation, applicable connective elements such as walkways, common landscaped areas, building orientation, and unfenced property lines should be employed, and are strongly encouraged.
- » Parking lots for commercial uses should have no access from or to an otherwise intact residential street and should be separated from the residential street.

Functional Elements

- » Gutters and downspouts shall be integrated into the design of the building. Exposed gutters and downspouts must be colored to match or complement the surface to which they are attached.
- » Both roof-mounted and ground-mounted mechanical equipment such as air conditioning/heating equipment, pool/spa equipment, etc. (excluding solar panels) shall be screened from view of streets, pedestrian promenades/paths, and other public spaces.
- » Mechanical devices such as exhaust fans, vents and pipes shall be painted to match or compliment the colors of the surfaces to which they are attached.

Refuse Collection, Service and Loading Areas

- » Locate loading and service areas or the rear or the side of the building away from primary street facades and public view, or screen such areas from public view.
- » Locate loading and service areas in a manner that minimize conflicts with pedestrian and vehicular circulation.
- » Outdoor refuse collection areas shall be enclosed and screened from view by walls or fences, and shall not be located adjacent to public streets.
- » Fences and walls that provide screening shall be designed as an integral part of the building design and be constructed of durable materials, with textures and colors that are complementary to the adjacent buildings.

Sustainable Strategies

All new residential structures shall require LEED Silver certification or equivalent as part of the project’s sustainability vision implementation. Sustainable building techniques may include the use of recycled materials where appropriate, high efficiency energy standards, incorporation of renewable power generation.

Universal Design

Residential development within the Master Plan area will be designed with consideration of all ages and abilities. Universal design of residential units will comply with the City of Alameda’s Universal Design Ordinance.

Historic Preservation Standards

The Historical Advisory Board has designated seventeen buildings, Buildings 1, 4, 6, 12, 15, 16, 17, 19, 21, 22, 27, 28, 29, 31, 32, 33, 34, and the graving dock as contributing buildings/features to the “Alameda Marina Historic District,” which has been included on the City of Alameda’s local historic resources inventory, known as the Historical Building Study List. The seventeen identified buildings and graving dock are the only contributors to the historic district. All other existing structures and features on the Alameda Marina site are non-contributors. Three buildings, Buildings 16, 19 and 27, have been determined to be individually eligible for the National Register of Historic Places.

The Master Plan retains 6 of the contributory buildings, including the three individually eligible buildings, and the graving dock. The other 11 contributory buildings will be demolished to accommodate the uses in Master Plan. The Master Plan endeavors to retain 5 additional existing buildings.

All exterior modifications to any contributory buildings that will be retained within the Alameda Marina Historic District will be consistent with the Secretary of the Interior’s Standards for the Treatment of Historic Properties, and AMC Section 13-21 (Preservation of Historical and Cultural Resources). Any demolition of a contributory building will require a Certificate of Approval approved by the Historical Advisory Board, and a demolition permit from the City.



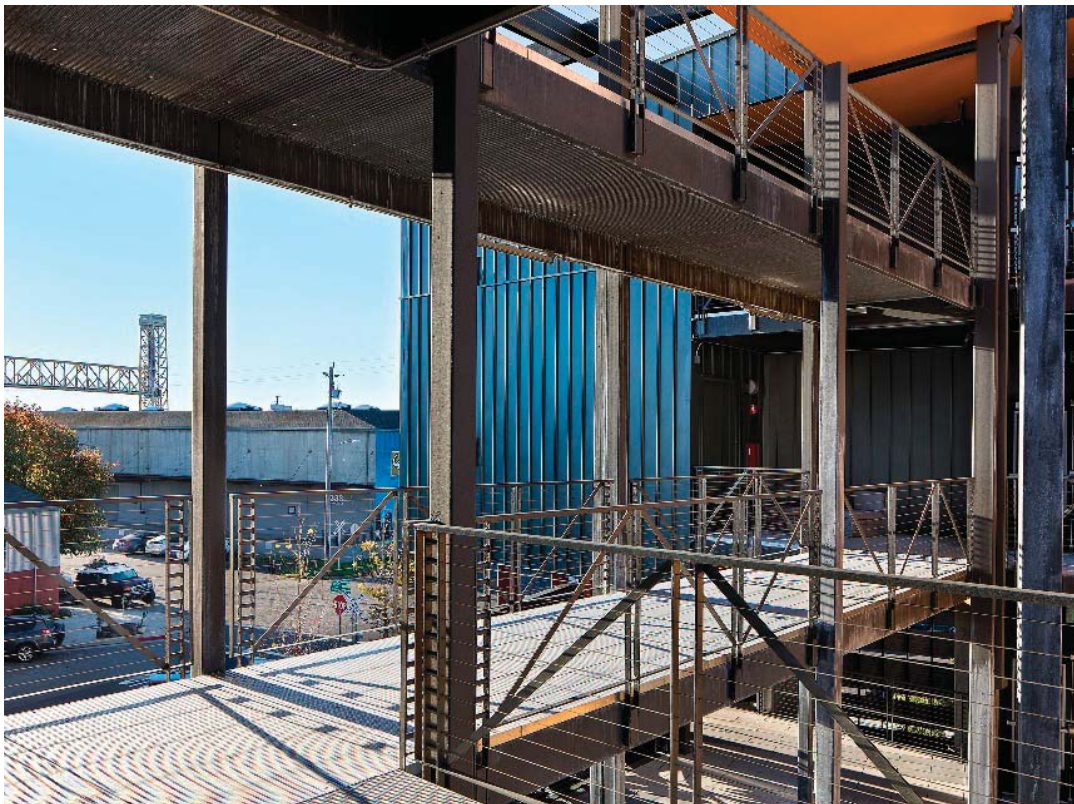
Buildings that are contributing to the “Alameda Marina Historic District”

DESIGN CHARACTER IMAGERY



*Building character example images are for reference only

DESIGN CHARACTER IMAGERY



*Building character example images are for reference only

8.1 Affordable Housing Plan

Since the Master Plan seeks to provide additional affordable housing units in excess of that required, the additional units will qualify the project for affordable housing incentives, waivers, and a density bonus in accordance with AMC 30-17 Affordable Housing Density Bonus. As such, the project will build 103 affordable units (16% of the Base Density of 649 units), broken down as follows:

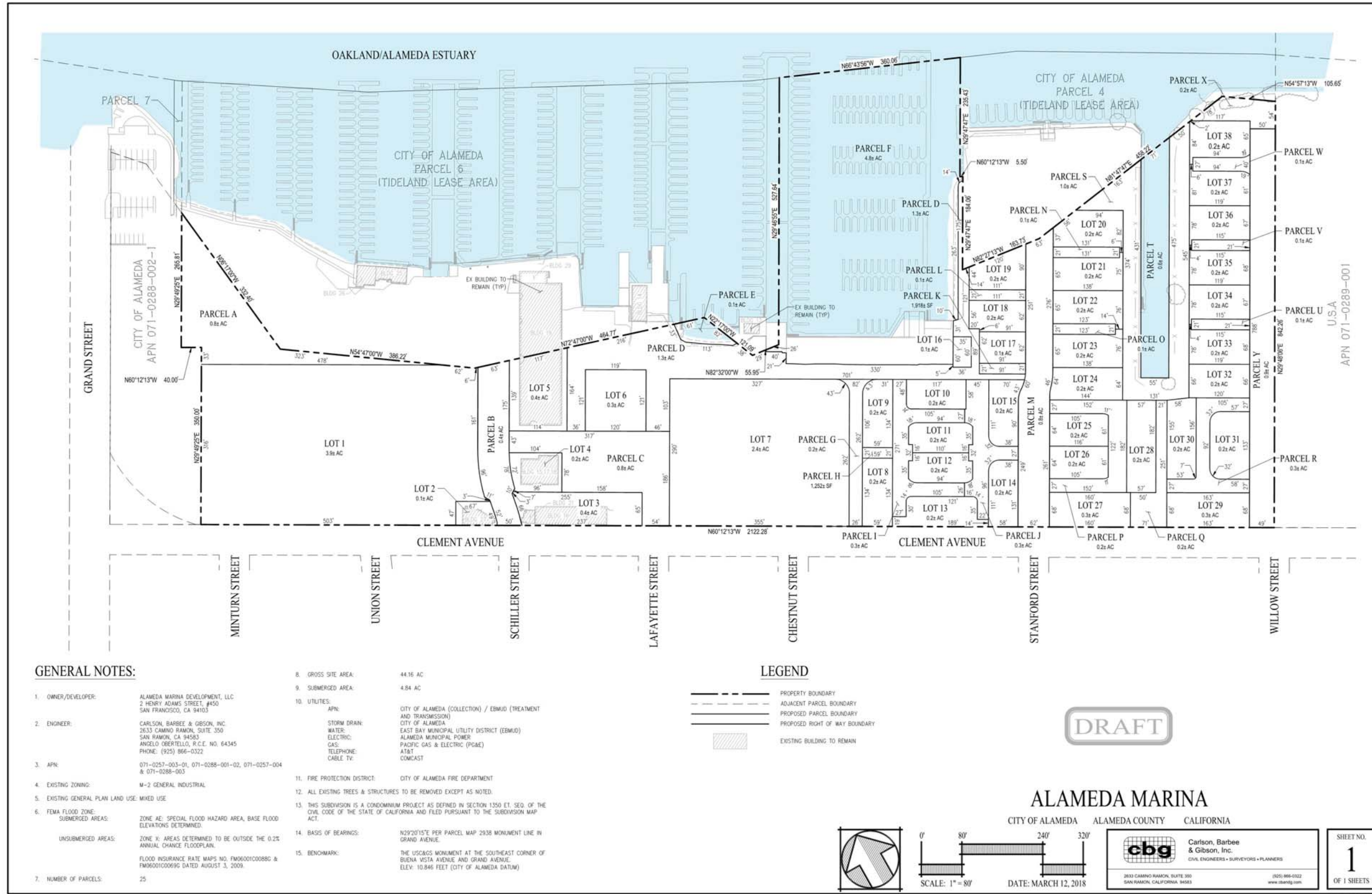
- » Five percent (5%) of all units shall be affordable to very low-income households (32 units).
- » Four percent (4%) shall be affordable to low income households (26 units).
- » Seven percent (7%) shall be affordable to moderate income households (45 units).

The project developer/owner may enter into an agreement with the Alameda Housing Authority or a non-profit housing developer to construct a portion of the units, but any such agreement shall not override the requirements of this Master Plan or the approved Affordable Housing Agreement with the City of Alameda. The project developer/owner may also seek whatever funding sources it deems necessary, including Low Income Housing Tax Credits and/or tax-exempt bond financing, to construct the affordable housing units, but failure to secure said funding shall not override the requirements of this Master Plan or the approved Affordable Housing Agreement with the City of Alameda. This Master Plan and the Affordable Housing Agreement will ensure that the affordable units are provided in the project and concurrent with the provision of the market rate units, the project developer/owner shall comply with the following regulations:

1. The project developer/owner shall enter into an Affordable Housing Agreement, covering all affordable units, with the City of Alameda prior to issuance of the first Building Permit for the first market rate building to be constructed on the Master Plan area, or prior to approval of the first final map for the project, whichever occurs first.
2. The Low and Very Low-income units are proposed to be affordable apartment units and may be built in one or more new standalone buildings within the Master Plan area.
3. The Moderate income units will be spread among and within the market rate units throughout the site, built in proportion to the general size and configuration of the market rate units. This will be specified further in the Affordable Housing Agreement.
4. The Development Plan and Design Review plans for the first Low/Very Low building, if any, must be reviewed and approved prior to the issuance of the first building permit for the first market rate building to be constructed among the Alameda Marina Master Plan subareas.
5. If the Low/Very Low-income units are distributed within more than one building, the building permit for the building that includes at least 31 of the 58- Low/Very Low income affordable housing units shall be issued before any occupancy permits are issued for any market rate units. The building permit for the last of the 27 Low/Very Low units shall be issued prior to occupancy of the 657th market rate unit in the Master Plan.
6. In the event that the Alameda Housing Authority chooses to enter into an agreement with the property developer/owner for a portion of the affordable units, the Planning Board may waive or adjust the timing requirements described above for the construction and occupancy of one or more of the buildings upon request from the Alameda Housing Authority, if the Planning Board is able to make the finding that the adjustment in the timing requirements is necessary to facilitate the provision of affordable housing or improve the overall coordination of development activities on the properties. In any event, the project developer/owner must provide all funding for the affordable housing project if the Housing Authority or other affordable housing entity is not able to secure all of the financing needed, such that the building(s) housing the last of the 27 low/very low affordable units must be completed no later than 24 months after occupancy of the 657th market rate unit.

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APPENDIX A • ALAMEDA MARINA DEVELOPMENT PLAN



GENERAL NOTES:

- | | |
|---|--|
| 1. OWNER/DEVELOPER: | ALAMEDA MARINA DEVELOPMENT, LLC
2 HENRY ADAMS STREET, #450
SAN FRANCISCO, CA 94103 |
| 2. ENGINEER: | CARLSON, BARBEE & GIBSON, INC.
2633 CAMINO RAMON, SUITE 350
SAN RAMON, CA 94583
ANGELO OBERTELLO, R.C.E. NO. 64345
PHONE: (925) 866-0322 |
| 3. APN: | 071-0257-003-01, 071-0288-001-02, 071-0257-004
& 071-0288-003 |
| 4. EXISTING ZONING: | M-2 GENERAL INDUSTRIAL |
| 5. EXISTING GENERAL PLAN LAND USE: | MIXED USE |
| 6. FEMA FLOOD ZONE: | ZONE AE: SPECIAL FLOOD HAZARD AREA, BASE FLOOD ELEVATIONS DETERMINED. |
| UNSUBMERGED AREAS: | ZONE X: AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN. |
| FLOOD INSURANCE RATE MAPS NO. FM06001C0088C & FM06001C0069G DATED AUGUST 3, 2009. | |
| 7. NUMBER OF PARCELS: | 25 |
| 8. GROSS SITE AREA: | 44.16 AC |
| 9. SUBMERGED AREA: | 4.84 AC |
| 10. UTILITIES: | CITY OF ALAMEDA (COLLECTION) / EBMUD (TREATMENT AND TRANSMISSION) |
| APN: | CITY OF ALAMEDA (COLLECTION) / EBMUD (TREATMENT AND TRANSMISSION) |
| STORM DRAIN: | EAST BAY MUNICIPAL UTILITY DISTRICT (EBMUD) |
| WATER: | ALAMEDA MUNICIPAL POWER |
| ELECTRIC: | PACIFIC GAS & ELECTRIC (PG&E) |
| GAS: | AT&T |
| TELEPHONE: | COMCAST |
| CABLE TV: | |
| 11. FIRE PROTECTION DISTRICT: | CITY OF ALAMEDA FIRE DEPARTMENT |
| 12. ALL EXISTING TREES & STRUCTURES TO BE REMOVED EXCEPT AS NOTED. | |
| 13. THIS SUBDIVISION IS A CONDOMINIUM PROJECT AS DEFINED IN SECTION 1150 ET. SEQ. OF THE CIVIL CODE OF THE STATE OF CALIFORNIA AND FILED PURSUANT TO THE SUBDIVISION MAP ACT. | |
| 14. BASIS OF BEARINGS: | N29°20'15"E PER PARCEL MAP 2938 MONUMENT LINE IN GRAND AVENUE. |
| 15. BENCHMARK: | THE USCGS MONUMENT AT THE SOUTHEAST CORNER OF BUENA VISTA AVENUE AND GRAND AVENUE. ELEV: 10.846 FEET (CITY OF ALAMEDA DATUM) |

LEGEND

- PROPERTY BOUNDARY
- - - ADJACENT PARCEL BOUNDARY
- PROPOSED PARCEL BOUNDARY
- PROPOSED RIGHT OF WAY BOUNDARY
- ▨ EXISTING BUILDING TO REMAIN

DRAFT

ALAMEDA MARINA

CITY OF ALAMEDA ALAMEDA COUNTY CALIFORNIA

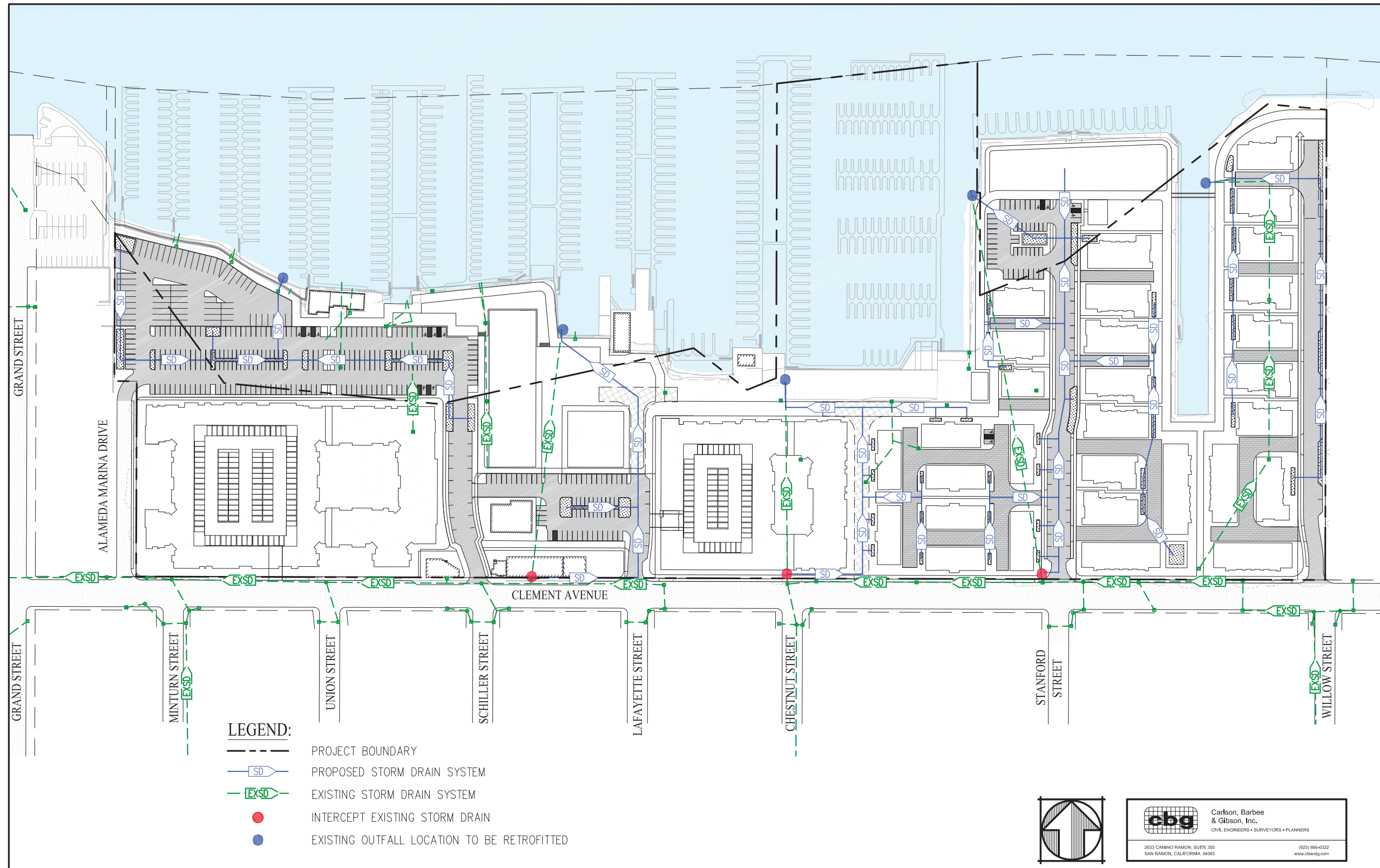


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SAN RAMON, CALIFORNIA 94583
(925) 866-0322
www.cbgi.com

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1
OF 1 SHEETS

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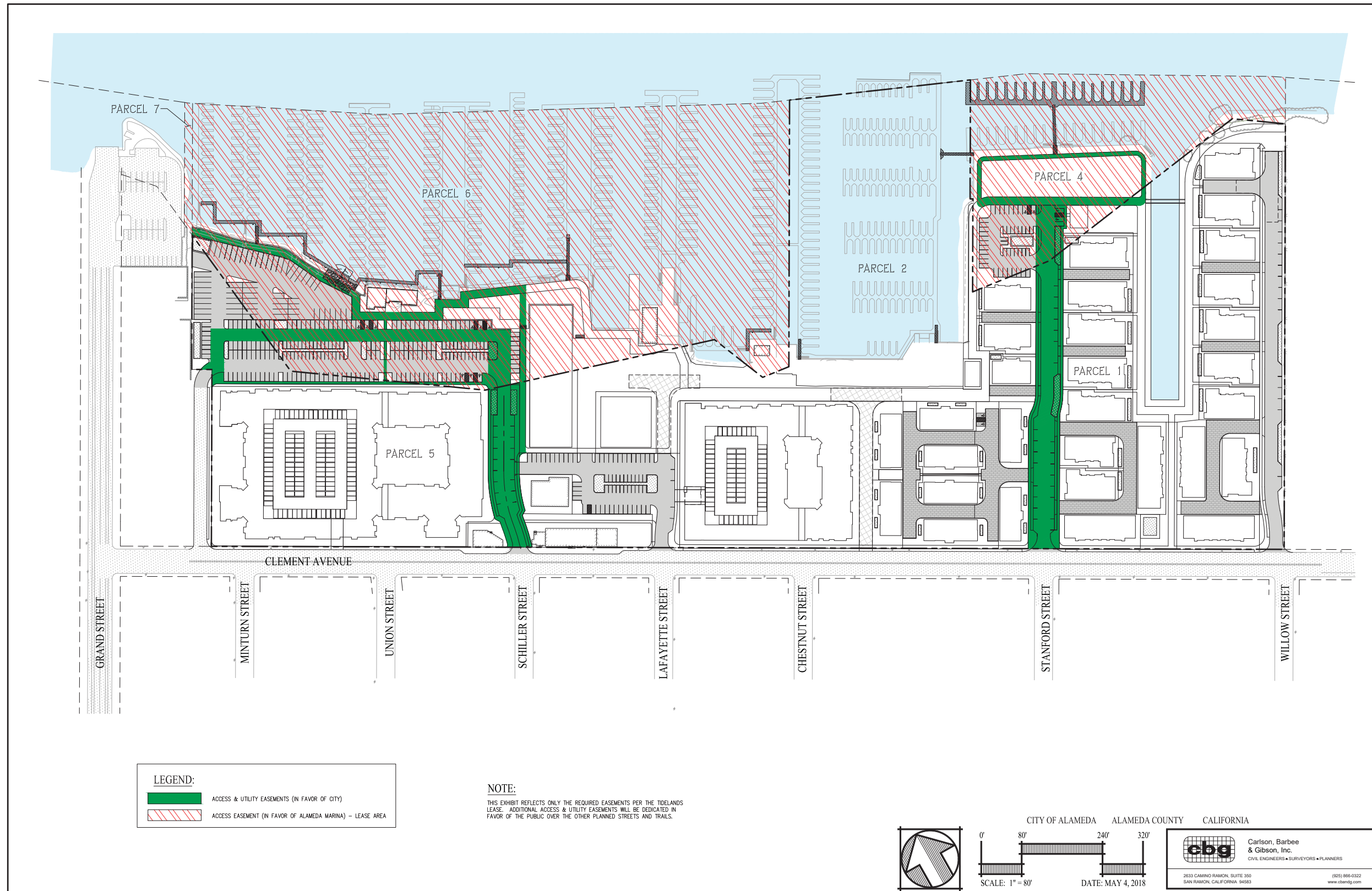
APPENDIX B • CONCEPTUAL STORM DRAIN MAP





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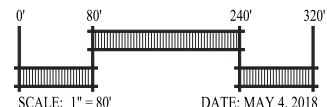
APPENDIX C • EASEMENT MAP




LEGEND:
 ACCESS & UTILITY EASEMENTS (IN FAVOR OF CITY)
 ACCESS EASEMENT (IN FAVOR OF ALAMEDA MARINA) - LEASE AREA

NOTE:
 THIS EXHIBIT REFLECTS ONLY THE REQUIRED EASEMENTS PER THE TIDELANDS LEASE. ADDITIONAL ACCESS & UTILITY EASEMENTS WILL BE DEDICATED IN FAVOR OF THE PUBLIC OVER THE OTHER PLANNED STREETS AND TRAILS.

CITY OF ALAMEDA ALAMEDA COUNTY CALIFORNIA

SCALE: 1" = 80' DATE: MAY 4, 2018



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APPENDIX D • FIRE ACCESS PLAN

