

ENCINAL TERMINALS

TIDELANDS EXCHANGE MASTER PLAN

Alameda, California

January 4, 2022

Exhibit 2

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CHAPTER 1: INTRODUCTION

This Encinal Terminals Tidelands Exchange Master Plan provides the requirements, standards, and guidelines for the development of the Encinal Terminals site subsequent to the approval of a Tidelands Exchange Agreement between the Developer/Property Owner, the City of Alameda, and the State of California.

As shown in the figures below, the Exchange places all the waterfront lands and adjacent submerged lands into public trust and ownership for all future generations of Californians.

The Tidelands Exchange Agreement and this Tidelands Exchange Master Plan also make possible the transformation of a vacant, blighted, 23 acre site into a transit oriented, residential mixed use neighborhood with water-based and land-based transit services, approximately 4.5 acres of waterfront plazas, promenades, and parks, including a public kayak/small craft launch, a water shuttle docking facility and public parking, approximately half a mile of new, public waterfront Bay Trail around the perimeter of the site, up to 50,000 square feet of waterfront and visitor serving commercial uses, opportunities for a new Alaska Basin marina, and up to 589 residential housing

units to help address Alameda's regional housing needs within the upcoming 2023-2031 cycle.

Figure 1.1 depicts the current configuration of the property, which is comprised of APN's 072-0382-009, 072-0382-001, 072-0382-002 and 072-0383-003-1. Figure 1.2 depicts the proposed reconfiguration of the property lines pursuant to a Tidelands Exchange Agreement. Figure 1.3 depicts a conceptual illustration of the transit-oriented development and waterfront improvements made possible by the Exchange and this Master Plan.



Figure 1.1 Existing Parcels (Pre-Tidelands Exchange)

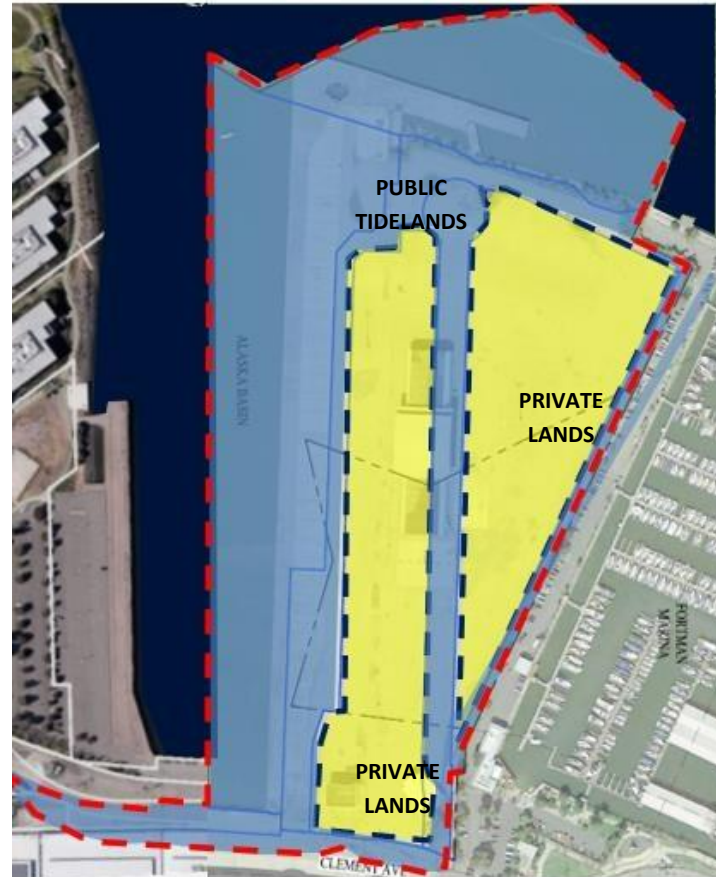


Figure 1.2 Post Tidelands Exchange Configuration



Figure 1.3 Conceptual Illustrative Plan

Master Plan Objectives

This Master Plan implements the vision for the site originally established in the Alameda General Plan in 2007, which recommends that the property owners of the four parcels at Encinal Terminals, “Consider relocating the Tidelands Trust to the perimeter, to allow residential mixed-use development in the core of the site with publicly accessible open space around the perimeter of the site.”

Further, the Master Plan implements the General Plan objectives for the site and the surrounding Northern Waterfront neighborhoods:

Reconnect the community to the waterfront. The Master Plan makes possible public access to a portion of the Northern Waterfront shoreline that is currently under private ownership, inaccessible, and unsafe for public access.

Improve access through and around the district. The Master Plan provides for the extension of Clement Avenue through the Northern Waterfront and the extension of Entrance Road to the end of the site at the Oakland Alameda Estuary. The Master Plan provides a half mile extension of the Bay Trail along the waterfront for public use, and the plan provides for water-based and land-based transit services and alternative modes of transportation, such as land and water shuttles, water taxis, and bicycles to reduce automobile congestion and transportation related greenhouse emissions.

Foster a vibrant new mixed-use environment. The Master Plan provides for development of the currently inaccessible 23 acres of waterfront land with a mix of uses including public open space, maritime, commercial, and residential uses.

Preserve the unique history and environment of the Northern Waterfront Area. The redevelopment of the site provides the opportunity to embrace, depict, and demonstrate through art, architecture, and education, the history of the site and the Alaska Packers Fleet that once called the site home.

Economic Development. The Master Plan facilitates the use of Tidelands Trust Lands for maritime and open space uses and the Private Lands for mixed use commercial development to generate jobs and services for the community. Further, the Master Plan’s proximity to Marina Village’s growing business park provides much needed housing within walking distance of one of Alameda’s biggest job centers.

Financially Sound Development. The Tidelands Exchange Agreement and Tidelands Exchange Master Plan create financial viability for development of the site, which has been vacant for over 10 years. The Master Plan requires that new development fund and construct the public facilities and parks that avoid any financial impact on the City’s ability to provide services to the rest of the City.

Environmentally Sound Development. The Master Plan guides the redevelopment of this infill urban site into an environmentally sound, transit-oriented development consistent with the City of Alameda Climate Action and Resiliency Plan recommendations. The plan requires the removal of environmental hazards, protection against sea level rise, transportation demand management and parking programs to reduce automobile trips and greenhouse gas emissions and the use of clean energy sources to reduce greenhouse gas emissions and air pollutants.

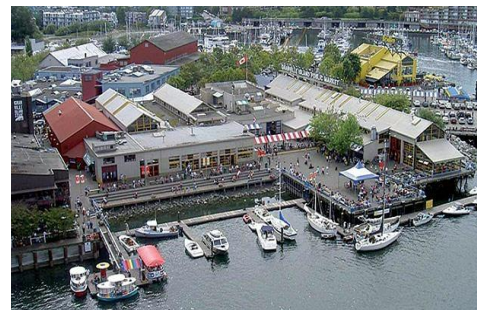




Figure 1.4 Conceptual Illustrative Plan Detail

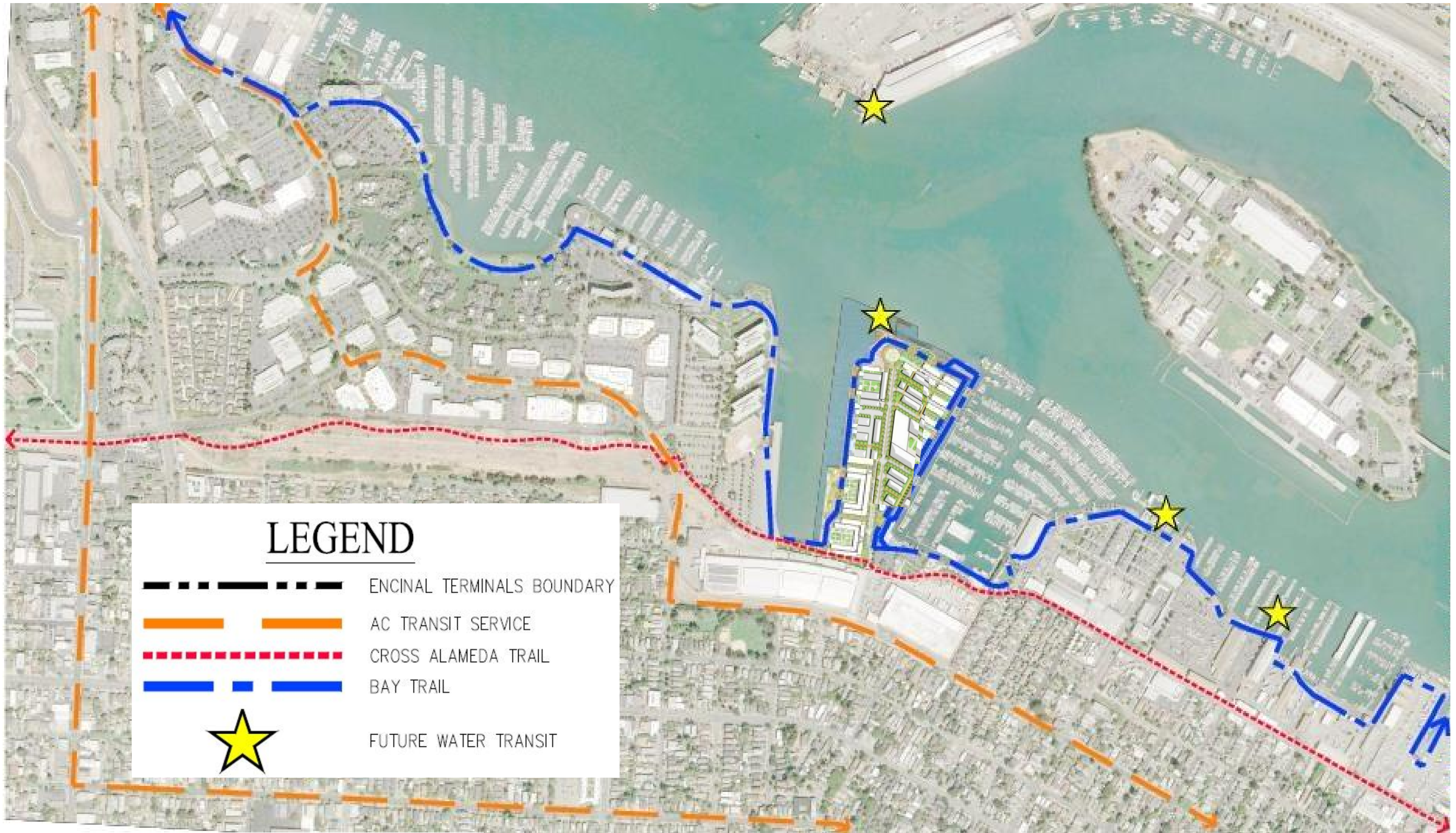


Figure 1.5 Vicinity Circulation, Trails and Transit

CHAPTER 2: PUBLIC TRUST LANDS DEVELOPMENT STANDARDS AND REQUIREMENTS

Upon execution of the Tidelands Exchange Agreement, the new Public Trust Lands shall be developed consistent with the development standards contained in this Chapter.

Use Restrictions

The following uses shall be permitted by right within the Public Trust Lands:

- Public open space, parks, streets, parking areas and associated facilities and buildings, and
- Public small craft launches and docks.

The following uses may be permitted with approval of a Conditional Use Permit:

- Visitor serving uses, such as museums, and eating and drinking establishments,
- Maritime commercial and maritime recreational uses, such as the marina and kayak and small watercraft rentals,
- Live-aboard berths within the marina, and
- Other uses determined by the Planning Board to be similar to the above and consistent with Plan objectives and/or are incidental to, or necessary or convenient for, the promotion, benefit, and accommodation of the purposes of the public trust.

With the exception of live aboard units in the marina, residential uses shall not be permitted on the Public Trust Lands. The maximum building height for any building on the Public Trust Lands shall be limited to 40'.



Figure 2.1 Illustrative Open Space Plan



Conceptual Illustrative Plan



SITE ACTIVITIES

1. Bay Trail/Promenade
2. Clement Plaza
3. Bike Locker/Rack
4. Public Art
5. Sloped Turf/Lawn
6. Turf with seating
7. Playground
8. Play Structure
9. Outdoor Cafe
10. Kayak Rental Station
11. Planting Area
12. BBQ/Picnic
13. Restroom
14. Overlook/Viewpoint
15. Seating
16. Small Watercraft Launch
17. Harbormaster/Kiosk
18. Pedestrian Path
19. Floating Dock
20. Water Shuttle Dock
21. Drop Off
22. Public Access
23. Marina
24. Destination Plaza
25. Garage Entrance
26. Above Grade Courtyard(Private)
27. Cross Alameda Trail
28. Gateway Park

←--→ Circulation/Movements

Figure 2.2 Illustrative Open Space Key Plan

Improvements

All Public Trust Lands shall be developed and constructed by the Developer of the Private Lands in substantial conformance with the plans, sections and standards established in this Chapter.

PUBLIC WATERFRONT PARKS

Most of the deteriorating timber and concrete wharves will be removed. The final size, configuration and components of the remaining concrete wharf and wharf-top improvements will be subject to future Design Review approval by the City of Alameda, which shall be in substantial conformance with the provisions of this Chapter, Figures 2.1 through 2.20, and the final approval by the Bay Conservation and Development Commission (BCDC), and approvals from applicable state and federal agencies.

Prior to issuance of the first building permit, the developer of the private property shall submit a Design Review application for the Public Trust Lands improvements, in substantial conformance with this Master Plan.

Prior to issuance of the first building permit, Developer shall submit and receive approval of the City-approved Public Trust Lands Design Review from the Bay Conservation and Development Commission (BCDC).

The final site-wide grading plan shall include construction of a temporary bay trail from the southwest portion of the site at Clement to connect to the Fortman property Bay Trail facility at the northeast corner of the site. The temporary bay trail shall be located as close to the water as possible, while still ensuring public safety, and shall be completed prior to issuance of the first residential building permit.

The Public Trust Lands improvements shall include a public promenade, public plazas, and the Bay Trail around the perimeter of the site, and facilities for a range of recreational activities including walking, running, bicycling, rollerblading, fishing, watercraft launch, and vista points.

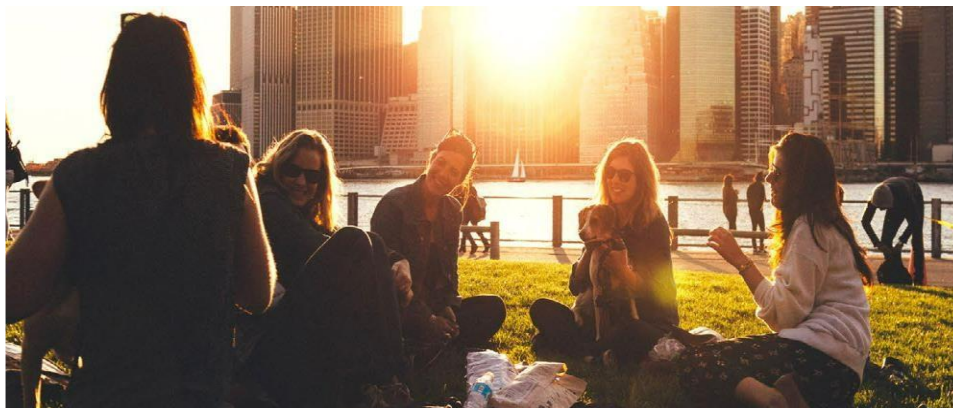
The improvements will also include public amenities including public art, bike racks, benches, trash containers, restrooms, and drinking fountains for public use. The public promenade and Bay Trail shall extend continuously from the Wind River Property line at the southwestern corner of the property at the Alaska Basin, along the Alaska Basin, then along the northern edge of the site

and then along the Fortman Marina side of the site, as shown in Figure 2.15.

A public docking facility to support waterborne modes of transportation on the north central portion of the site and a public launch facility for kayaks and stand-up paddle boards in Alaska Basin shall be included. Shuttle bus access and turn-around, passenger unloading, kayak drop off and bicycle parking shall be provided in close proximity to both facilities.

Bicycle facilities shall be provided in conformance with the standards established by the Alameda Bicycle Plan and Bay Trail Plan. Bicycle racks shall be provided at strategic spots and located in convenient, well-lit areas, clearly visible from a building's primary entrance and shall be placed at sufficiently short intervals so that bicyclists can easily find a place to park their bicycles.

Public Trust Lands shall be well lit and have clear sightlines in order to provide pedestrians with a sense of safety and comfort. Street trees shall be provided on all streets and pedestrian areas. Street trees should be planted within the planting strips on each of side of the street and may be spaced on average every 30 feet, or clustered as needed to accommodate the pedestrian and bicycle circulation on the entry boulevard.



Access

Public access and transportation services and facilities in support of the Public Trust Lands and the three Districts shall be developed consistent with the following standards:

CLEMENT AVENUE EXTENSION

Clement Avenue (see Figure 2.3) will ultimately be extended from the intersection of Entrance Road to the intersection of Atlantic Avenue and Sherman Street and will include extension of the Cross Alameda Trail from Sherman to Entrance Road. The Clement Avenue Extension is presently under construction and is managed by the Del Monte Warehouse Developer and

funded jointly by a cost sharing agreement whereby the Encinal Terminals Developer and Del Monte developer each fund their fair share of the costs of the improvements.

ENTRANCE ROAD EXTENSION, INTERNAL STREETS AND PATHS

The Encinal Terminals Developer shall be responsible for constructing the Entrance Road extension and intersection, which shall include a controlled intersection at Clement Avenue, a relocated driveway access to the adjacent Fortman Marina from the Entrance Road extension, and appropriate space for a future bus stop for westbound bus or shuttle service. The appropriate method of control necessary for the intersection of Clement Avenue and Entrance Road will be determined by

the City Engineer and may require a traffic signal or modern roundabout, if feasible. All streets and paths within the Private Lands shall include public access and utility easements.

Maintenance of Public Trust Lands and Improvements

The cost to maintain the Public Trust Lands shall be the responsibility of the private landowners at Encinal Terminals. Maintenance of the Public Trust Lands may be funded by an assessment district, municipal services district, or community facilities district, which shall be approved prior to approval of the first final subdivision map of the property.



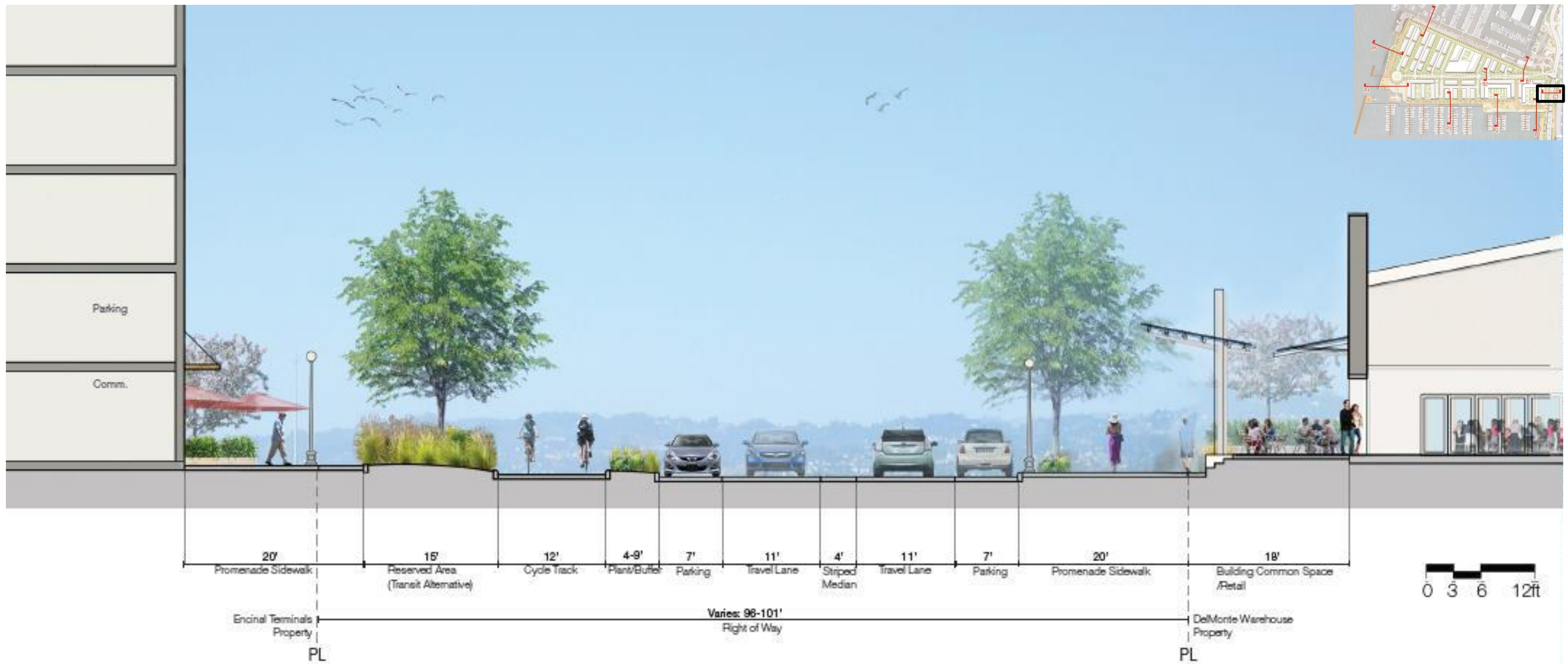
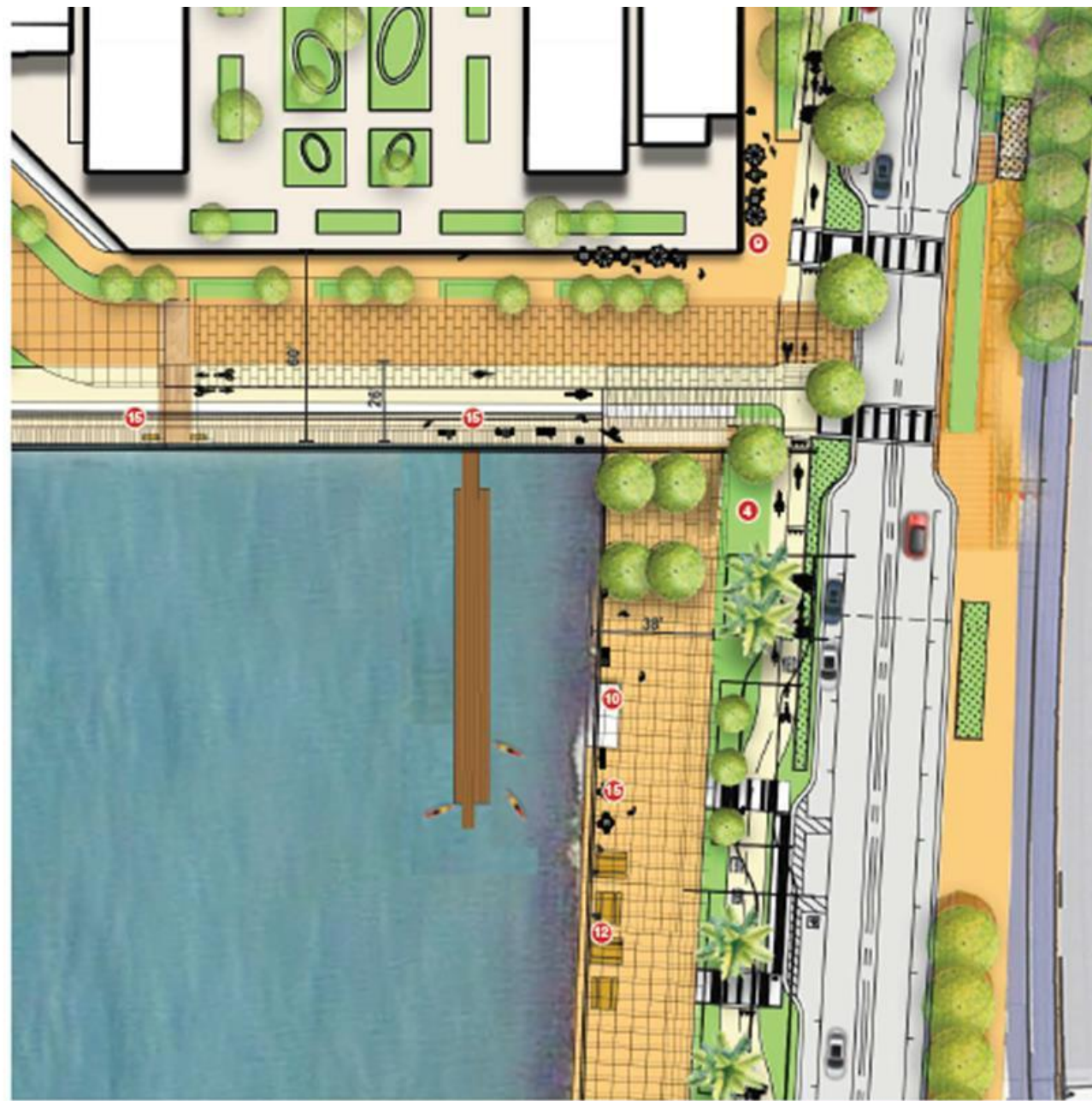


Figure 2.3 Illustrative Cross Section C1: Clement Avenue at Gateway District (view looking east)



Outdoor Cafe



BBQ/ Picnic Area



Waterfront Seating



BBQ/ Picnic Area



Kayak Rental Station



Public Art



Detailed Plan: Clement Plaza



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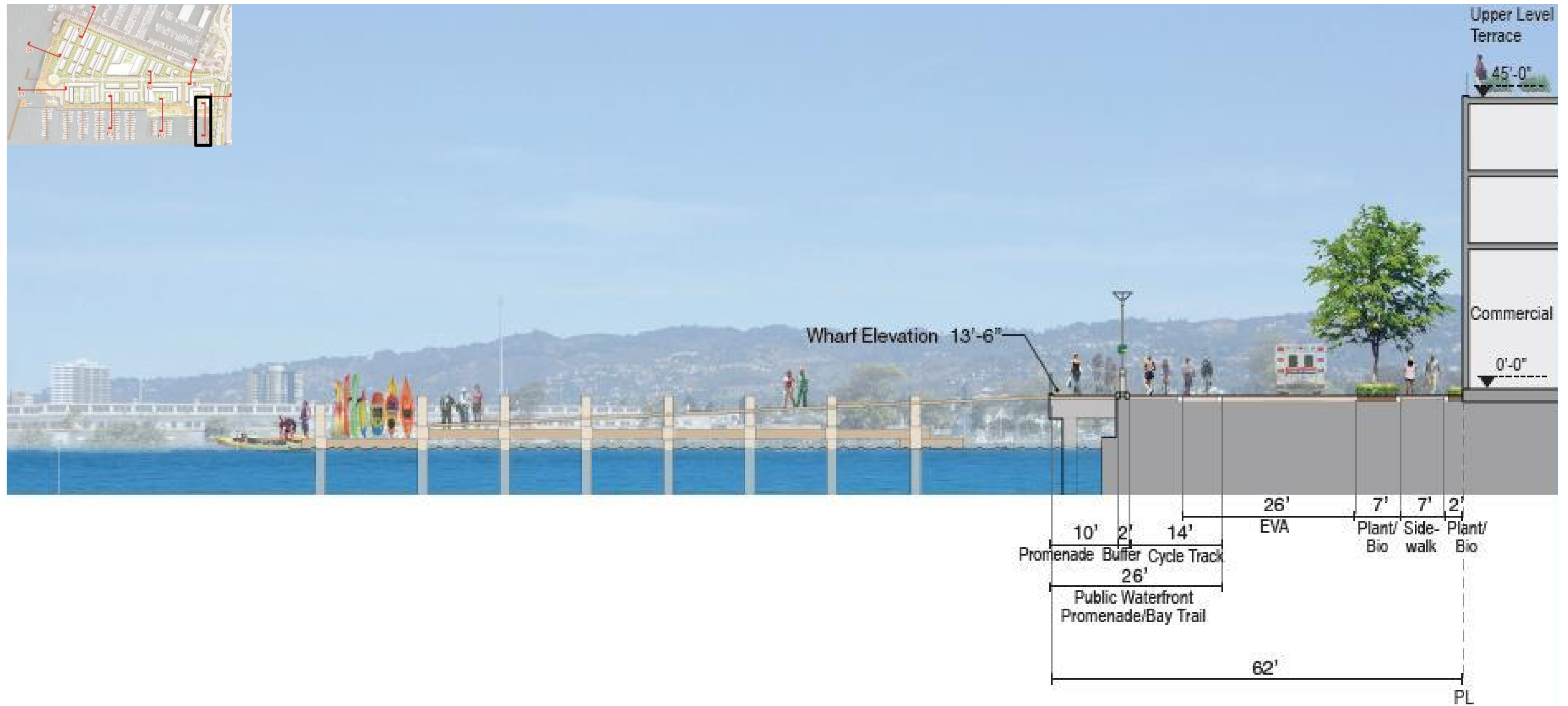


Figure 2.5 Illustrative Cross Section P1: Clement Plaza, Waterfront Promenade and Bay Trail adjacent to Gateway District (view looking north)



Detailed Plan: Alaska Basin Plaza

0 20 40 ft

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Figure 2.6 Alaska Basin Plaza

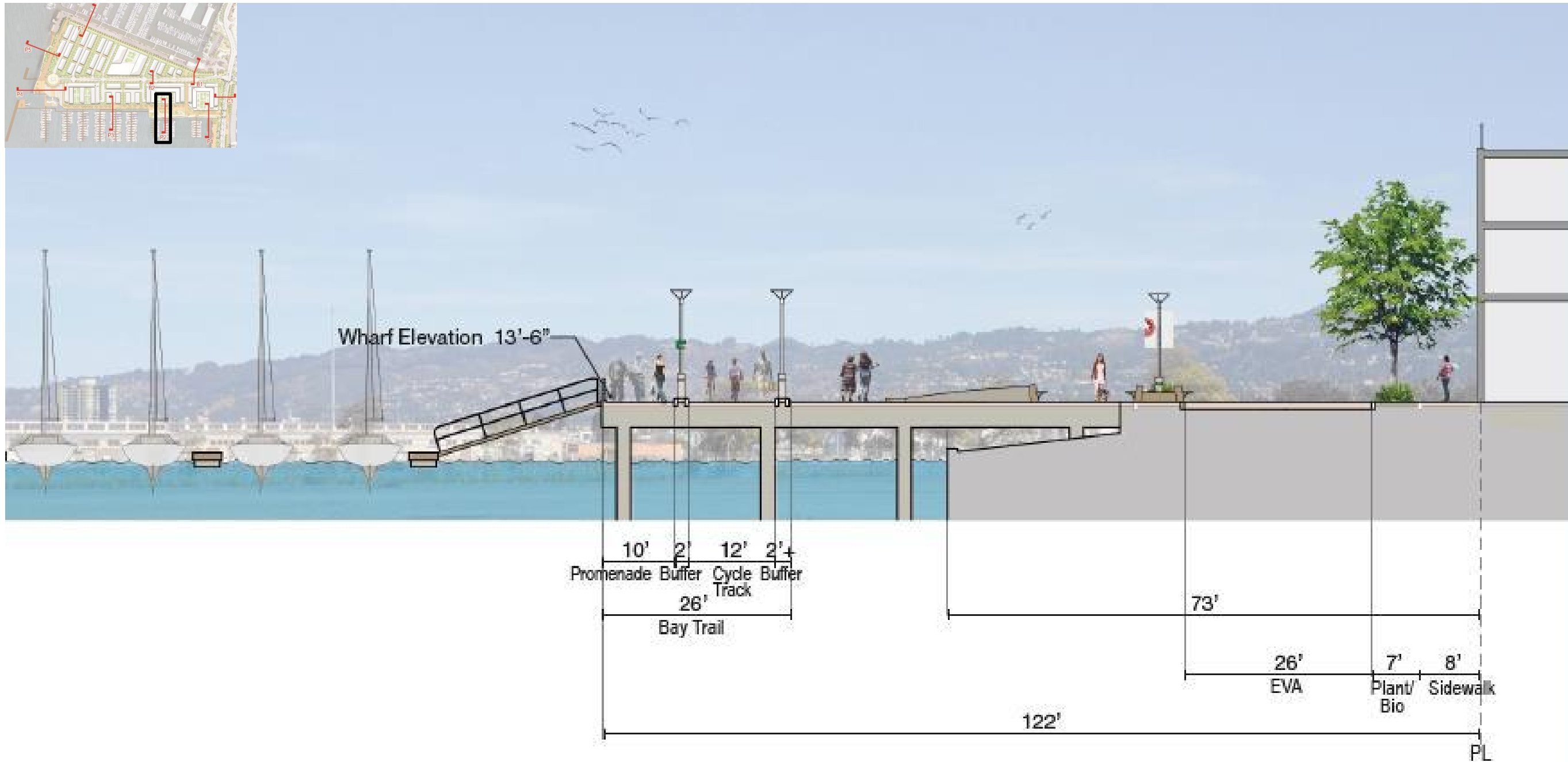


Figure 2.7 Illustrative Cross Section P2: Alaska Basin Plaza, Waterfront Promenade and Bay Trail adjacent to Alaska Basin District (view looking north)

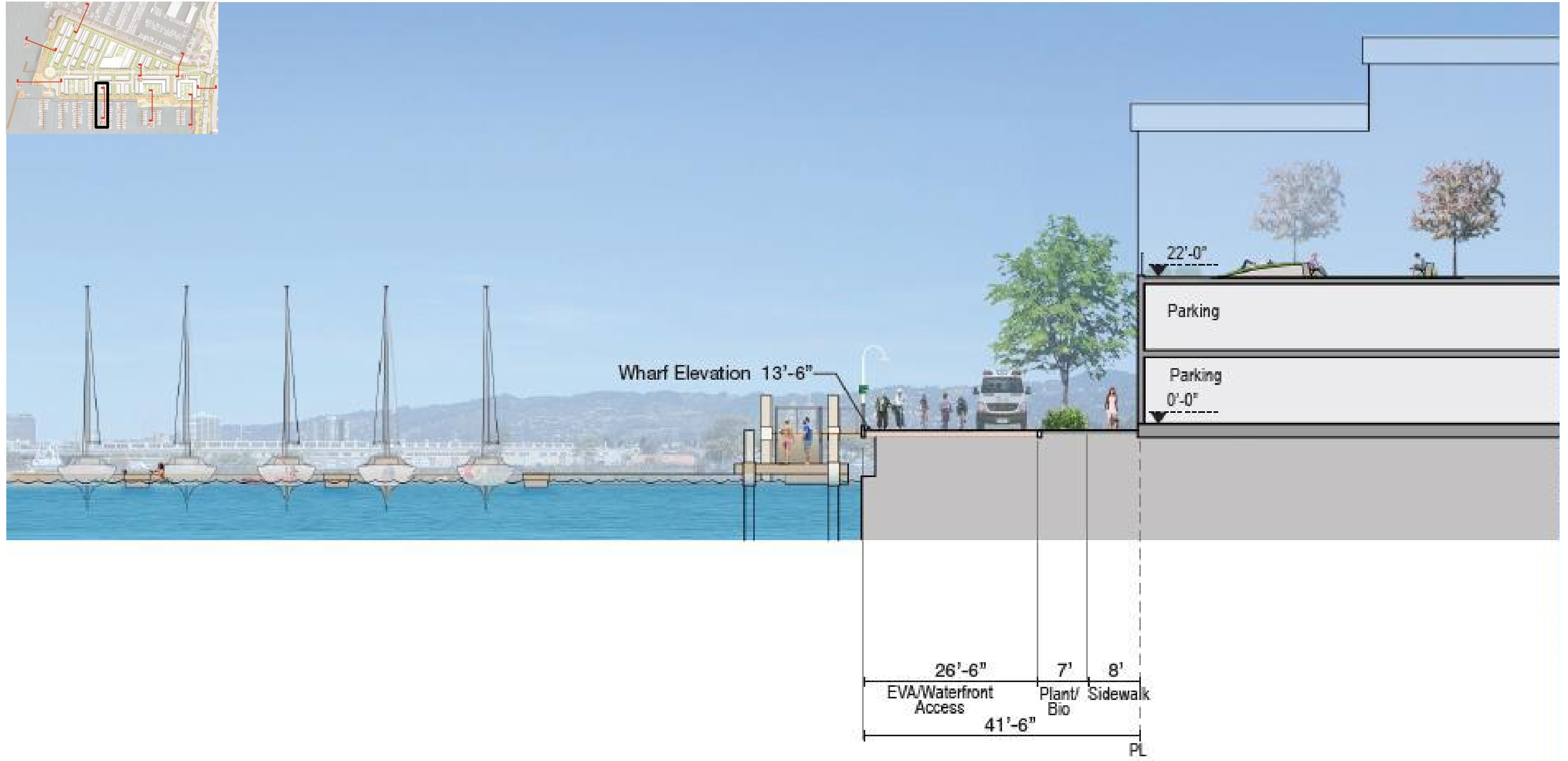


Figure 2.8 Illustrative Cross Section P3: Waterfront Promenade and Bay Trail adjacent to Alaska Basin District (view looking north)



Figure 2.9 Estuary Plaza and North Shoreline Promenade

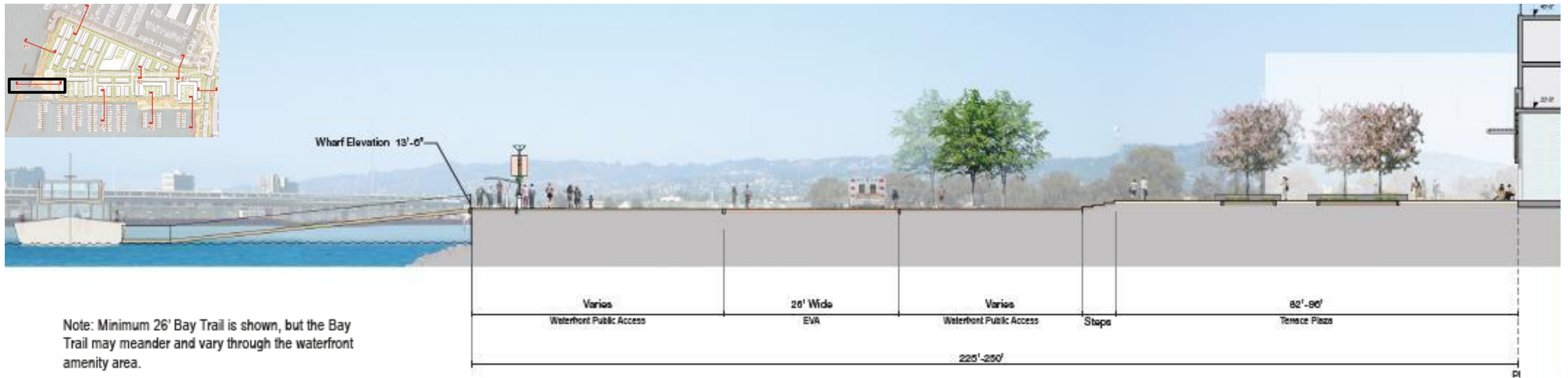


Figure 2.10 Illustrative Cross Section P4: Waterfront Promenade adjacent to Alaska Basin District (view looking east)

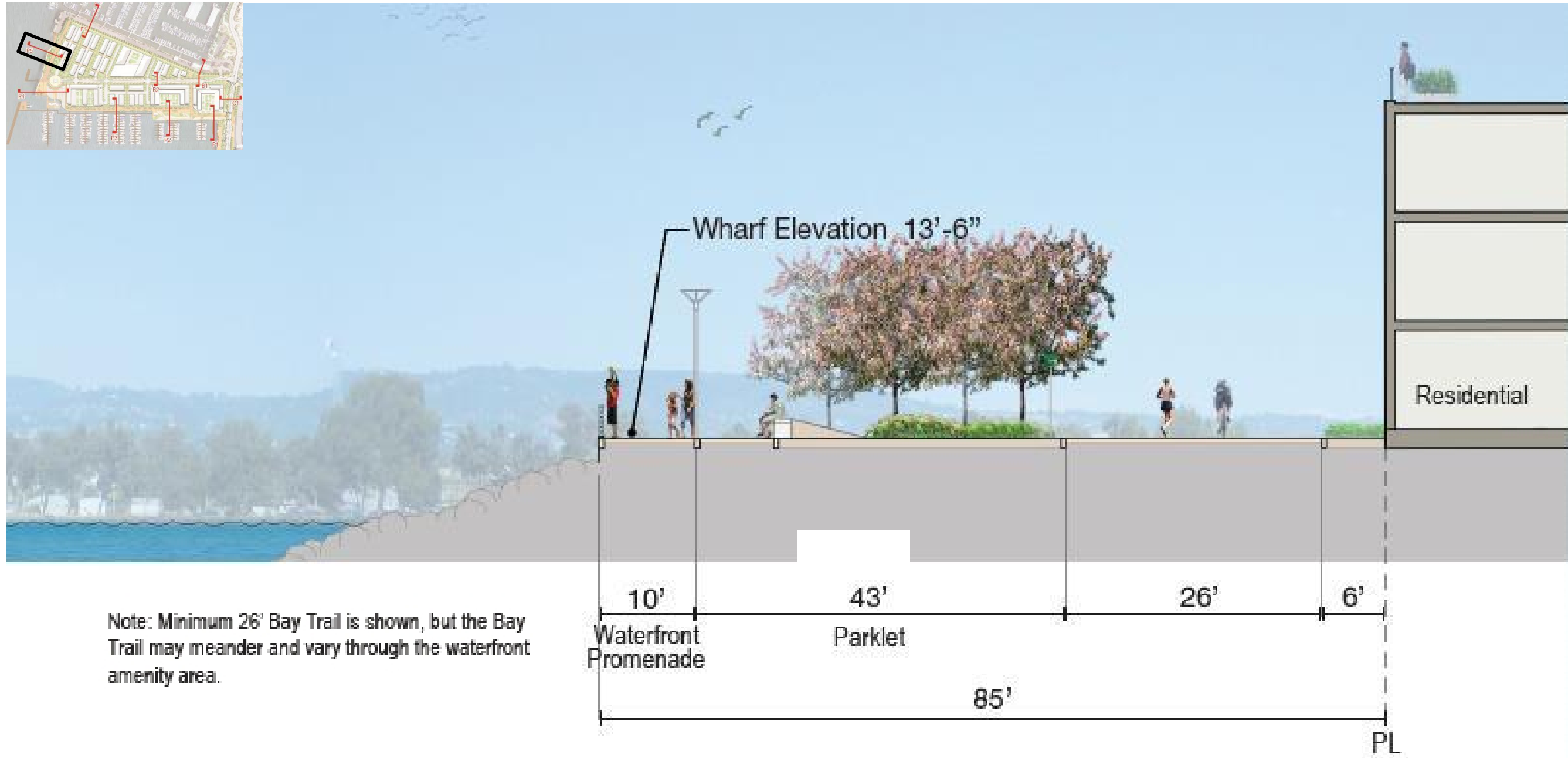


Figure 2.11 Illustrative Cross Section P5: North Shoreline at Estuary District (view looking east)



3 Bike Locker/Rack



4 Turf with Seating



7 Play Structure



20 Gateway Park



4 Public Art



Detailed Plan: Gateway Park



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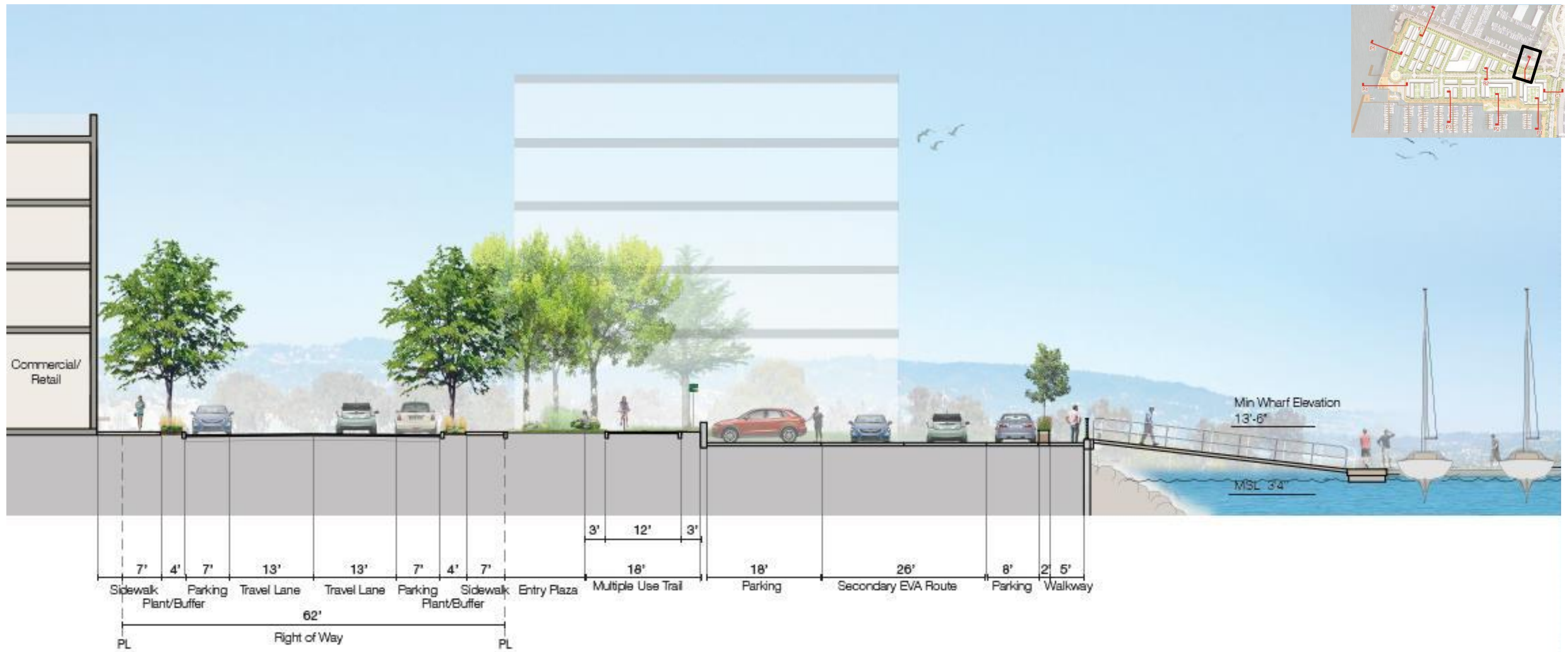


Figure 2.13 Illustrative Cross Section B1: Entry Boulevard with Alaska Basin District to the left of the trees and Estuary District to the right (view looking north)

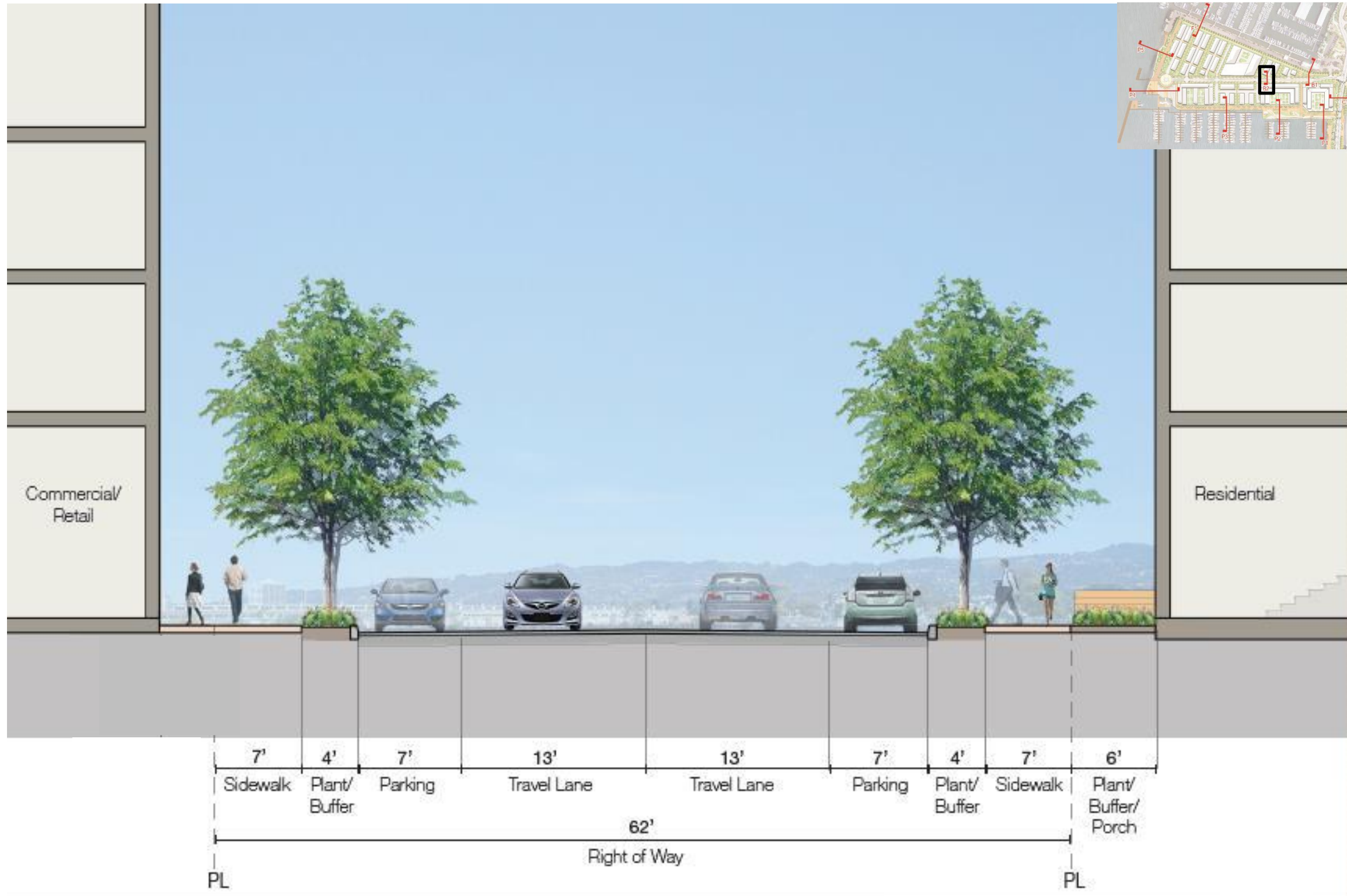


Figure 2.14 Illustrative Cross Section B2: Entry Boulevard with Alaska Basin District to the left and Estuary District to the right (view looking north)

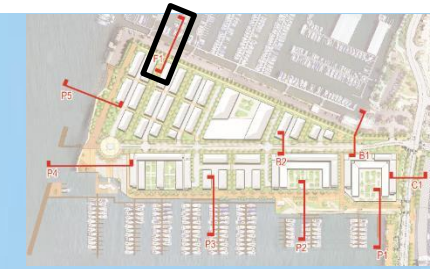
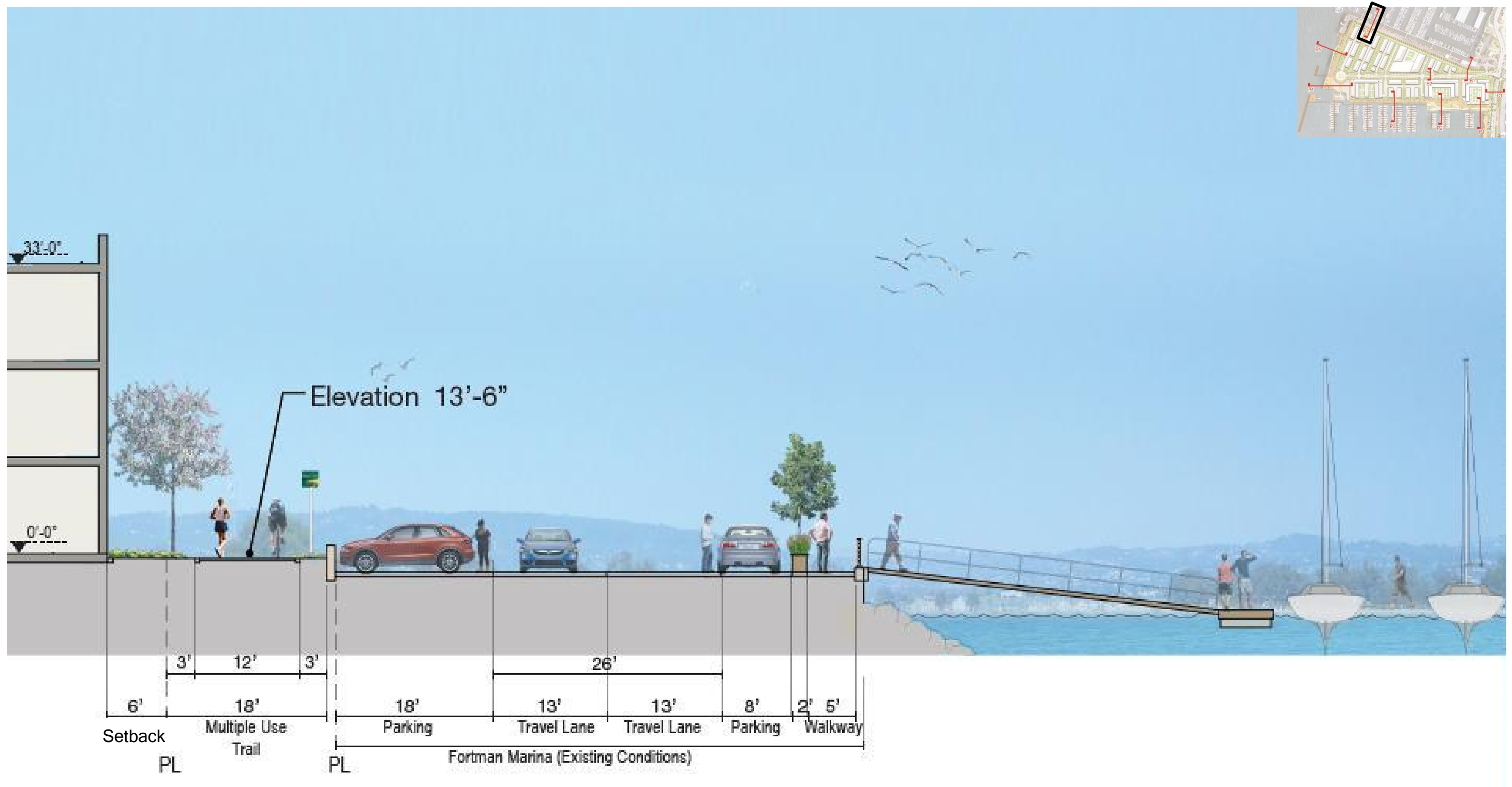


Figure 2.15 Illustrative Cross Section F1: Bay Trail and east edge of the Estuary District and Fortman Property (view looking north)

Sea Level Rise Protection

The development of the Public Trust Lands will be designed such that the proposed public access areas, streets and building sites will be raised to a minimum elevation of 13.0, providing built-in protection from 36-inches of sea level rise. As shown in Figure 2.17, the wharf elevation of 13.0 is sufficient to withstand 36-inches of sea level rise. To protect the site from sea level rise above 36 inches, the Private Lands developer will design and provide a funding mechanism for additional protections for implementation at such time that the additional measures are required. The costs of the adaptive management strategy shall be included in an assessment district, community facilities district, or a Geologic Hazards Abatement District established to fund the maintenance of the Public Trust Lands. Future potential adaptive measure concepts which allow for adjustments to the perimeter of the project site flood protection, should they be necessary, may include implementation of seawalls, earthen berms, raised platforms or other storm drain system enhancements. Conceptual illustrations of potential adaptive measures are shown in four sections on the following pages (Figures 2.17 through 2.20). The primary adaptive measure is the construction of a seawall at the inland edge of the wharf, as shown in Figures 2.17 and 2.18, and along the northern edge at the waterfront park (Figure 2.19). Along the eastern edge, the seawall is planned to be constructed at the water's edge, on the Fortman property (Figure 2.20). If this is infeasible or impractical, a secondary measure is provided: a seawall at the edge of the cycle track.

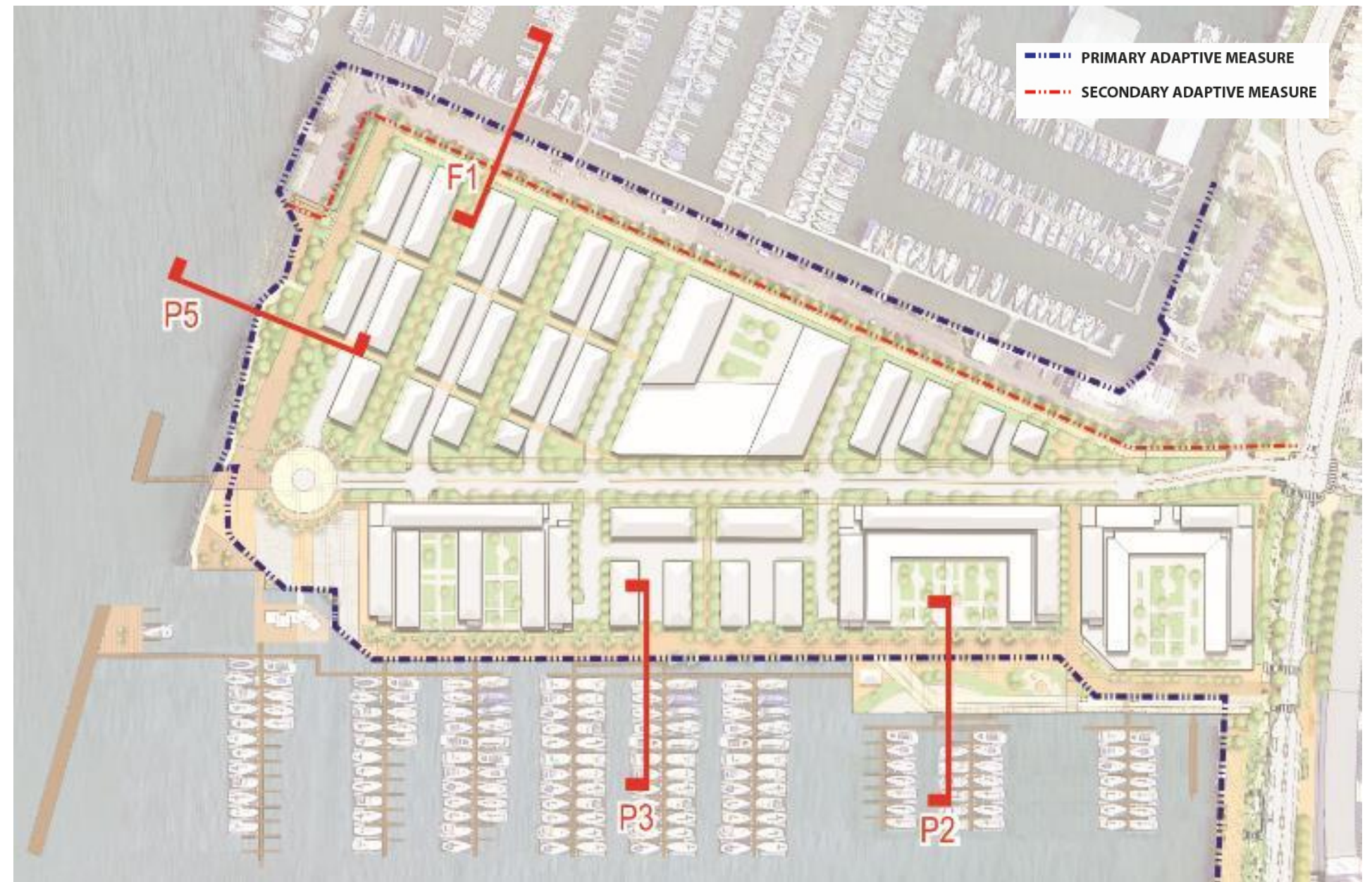


Figure 2.16 Adaptive Management Overview

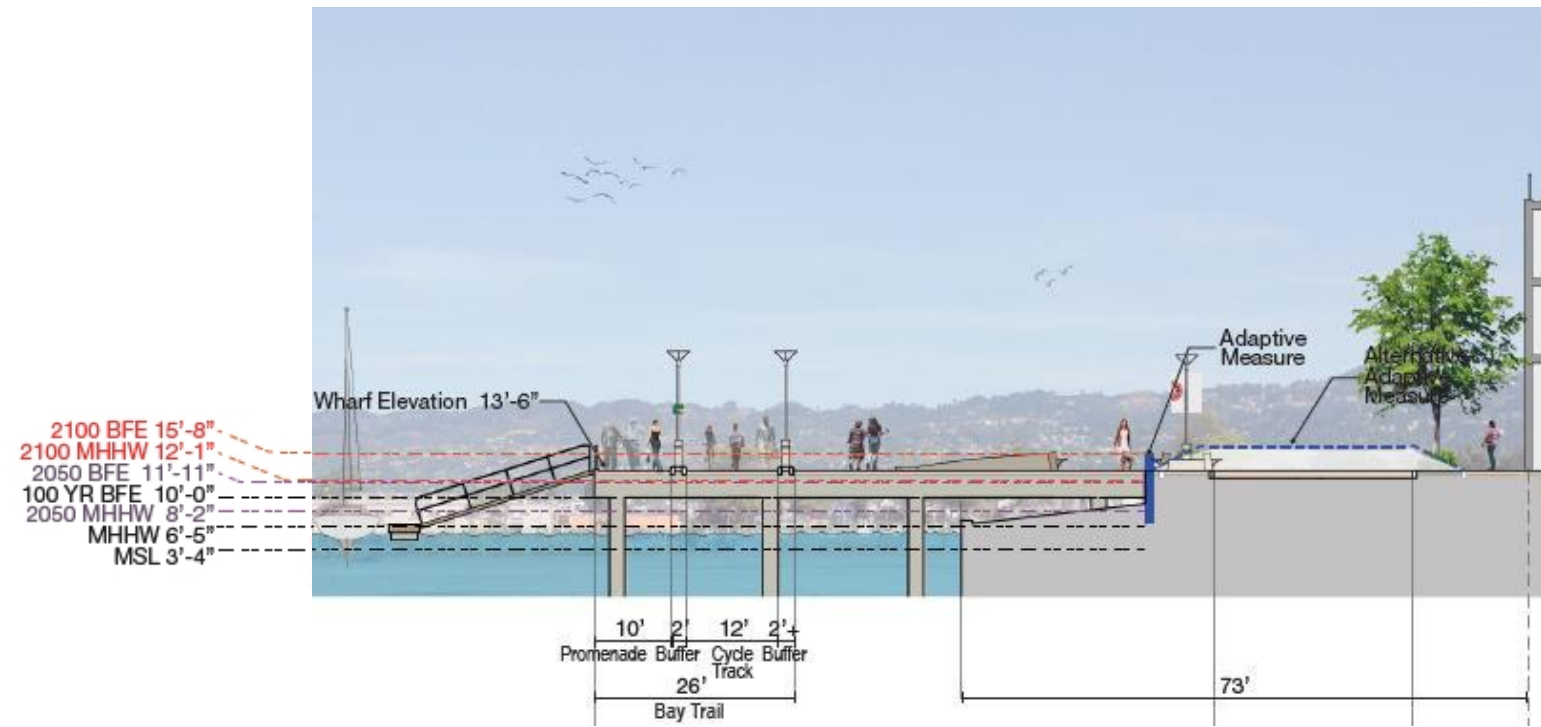


Figure 2.17 Two Adaptive Measure Alternatives at wharf edge (Section P2)

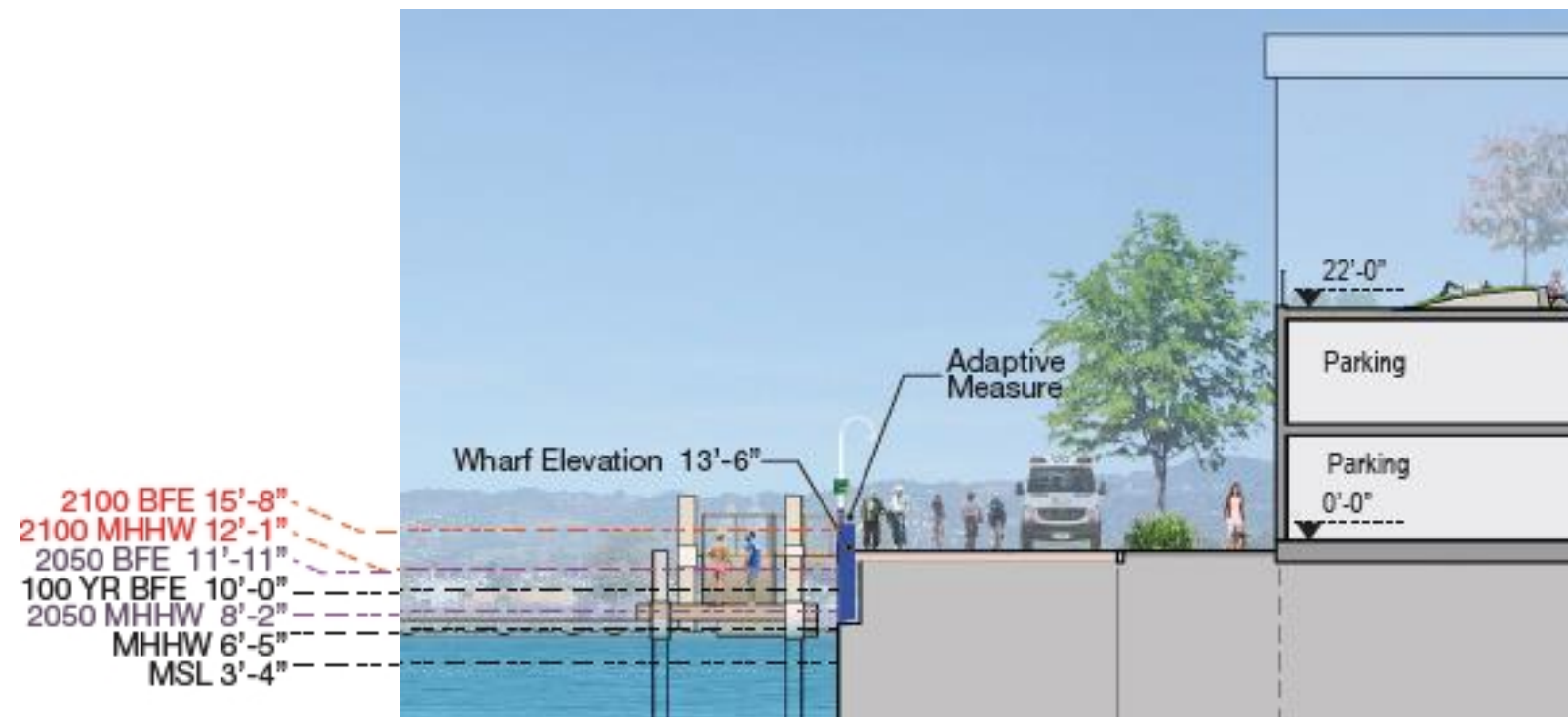


Figure 2.18 Adaptive Measure at wharf edge (Section P3)

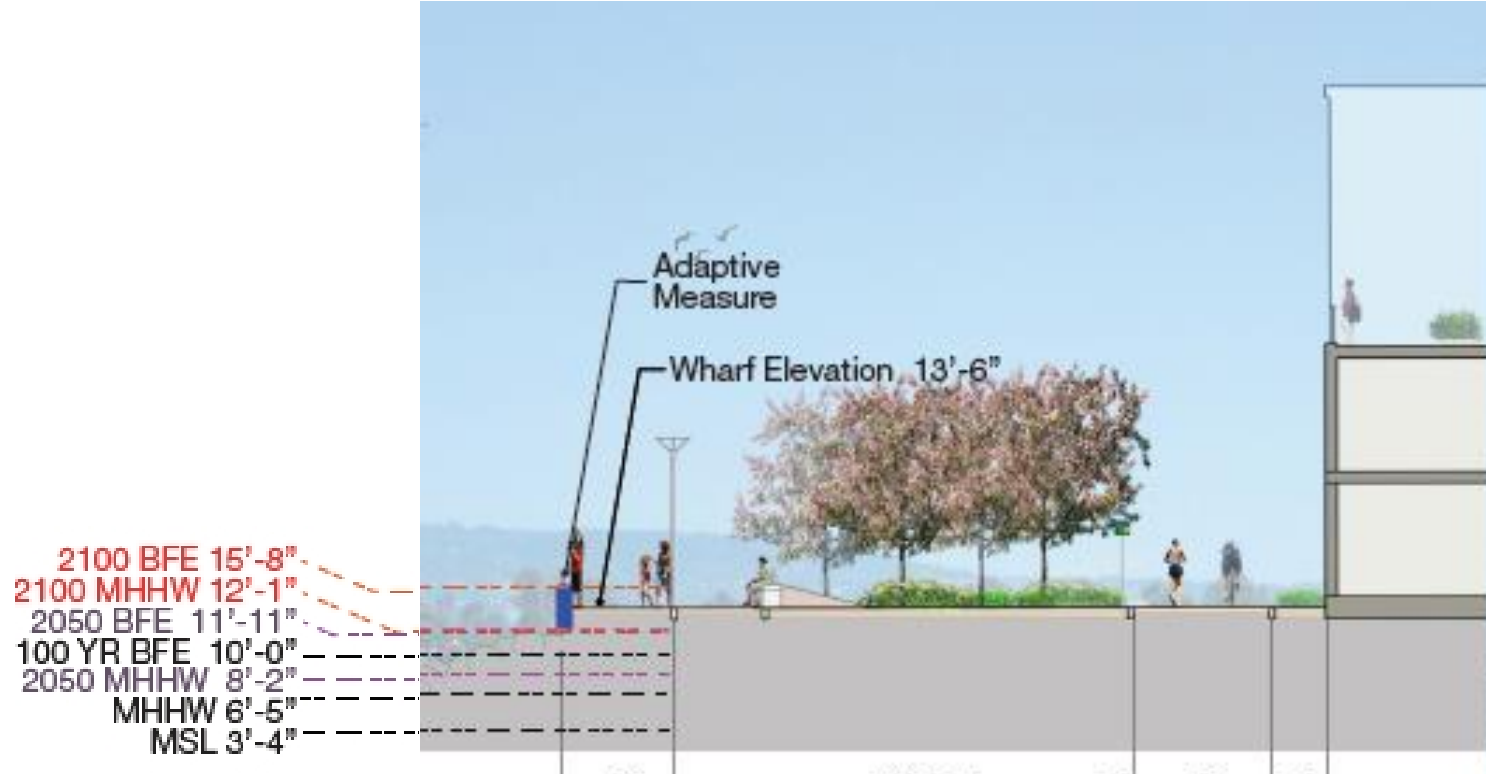


Figure 2.19 Adaptive Measure at North Shoreline (Section P5)

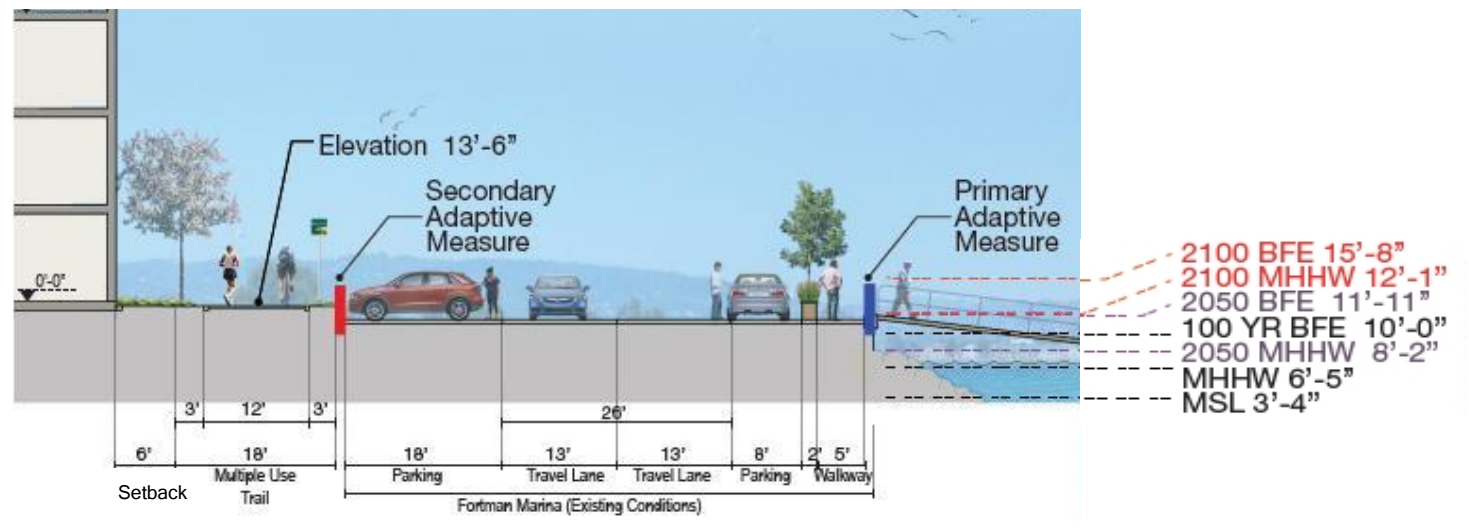


Figure 2.20 Adaptive Measure at Fortman property edge (Section F1)

Landscape Guidelines

Plant materials will be native/adapted and non-invasive species, tolerant of salt water and air and compliant with *Bay Friendly Landscape Guidelines*, with the exception of isolated ornamental gardens and recreational turf areas. Views will be respected and framed by tree and plant locations. All streets and pedestrian pathways include tree plantings that feature a spreading canopy and that provide interest and color in more than one season, if possible. trees will be planted on a regular spacing, which will provide shade in the summer, sun during the winter, shelter, and a unique definition/identity for each street. Ornamental trees will be planted along pedestrian promenades, with colorful low shrubs and ground covers beneath the trees and within the planters.

With the Development Plan and Design Review application for each subarea, a detailed landscape plan for each subarea will be included and will be materially consistent with the below plant schemes. 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' 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 the Alameda County Clean Water Program Stormwater Technical Guidance Handbook.

Appropriate species of street trees include:

- *Platanus x acerifolia*, London Plane
- *Prunus serrulata* 'Kwanzan', Kwanzan Flowering Cherry
- *Arbutus unedo*, Strawberry Tree
- *Acer negundo* "californicum", California Box Elder
- *Populus fremontii*, Fremont Cottonwood

Appropriate ornamental plantings include:

- *Corylus cornuta* "californica" Western Hazelnut
- *Arctostaphylos hookeri*, Hooker's Manzanita
- *Ceanothus* spp., Ceanothus



Hooker's Manzanita



Ceanothus



Western Hazelnut



Strawberry Tree



Flowering Cherry



California Box Elder



London Plane



Fremont Cottonwood

CHAPTER 3: PRIVATE LANDS DEVELOPMENT REQUIREMENTS AND STANDARDS

Upon execution of the Tidelands Exchange Agreement, the Private Lands shall be developed consistent with the following development standards and requirements. The Private Lands shall be developed as three distinct districts: The Gateway District, Estuary District and Alaska Basin District, as shown in Figure 3.1.

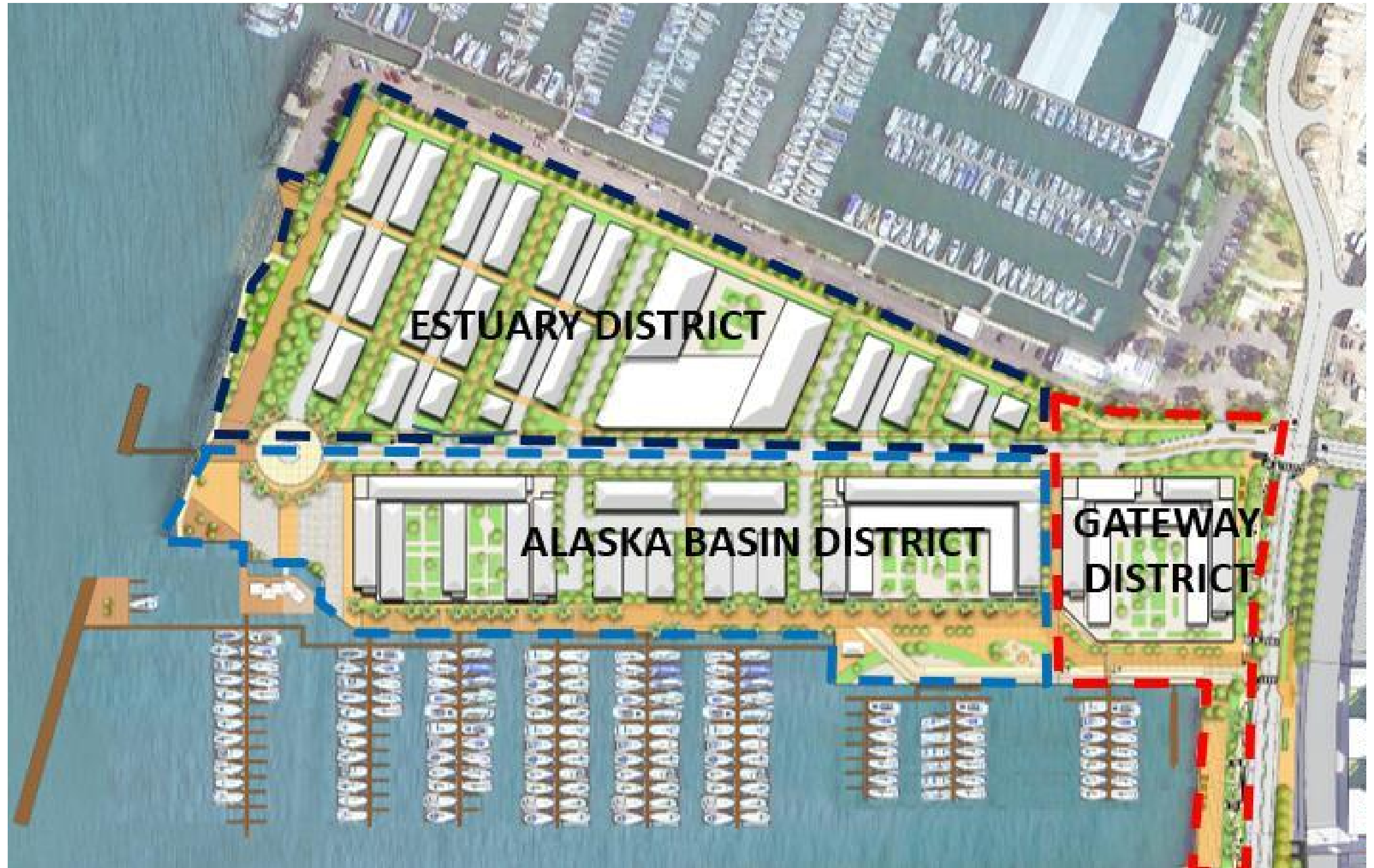


Figure 3.1 Districts Plan

Gateway District

The Gateway District is designated as a mixed-use area fronting onto Clement Avenue and the southern portion of Alaska Basin. With ground floor commercial and building amenity spaces and residences above, the Gateway District creates a sense of place for the waterfront revitalization. This is a pivotal element in the project, as this District, combined with the northern commercial/retail edge of the Del Monte Warehouse, creates the anchor and hub for the mixed-use elements of both developments. The Cross-Alameda Trail and cycle track components of the Clement Avenue extension will pass in front of the Gateway District.



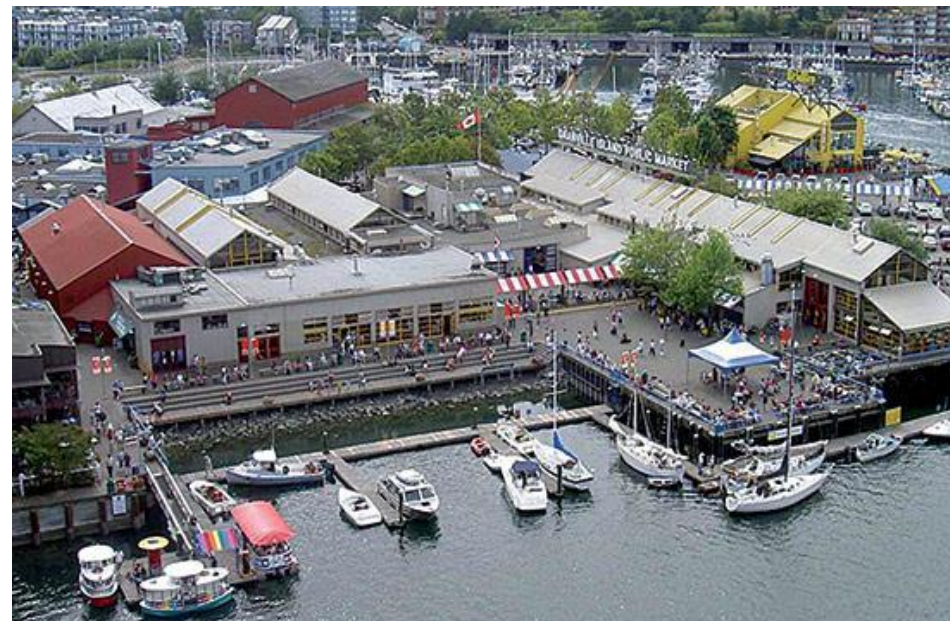
Estuary District

The Estuary District, a primarily residential district on the northern and eastern portions of the site, has excellent views of Fortman Marina, up and down the Estuary and of the Oakland Hills. Fronting onto the northern shoreline, the Bay Trail and Fortman Marina, the Estuary District is envisioned as a waterfront neighborhood with ample public connections for its residents to the waterfront promenade and open spaces. Representative imagery and architectural types of buildings that could be built here are shown on this page.



Alaska Basin District

The Alaska Basin District is a primarily residential district on the west side of the Central Boulevard, providing mixed use or residential buildings adjacent to Alaska Basin and the water transit docking facility. This area will be known for its vibrant interface between the residential, commercial, and open space uses in this portion of the site. The mixed use building proximal to the northwest corner of the site will contain ground floor commercial uses to serve residents and visitors. Representative architectural types of buildings that could be built in this district are shown on this page.



Land Use Program

The land use program for the Private Lands shall include up to 589 housing units and up to 50,000 feet of commercial land use.

Land Use Requirements

The use of Private Lands shall be subject to the following requirements by the City of Alameda. Uses are defined in Chapter 30-2 of the AMC. The following uses shall be permitted by right:

- Residential multifamily uses
- Assisted living facilities
- Home occupations
- Retail, commercial personal services, medical services, and office uses
- Cafes and restaurants
- Visitor serving commercial recreational uses
- Artists' studios, galleries, performance space, and museums
- Hotel
- Public parking
- Open Space and parks

The following uses shall require a Conditional Use Permit, subject to the provisions of AMC Section 30-21:

- Bars and Taverns
- Convenience stores, selling alcohol for off-site consumption.
- Maritime industrial
- Maritime-related uses, including maritime workplace, marinas and water transit, recreational boat and small craft rentals and sales, boatyards, and dry boat storage
- Other uses determined by the Planning Board to be similar to the above and consistent with Master Plan objectives. Drive through facilities shall be prohibited.

Residential Development Standards

The Private Lands shall be developed with multi-family residential units. Single family detached homes shall be prohibited, and the number of attached townhomes with private garage parking shall be limited to 200 units.

AFFORDABLE HOUSING

The Private Lands shall be developed with a total of eighty (80) affordable housing units including twenty-five (25) units affordable to very low-income households, twenty (20) units affordable to low-income households, and thirty-four (35) units affordable to moderate income households. As a multi-phased Master Plan project, site plans, floor plans and architectural elevations for all affordable units will be shown at the time that applications for Development Plan and Design Review are submitted for review by the Planning Board. Prior to approval of the first final Map for the Project, Developer shall have received City Manager approval, in its reasonable discretion, of an Affordable Housing Agreement which is consistent with the requirements of this Master Plan and in a form acceptable to the City Attorney. The agreement shall contain the following provisions:

- A phasing schedule to ensure that the 80 units are constructed concurrently with market rate units.
- An affordable housing developer may partner with the development team to design, obtain financing, construct, and manage a building that will house the 20 Low- and 25 Very Low-Income units.
- The 45 Low-/Very Low- units shall be comprised of a mix of 17 studios, 23 one-bedroom and 5 two-bedroom units.
- The 35 moderate income units shall be comprised of a mix of 3 studios, 14 one-bedroom, 14 two-bedroom and 4 three-bedroom units.

MIDDLE INCOME HOUSING

Developer shall fund and construct ten (10) "missing middle" affordable by design units (five 1-bedroom and five 2-bedroom units) that will be set aside as ownership units targeted to middle-income purchasers making between 120% and 180% of Alameda median income. Buyers who purchase these homes will be deed restricted from selling their home for 5 years after purchase, or they will forfeit any accumulated equity. Forfeited accumulated equity shall be transferred to the City of Alameda Affordable Housing Fund for the purpose of funding new affordable housing in Alameda. Prior to issuance of the first building permit or first final map, whichever occurs sooner, Developer shall have received City Manager approval, in its reasonable discretion, of an Affordable Housing Agreement which is consistent with the requirements of this Master Plan and in a form acceptable to the City Attorney and which shall establish procedures for implementing the sales process and 5-year sale restriction for the "missing middle" units.

PRODUCT DIVERSITY/OWNERSHIP

In order to assure a mix of housing options that spans the broad spectrum of product type and pricing, at least 30% of the market rate units constructed in the Master Plan will be 1,200 square feet or less. One-third of that 30% will be 900 square feet or less and two-thirds of the 30% will be between 900 square feet and 1,200 square feet. At least 50% of the total units shall be mapped through the subdivision process to allow for home ownership. Developer shall identify the parcels or condominium units that will be mapped concurrent with each Final Map approval.

UNIVERSAL DESIGN

At least 50% of the units constructed shall meet the requirements for Universal Design units consistent with AMC Section 30-18.4.a and a minimum of 50% of the units shall be visitable as defined by AMC Section 30-18.4. b.

Commercial Development Standards

The Private Lands shall be developed with a minimum of 20,000 square feet of commercial use and a maximum of 50,000 square feet. No less than 10,000 square feet of ground floor commercial space shall be provided fronting onto Clement Avenue, and no less than 10,000 square feet of ground floor commercial space shall be provided proximal to the northwest plaza and water shuttle docking facility. Ground floors for commercial uses shall have ceiling heights of not less than 16’.

Building Design Guidelines

PEDESTRIAN FRIENDLY BUILDING DESIGN

Buildings shall provide a well-articulated and attractive façade and pedestrian-friendly materials, details, and scale adjacent to the public right of way and along the waterfront to enhance the pedestrian experience.

Primary building entrances shall front onto public streets, entry plazas or public open spaces. All new buildings should include visually interesting façade treatments including ample building articulation, a variety of building materials, and window types that are complementary to the existing architectural styles in the area. On all elevations fronting onto the waterfront promenades, the Bay Trail or the Entrance Road extension, blank facades, unfenestrated walls and mirrored or darkly tinted glass should be avoided. Building materials should create an architectural character in keeping with maritime architecture of the area in terms of scale and texture and convey a sense of durability.

Architectural character should be complementary to, but not mimic, the historic maritime character of the waterfront. Images throughout the Master Plan illustrate for reference as the types of buildings that may be built at Encinal Terminals. To support architectural diversity and creativity, no single architectural firm may design more than one multi-family building within a single District, except that one architectural firm may design more than one building containing townhomes up to a maximum of 100 units.

New buildings and trees shall be located to minimize obstruction of water views from streets and public open spaces, wherever possible. Street facing facades should include architectural elements such as canopies, awnings, overhangs, projections, shading devices, recesses, signage, lighting, varying façade

element depths, material and surface variety and texture intended to provide interest to the pedestrian environment. Flush and or reflective unrelieved curtain wall type treatments of facades are not appropriate.

Building facades exceeding 50’ in length should include modulation or articulation to the street wall. This may be achieved with one or more of: material, texture or fenestration pattern change, recessed building entries, recessed balconies, enclosed building area encroachments and projections, minor setbacks not greater than 2’ deep, or other similar devices. In order to create successful streetscapes of individual buildings that respect the larger public environment – adjacent buildings may share features and architectural character and need not pursue variety for its own sake.

Multi-unit buildings should be designed with prominent entries that are inviting and clearly visible from adjacent streets from adjacent streets. Fenestration and transparency fenestration should be simple, human scale, elegantly proportioned and generous. Circular, trapezoidal, and triangular windows are discouraged. Operable windows for all building types are encouraged. Glazing should be non-reflective. The recommended minimum percentage of transparent façade area is 50% for residential buildings, and 65% for other non-residential uses. 75% of the ground floor facades (between 2’ and 8’ above grade) of retail frontages should include clear, un-tinted glass. For office, hotel and ground floor commercial uses, this percentage should be a minimum of 50%. In areas requiring ground floor retail uses the maximum extent of a blank wall (areas without windows or entries) should not exceed 10 linear feet.

GROUND FLOOR RESIDENTIAL UNITS

The scale and rhythm of the façade should express the height and configuration of a residential unit through techniques such as architectural detail, color, massing, and fenestration.

All ground floor units facing a public right of way or public open space should provide an individual front entry to those spaces. Primary living space or a private open space that are designed to orient to the adjacent street or open space may serve as substitutes. The frequency of entries will relate to the size of the unit facing the street, and the doors for two entries may be ganged at a single location. Each ground floor residential unit facing a public street or open space should address the interface between the public and private space through landscaping or other

architectural element. Solid hedges fences or other barriers may not exceed 4’ in height.

CLIMATE FRIENDLY DESIGN AND BUILDING MATERIALS

Buildings should use “cool” exterior siding, roofing, and paving material with relatively high solar reflective index to minimize solar heat gain. Exterior elements to control solar heat gain such as fins, overhangs and horizontal sunshades are encouraged. The use of elements that contribute to environmental sustainability, such as building-integrated photovoltaics or green walls, is encouraged. Glazing should be non-reflective and less than 10% tinted, with a light transmittance of at least 90%. Due to the marine environment at Encinal Terminals, materials selected should demonstrate superior performance related to moisture protection, low maintenance requirements, durability, and ultraviolet resistance. Ground level facades should be designed with high-quality materials that offer color, variety, wear resistance, and visual interest to the pedestrian (such as stone, tile masonry, brick, or terracotta). Buildings shall be designed to be consistent with a LEED Silver designation or its equivalent at minimum, and to be consistent with City ordinances implementing reach codes related to electric buildings.

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PARKING AND SERVICE FACILITIES

Exposed parking, garage entries, and service, mechanical or loading areas should be placed on the back or side of buildings that do not front along a public right-of-way. If there is no such frontage, these entries and areas should be limited to an aggregate of 50 lineal feet or 20% of a façade’s length, whichever is less. Individual townhouse garages facing the central roadway, Clement Avenue, or the Public Waterfront Lands are prohibited. Trash, recycling, and other utility facilities should be designed to be protected and screened from adjacent pedestrian activity.

Building Height, Setbacks and Blocks

BUILDING HEIGHT

Building heights shall be consistent with the applicable height limits for the property in the Multifamily Combining (MF) District regulations of 30-4.23 and Section 30-2 of the Alameda Municipal Code. The Planning Board may waive the height limit for individual buildings if the additional height is needed to accommodate the project. Design Review applications for any building that exceeds the height limits contained in the MF District zoning shall be accompanied by a massing study. The Planning Board shall not deny a building height above the MF District Zoning limits unless the Planning Board is able to make one or both of the following findings: 1) Based upon a review of the Design Review plans and the massing study, the MF District height limit does not physically preclude, or inhibit the financial viability to build the 589 units, including the affordable units, and all of the amenities, parking and mix of commercial and open space uses as described and illustrated in the Master Plan, or 2) the waiver of the MF District height limit would have a specific, adverse impact, as defined in paragraph (2) of subdivision (d) of Section 65589.5, upon health, safety, or physical environment, and for which there is no feasible method to satisfactorily mitigate or avoid the specific adverse impact.

BUILDING SETBACKS

There shall be no setback requirements except those provided by the Uniform Building Code, and for buildings in the following locations:

- Buildings fronting on Clement Avenue shall provide a setback necessary to provide for a 20-foot-wide public sidewalk in front of the building.
- Buildings fronting the Fortman property shall provide a 6' setback to the Bay Trail edge as shown in Figure 2.15.
- Buildings fronting the Alaska Basin or Oakland Estuary Public Trust Lands shall provide a ground floor setback from the waterfront edge of the public promenade (mean high tide line or outer edge of an adjacent promenade) that is equal to or greater than the height of the building at the building face. The building height may increase by stepping the building back such that any building face is set back an equivalent distance from the waterfront. For example, a 40' tall building must be set back a minimum of 40' from the waterfront promenade edge. To increase the building height to 50', the building face above 40' must be 50' from the waterfront promenade edge.

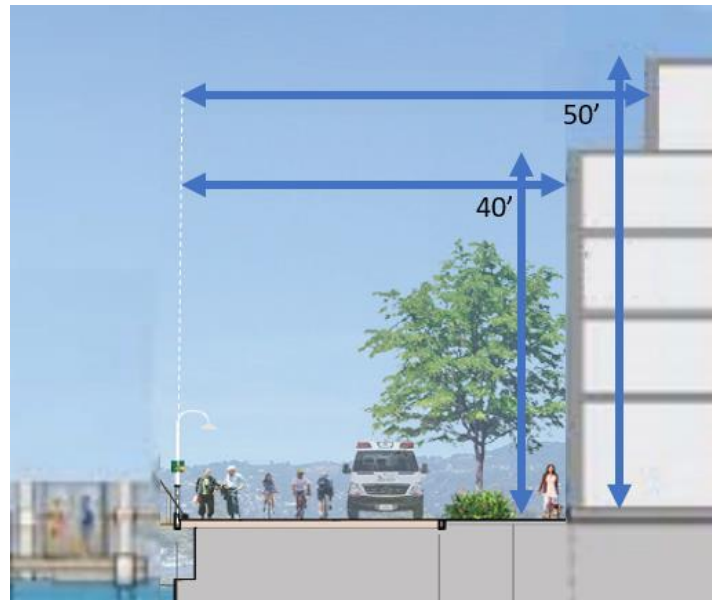


Figure 3.2 Setbacks at waterfront edge

BLOCK DESIGN GUIDELINES

The development of the private lands should provide for a clear pattern of Alameda scaled blocks of between approximately 250 and 350 feet in length. Each defined block should provide for public access between the blocks to ensure convenient access from the central roadway to the public waterfront lands and waterfront promenade. On the east side of the central road, the site plan shall show at least three defined blocks. At least four blocks should be provided on the west side of the central road. As shown in the illustrative diagram below, the public access between the blocks on each side of the road should provide continuous and convenient access across the site from the eastern facing waterfront promenade to the western facing promenade. Since the purpose of the east-west public access routes are for pedestrians and bicyclists, it is not required that these cross routes provide for automobile access. All private streets, alleys, and paseos shall provide public access easements.



Figure 3.3 Block Configurations

Transportation Demand Management

To reduce automobile trips and greenhouse gas emissions, the owners of the Private Lands shall provide supplemental transit and transportation services consistent with the following requirements.

ASSESSMENTS

Encinal Terminals shall annually fund transportation services consistent with the following rates:

- Every market rate townhome that has private parking under the unit shall be assessed an annual fee of \$525 (2021 dollars),
- Each market rate multi-family unit, with parking contained in a structured parking facility, shall be assessed an annual fee of \$425 (2021 dollars), and
- Commercial spaces shall be assessed \$.75 per square foot per year (2021 dollars).
- Assessments shall be adjusted annually in accordance with the Consumer Price Index.

SERVICES

Encinal Terminals will, prior to first occupancy, create or join an existing Transportation Management Association, such as the Alameda TMA.

ANNUAL REPORTING

Encinal Terminals or the TMA will prepare an annual report to be submitted to the City that documents revenues collected for transit, programs implemented during the year, cost of transportation programs, and results of an annual survey of residents and commercial tenants on their travel needs and habits.

Parking

Automobile and bicycle parking shall be provided consistent with the following standards and requirements:

- Parking lots shall be located and designed in a manner that will not deter access to the waterfront or reduce the quality of the waterfront experience.
- 200 public parking spaces shall be provided, managed, and marked for public use and marina use. All on-site, surface parking spaces, including on-street parking, shall be shared among the on-site uses and available for public use.
- All public and private parking areas shall be provided with electrical vehicle-charging (EVC) stations, consistent with City standards.
- Private residential parking in a shared common parking structure shall be limited to a total of 1.5 spaces per residential unit, and no unit shall have more than two spaces.
- Private commercial parking shall be limited to a maximum of two spaces per 1,000 square feet of commercial space.
- The cost of private residential parking in a shared common parking structures shall be unbundled from the cost of the housing unit. Parking in shared parking structures may not be reserved for a particular residential or commercial unit at no cost. The cost of shared parking shall be reported annually as part of the TDM Annual Report.
- Driveway areas and private parking garages associated with townhomes are exempt from the shared parking and unbundled parking requirements.
- Townhomes may not have more than two garage spaces.
- Bicycle parking for residential and non-residential uses will comply with AMC Section 30.4-23.

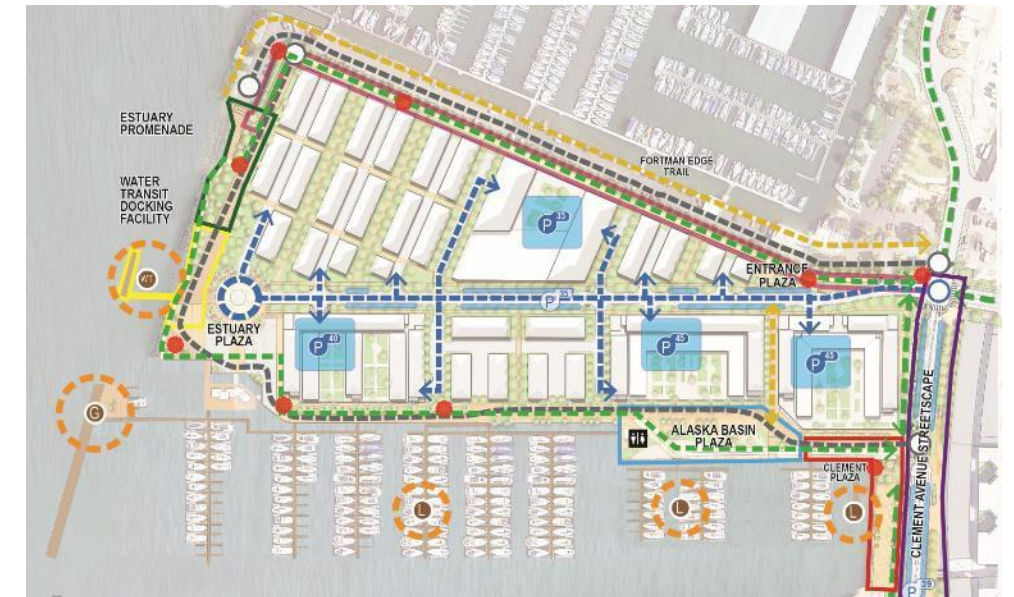


Figure 3.4 Illustrative Parking Plan

Open Space Minimum Requirements

One hundred and twenty (120) square feet of useable open space shall be provided for each residential unit. Useable open space may be combined into “common” open space for use by multiple units or provided as “private” open space to be used by a single unit. The permissible dimensions of private open space and common open space shall be consistent with the requirements of AMC 30-5.12. Common open space may be provided on the private lands or on the public lands, provided that the open space is provided for the units prior to occupancy of the units.

Infrastructure

All infrastructure improvement plans shall be designed, sized, and aligned to support full build out of the Master Plan.

STORMWATER SYSTEM

The storm drain system shall maintain the existing drainage patterns of the site in order to avoid potential capacity impacts associated with diverting additional run-off to the City's system. The proposed system shall include the following:

- Installation of new inlets and pipelines appropriately sized to convey the site run-off. The proposed collection pipelines will range in size from 12 to 24 inches in diameter. The portions of the system that directly discharge to the Oakland Estuary will likely require improved outfall structures.
- The remainder of the project site shall be collected and conveyed by a new system of inlets and pipelines which will connect to the City's 54-inch pipeline in Clement Avenue, and eventually discharge to the Arbor Street Pump Station.
- The proposed quantity of run-off conveyed to the City's system will be reduced in comparison to the existing condition because of the reduced amount of impervious area included in the proposed site plan, and if necessary, implementation of an on-site underground detention system. Bio-treatment areas to treat runoff from the proposed impervious areas shall be in accordance with Alameda County Clean Water Program guideline.
- To the maximum extent feasible, bio-treatment areas shall be integrated into landscaping areas adjacent to streets, parking areas and buildings.
- All storm drain line and/or outfall reconstruction efforts shall include appropriately sized certified full trash capture system measures to prevent trash discharge loading to the Oakland Estuary (Oakland Inner Harbor) of San Francisco Bay.

WASTEWATER SYSTEM

The existing wastewater generated from the Encinal Terminals site is collected and conveyed by an existing 10-inch pipeline that falls east to west towards Sherman Street, along the north side of the Del Monte Warehouse building. The 10-inch pipeline extends to Sherman Street and connects into the City of Alameda collection system near the intersection with Eagle Avenue. The City's pipelines within Sherman Street range in size from 8 to 12 inches and flow from north to south. The 12-inch pipeline in Sherman Street connects to the East Bay Municipal Utility District (EBMUD) 60-inch interceptor pipeline at the intersection with Buena Vista Avenue.

New wastewater infrastructure shall be constructed throughout the Encinal Terminals project site which will connect to the EBMUD interceptor in Buena Vista Avenue. The existing private wastewater collection facilities will be abandoned in place or removed. A new on-site wastewater collection system will be installed throughout the proposed street network within the project site and shall include:

- Pipelines ranging in size from 6 to 8 inches in diameter.
- Construction of a pump / lift station in order to minimize the depth of the proposed system.
- Installation of wastewater facilities extending off site through Entrance Road to convey the Encinal Terminals project wastewater from the project site and surrounding properties to Buena Vista Avenue.
- Construction of new wastewater infrastructure throughout the project site which will connect to the wastewater facilities in Entrance Road and ultimately to the EBMUD interceptor in Buena Vista Avenue

POTABLE WATER

A new potable water distribution system will be constructed to serve the project site and will extend from the pipeline in Clement Street and located within the street network throughout the project site. Distribution pipelines will range in size from 6

to 8-inches in diameter. EBMUD provides potable water service to the project site via a 12-inch pipeline in Buena Vista Avenue, an 8-inch pipeline in Sherman Street and a 10-inch pipeline in Clement Avenue to the east. Existing private water pipelines extend from the EBMUD distribution system to the existing structures within the project site. The project site is currently served by existing pipelines ranging in size from 6-inches to 15-inches that are located in Entrance Road and along the north side of the Del Monte Warehouse building.

DRY UTILITIES

A new joint trench will be constructed from the source to and throughout the project site and will include new facilities for all dry utility systems. Electrical service shall be provided by Alameda Municipal Power (AMP). Alameda Municipal Power shall review each phase of the development to ensure that adequate facilities for the provision of power are provided. Natural gas, if needed, shall be provided by Pacific Gas & Electric (PG&E). Telecommunications service shall be provided by AT&T.

EMERGENCY VEHICLE ACCESS (EVA)

Two points of ingress/egress for emergency vehicles onto the project site from Clement Avenue shall be provided at buildout and with each phase. Secondary Emergency Vehicle only (EVA) access will occur along the Fortman property at the east edge of the site. Easements for access by all City and County emergency vehicles may be provided, to further ensure that two access routes are provided to all buildings. Locations of EVA easements shown on illustrative exhibits are illustrative of intent only. Actual alignment of EVA easements may be modified based on Development Plans for specific areas, provided the intent of these provisions is assured and subject to approval by the City of Alameda and relevant agencies. All subsequent development plans and improvement plans shall be reviewed and approved by the City of Alameda Fire Department for conformance with EVA access requirements of the California Fire Code.

Private Lands Landscape Guidelines

As with the Public Trust Lands Landscape, all plant materials will be mostly native/adapted and non-invasive species, tolerant of salt water and air and compliant with *Bay Friendly Landscape Guidelines*, with the exception of isolated ornamental gardens and recreational turf areas. Views will be respected and framed by tree and plant locations. All streets and pedestrian pathways include tree plantings that feature a spreading canopy and that provide interest and color in more than one season, if possible. Street trees will be planted on a regular spacing and a unique definition/identity for each street, that complements the architecture is encouraged. Ornamental trees will be planted along with colorful low shrubs and ground covers beneath the trees and within the planters.

Development Plan and Design Review applications for each District will include a detailed landscape plan and will be materially consistent with the below plantings. 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' 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 Stormwater Technical Guidance Handbook.

Appropriate species of street trees include:

- *Platanus x acerifolia*, London Plane
- *Prunus serrulata* 'Kwanzan', Kwanzan Flowering Cherry
- *Arbutus unedo*, Strawberry Tree
- *Acer negundo* "californicum", California Box Elder
- *Populus fremontii*, Fremont Cottonwood

Appropriate ornamental plantings include:

- *Corylus cornuta* "californica" Western Hazelnut
- *Arctostaphylos hookeri*, Hooker's Manzanita
- *Ceanothus* spp., Ceanothus



Hooker's Manzanita



Ceanothus



Western Hazelnut



Strawberry Tree



Flowering Cherry



California Box Elder



London Plane



Fremont Cottonwood

CHAPTER 4: DEVELOPMENT PROCEDURES AND PHASING

General Requirements

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 any conflict between the provisions of this Master Plan and the AMC, the provisions of the Master Plan shall govern. If the Master Plan is silent, the AMC shall govern. If any situation arises in the implementation of the Master Plan that is not addressed by specific site development regulations, or, if an issue, condition, or situation arises that is not clearly addressed in the Master Plan, the Planning Director shall provide an interpretation based on such City's General Plan goals, policies, and AMC requirement, including the site's Mixed Use and Multi-Family Housing District regulations, the Density Bonus Ordinance and the Inclusionary Housing Ordinance. Planning Director interpretations may be appealed to, or referred by the Director to, or called for review by, the Planning Board. Conformance determinations are not Master Plan amendments.

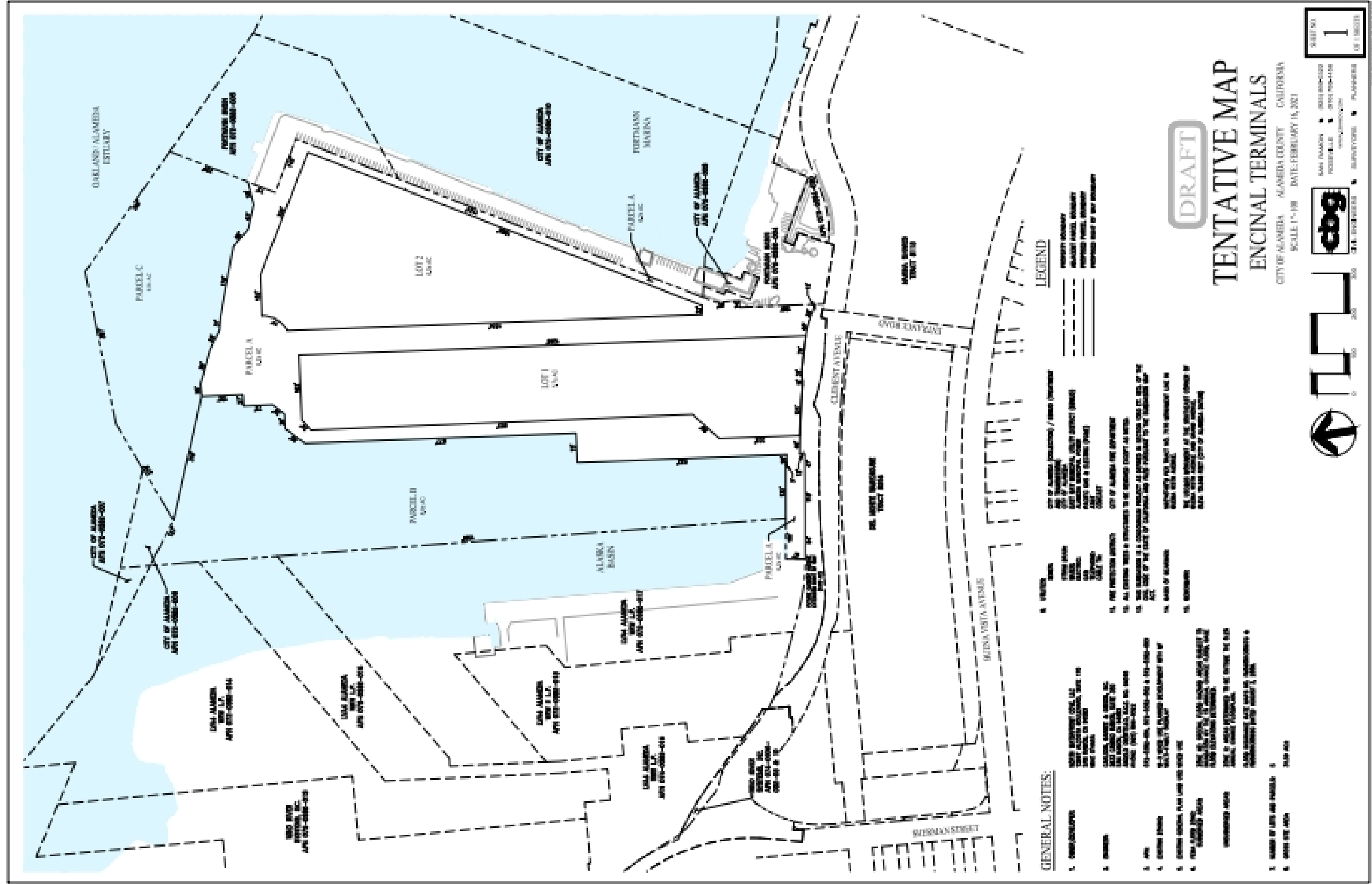
Subsequent Approval Requirements

Upon approval of the Master Plan and the Disposition and Development Agreement by the City of Alameda, the developer of the Private Lands shall acquire subsequent approvals necessary to construct the Public and Private Lands improvements, including:

- State of California State Lands Commission approval of a State Tidelands Exchange Agreement and state and federal resource agency permits, as applicable.
- City of Alameda approval of Development Plan and Design Review of the Public Trust Lands improvements, including Bay Trail, waterfront promenade, final wharf design and surface improvements, water shuttle docking areas and landside facilities for automobile access and passenger drop off, and marina and waterfront park public parking areas.
- San Francisco Bay Conservation and Development Commission (BCDC) approval of the waterfront public open space plan.
- City of Alameda approval of a Tentative Map, generally in conformance with the final Tidelands Exchange agreement and Figure 4.1.

- City of Alameda approval of an Assessment District(s), Geologic Hazard Abatement District and/or Community Facilities District(s)
- City of Alameda approval of a Subdivision Improvement Agreement for the construction of public infrastructure, including Public Trust Lands improvements, wharf rehabilitation/retrofit, storm water and wastewater plan, master grading plan, roadway, lighting, and on-site power plan.
- City of Alameda approval of an Affordable Housing Agreement prior to first Final Map.
- City of Alameda approval of Final Maps or first phase Final Map. Multiple final maps may be filed. All proposed subdivisions of the property shall be consistent with the requirements of the Subdivision Map Act.
- City of Alameda approval of Design Review for residential and mixed-use buildings.
- City of Alameda approval of Site Improvement and Building Permits.

Figure 4.1 Draft Tentative Map



Development Plan and Design Review Submittal Requirements and Approval Criteria

All Design Review and Development Plan submittals for each phase must 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.
- a Design Review application for each phase consistent with the requirements of AMC Section 30-36 and AMC Section 30-37 and shall also include detailed landscape plans, detailed lighting plans and detailed parking plans for each building showing no more than 50% of the spaces being “compact” spaces.
- a plan to produce, circulate and update a six-month construction work plan in flyer or newsletter form to keep neighbors apprised of upcoming construction work.
- a massing and land use plan for all the remaining Districts of the Master Plan to illustrate how the remaining Districts can be developed consistent with the Master Plan design and development standards.

The Planning Board retains full discretion to approve or deny a Design Review or Development Plan application if it determines that the massing and land use plan for the remaining Districts is not consistent with the Master Plan development and design standards. The Planning Board has discretion to adjust the Land Use Program provided that it can be demonstrated that the change will not result in new or substantially more severe environmental impacts, and that the adjustment is consistent with the Plan objectives.

The criteria used for Design Review approval are:

- Findings of conformance per AMC Section 30-36 and AMC Section 30-37 “Design Review”.
- Substantial material consistency with the Master Plan.



Phasing Requirements and Timing

The exchange of lands described in Chapter 1, the phased construction of the Public Trust Lands improvements described in Chapter 2, and Private Lands improvements described in Chapter 3, including 80 affordable units and 509 market rate multi-family and townhomes and commercial space, shall proceed in substantial conformance with the following phasing requirements and milestone schedules.

The milestone schedules contained herein are designed to facilitate construction of the housing during the 2023-2031 Housing Element period and within ten (10 years) of Master Plan approval.

GENERAL OBLIGATIONS AND RIGHTS:

- Developer shall be responsible for securing all necessary federal, State of California, regional and City permits as required by the Master Plan for each phase of development in accordance with applicable City ordinances, rules and regulations, and the terms and conditions of all City and other governmental approvals and shall be solely responsible for all costs to complete the work, including soft costs, permit fees, and hard costs.
- All phased public improvements shall be subject to Subdivision Improvement Agreements and bonding requirements. Developer shall post payment and performance bonds for the full value of improvements within each phase.
- Developer shall complete construction of the phased improvements in accordance with the terms of this Agreement, the Approved Construction Documents, and the Phasing Plan, and the terms and conditions of all City and other governmental approvals. Nothing in this section shall preclude or modify Developer's obligation to obtain any required City approval of changes in the Approved Construction Documents in accordance with applicable City ordinances, rules, and regulations.
- Phased conveyance of portions of Public Trust Lands into private ownership may only occur upon acceptance of phased improvements to private lands being conveyed into public ownership, as described below.

- Subject to Development Plan and Design Review approval by the Planning Board, Developer may construct housing units on any land owned by Developer at the time of building permit issuance and identified in the Master Plan as land appropriate for housing.
- Each construction phase shall provide two means of access for emergency vehicle access to the construction locations on-site and any existing completed improvements.
- Developer shall construct 80 deed restricted affordable housing residential units in the order and location prescribed in the executed Affordable Housing Agreement, which shall be executed prior to issuance of the first final map or building permit as required by the Master Plan. Permits for deed restricted affordable housing units are exempt from the phased building permit allocations described below.
- City shall grant building permits for market rate housing units in compliance with the construction phasing plan described below.
- Subject to mutual agreement of the City, State Lands Commission staff and Developer:
 - the Construction Phasing Plan and the Conveyance Phasing Plan described below may be adjusted to facilitate construction of public or private lands improvements consistent with the objectives of the Master Plan.
 - Developer may construct Public Improvement Areas (PIA's) in sub-phases; upon completion of a sub-phase, Developer may request a pro-rata conveyance of the associated Tidelands Transfer Areas (TTA's) and receive a pro rata share of the associated housing unit building permits. When the full PIA phase is complete and accepted by the City, Developer will receive the remainder of the TTA and remaining allocation of building permits for that specific PIA/TTA package described below.
 - Mutually agreed upon adjustments as described above shall not require a Master Plan Amendment.

PERMITTING MILESTONE SCHEDULE:

Within ~~24~~ 72 months of the date of City Council adoption of the Master Plan, Developer shall acquire:

- Tidelands Exchange Agreement approval from State Lands Commission
- Public Trust Lands Waterfront Development Plan and Design Review approval from City of Alameda
- Assessment district for Public Trust Lands maintenance approval from City of Alameda City Council.

Within ~~36~~ 72 months of Master Plan adoption, Developer shall acquire:

- Public Trust Lands Waterfront Development Plan and Design Review approval from Bay Conservation and Development Commission (BCDC site wide Permit).
- All required local, regional, state, and federal permitting requirements necessary to begin site clearing and grading.

Construction Phasing Plan

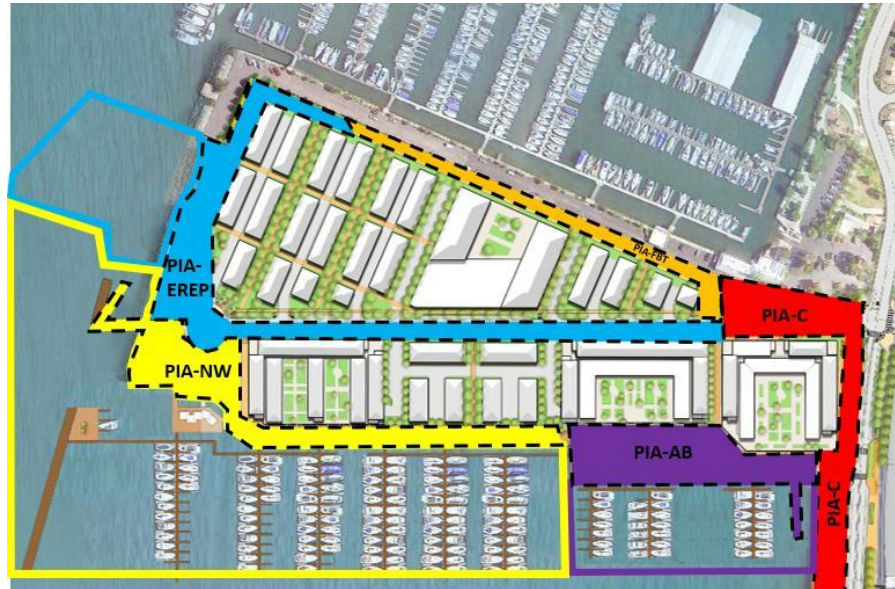


Figure 4.2 Construction Phasing Plan

SITE WIDE PREPARATORY IMPROVEMENTS

Within ~~36~~ 72 months of Master Plan adoption, Developer shall commence the site wide preparatory improvements, which shall include demolition of all existing buildings on the property, site-wide mass grading and site-wide soil stabilization to address geotechnical, earthquake and liquefaction risks, and construction of the temporary sixteen-foot wide asphalt public pathway connecting the southwest corner of the site to the Fortman public shoreline public access at the northeastern portion of the site to allow for a continuous Bay Trail around the perimeter of the property, as described in Chapter 2.

CLEMENT PUBLIC IMPROVEMENT AREA (PIA-C)

Within ~~48~~ 84 months of Master Plan adoption, developer shall commence construction of PIA-C, which includes the Clement Avenue Bay Trail bulkhead, Entrance Road intersection, relocation of the Fortman Marina driveway and completion of Gateway Park. Upon commencement of construction of PIA-C, Developer may begin construction of the first 125 market rate housing units, which may not include more than 75 townhome units.

ENTRANCE ROAD/ESTUARY PARK (PIA-EREPI) AND ALASKA BASIN PARK IMPROVEMENT AREA (PIA-AB)

Within ~~60~~ 96 months of Master Plan adoption, Developer shall commence construction of PIA-EREPI, which includes construction of the Entrance Road extension and Estuary Park, or PIA AB, which includes the Alaska Basin Waterfront Plaza. Upon commencement of construction of either PIA-EREPI or PIA-AB, Developer may begin construction on up to 90 additional market rate housing units, which may not include more than 25 townhome units. Within 84 months and upon commencement of both PIA-EREPI and PIA-AB, Developer may begin construction of 90 additional market rate housing units, which may not include more than 25 townhome units. The Fortman-adjacent Bay Trail (PIA-FBT) will be completed with the adjacent residential units.

NORTHWEST PUBLIC IMPROVEMENT AREA (PIA-NW)

Within ~~108~~ 144 months of Master Plan adoption, Developer shall begin construction of PIA-NW. Upon commencement of construction on PIA-NW, Developer will receive building permits for up to 100 market rate housing units, which may not include more than 25 townhome units. Provided that Developer has completed, and City has accepted, PIA-C, PIA-EREPI and PIA-AB, upon completion and acceptance of PIA-NW, Developer will receive the remaining 104 market rate building permits permitted by the Master Plan

Conveyance Phasing Plan

Upon completion of the public improvements in each PIA and acceptance of the improvements by the City Engineer, City and Developer shall convey property to one another. All conveyances will occur in accordance with the Exchange Agreement.

- Upon PIA-C acceptance, Developer will convey PIA-C to City.
- Upon PIA-EREPI acceptance, Developer shall convey PIA-EREPI and the adjacent submerged property to City, and City will convey TTA-EREPI to Developer.
- Upon PIA-AB acceptance, Developer will convey PIA-AB and the adjacent submerged property to City, and City will convey TTA-AB to Developer.
- Upon PIA-NW acceptance, Developer will convey PIA-NW and adjacent submerged property to City, and City will

convey TTA-NW1 and TTA-NW-2 to Developer, at which time Developer will receive all remaining 104 market rate building permits permitted by the Master Plan.



Figure 4.3 Conveyance Phasing Plan

Marina

The City of Alameda as trustee may solicit proposals from marina developers to develop and lease submerged lands for a marina with up to 160 berths. Construction and operation of the marina may commence once the City has secured ownership of the submerged lands in PIA-AB and PIA-NW. The timing and decision to proceed with marina construction shall be determined by the City of Alameda City Council.



ENCINAL TERMINALS TIDELANDS EXCHANGE MASTER PLAN / ALAMEDA, CA / JANUARY 4, 2022