

EXHIBIT D
STATEMENT OF OVERRIDING CONSIDERATIONS

The City of Emeryville City Council hereby declares that, pursuant to State CEQA Guidelines Section 15093, the City Council has balanced the benefits of the Reduced Main Street alternative ("Project") against any significant and unavoidable environmental impacts in determining whether to approve the Project. If the benefits of the Project outweigh the unavoidable adverse environmental impacts, those impacts are considered acceptable.

The City Council hereby declares that the EIR has identified and discussed significant effects that may occur as a result of the Project. With the implementation of the mitigation measures discussed in the EIR, these impacts can be mitigated to a level of less than significant except for the unavoidable and significant impacts as discussed in detail in Exhibit A.

The City Council hereby declares that it has made a reasonable and good faith effort to eliminate or substantially mitigate the potential impacts resulting from the Project.

The City Council has balanced the benefits of the Project against its unavoidable significant impacts (TRAF-1, TRAF-2, TRAF-3, TRAF-4, TRAF-7, TRAF-8, TRAF-10, TRAF-11, TRAF-12, TRAF-13, TRAF-14, TRAF-18, TRAF-19, TRAF-20, TRAF-22, TRAF-23, TRAF-24, TRAF-25, TRAF-26, TRAF-28, TRAF-29, AIR-1 (Reduced Main Street alternative), and SHADE-1 (Reduced Main Street alternative) in determining whether to approve the Project and has determined that the benefits of the Project outweigh the Project's unavoidable adverse traffic, air, and shade effects. The benefits set forth below constitute an overriding consideration warranting approval of the Project.

The City Council hereby declares that, having reduced the adverse significant environmental effects of the Project, to the extent feasible by adopting the proposed mitigation measures, having considered the entire administrative record on the Project and having weighed the benefits of the Project against its unavoidable significant impacts after mitigation, the City Council has determined that the social, economic and environmental benefits of the Project outweigh the potential unavoidable significant impacts and render those potential significant impacts acceptable based upon the following considerations:

- The Project is consistent with and implements the policies of the General Plan;
- The Project will be designed in conformance with municipal standards, codes, and policies, that will ensure that the Project is functional, safe, and attractive;
- The Project will revitalize the Marketplace site to create an active mixed use residential and commercial neighborhood;
- The Project adds residential units to create a mixed use neighborhood to add life, vitality, and improve the pedestrian experience in the City.
- The Project will implement a Transportation Management Plan to reduce reliance on the single-occupant automobile and will substantially improve pedestrian and bicycle connections throughout the site to adjoining neighborhoods;
- The Project will enlarge and improve the visibility and usability of City Park;

- The Project will establish a more urban street grid and urban landscape that will enhance the aesthetic quality of the Project area, and will be consistent with design standards that enhance the area and minimize blight;
- The Project will strengthen the local economy by providing new employment opportunities for local residents and significant tax revenues;
- The Project will utilize existing infrastructure and will also generate sufficient tax revenues to pay the costs of maintaining desired levels of services and adequate infrastructure facilities.

The City Council hereby declares that the foregoing benefits provided to the public through approval and implementation of the Project outweighs the identified significant adverse environmental impacts of the Project that cannot be mitigated. The City Council finds that each of the Project benefits outweighs the unavoidable adverse environmental impacts identified in the EIR and, therefore, finds those impacts to be acceptable.

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INTENTIONALLY OMMITTED