10. Other agencies whose approval is required (e.g., permits, financing approval, or participation agreement.)

The project would be considered for approval by the City of Emeryville and would be subject to the planning regulations of the City. The proposed remedial alternative for contaminated soil at the EmeryStation West building site would be reviewed and considered for approval by the Department of Toxic Substances Control (DTSC) and United States Environmental Protection Agency (EPA). The City has applied for Federal Transit Agency (FTA) funding for the proposed modifications to the plaza and bus parking are at the Amtrak Station.

D. PROJECT DESCRIPTION

This section provides a detailed description of the proposed project and describes the site's history, existing conditions, and project development process that the project applicant and City have undertaken to date. It also provides a summary of requested approvals.

1. Project Location and Existing Conditions

The approximately 2.6-acre project site is comprised of properties located in Emeryville, California: an approximately 69,000-square-foot site located north of the Emeryville Amtrak Station at 59th Street and Horton Street (also known as the "mound" parcel) and an approximately 45,000-square-foot site located west of Heritage Square, across Horton Street and to the east of the Emeryville Post Office as shown in Figure 1. Both parcels are paved and currently used for surface parking (Figure 2). The project site is currently covered almost entirely with impervious surfaces, with a few street trees and landscaped islands in the parking areas. A portion of the Amtrak Station property is also included in the project site; driveways and vehicle parking areas north and east of the Amtrak Station building would be reconfigured to create a transit plaza for cars, taxis and buses to drop off and pick up passengers. Soil beneath the portion of the project site located north of the Emeryville Amtrak Station at 59th and Horton Streets is contaminated with polychlorinated biphenyls (PCBs) and other organic and inorganic chemicals.

2. Proposed Project

Wareham Development is proposing to remove two surface parking lots in the 5900 to 6100 blocks of Horton Street in order to construct two buildings: the EmeryStation West building consisting of a seven-story laboratory/office building on top of a two-level "podium" parking structure and the Heritage Square parking structure that would provide seven levels of parking. The proposed EmeryStation West building would be located immediately north of the Emeryville Amtrak Station and south of the Emeryville Post Office (see Figure 3). The Heritage Square parking structure would be located on the east side of Horton Street across from the post office. The applicant is also proposing to reconfigure the vehicle entry and parking area of the Amtrak Station in order to create a new transit plaza for the Amtrak Station. Horton Street would be widened between 59th and 62nd Streets and the intersections at 59th and Horton Streets and 59th and Peladeau Streets would be modified to provide improved traffic flows. The project also includes remediation of contaminated soil on the EmeryStation West building site prior to construction of the proposed building. Approximately 8 to 10 percent of the project site would be converted to pervious surface cover after project implementation. The new pervious surfaces

would derive from the plaza reconfiguration, other landscaped areas, and through the use of flow-through planters and permeable paving.

a. Proposed Structures and Uses. The proposed EmeryStation West building would be approximately 165 feet tall and enclose approximately 358,451 gross square feet[1] of space for parking, laboratory, research and development, office, building mechanical and building support uses.

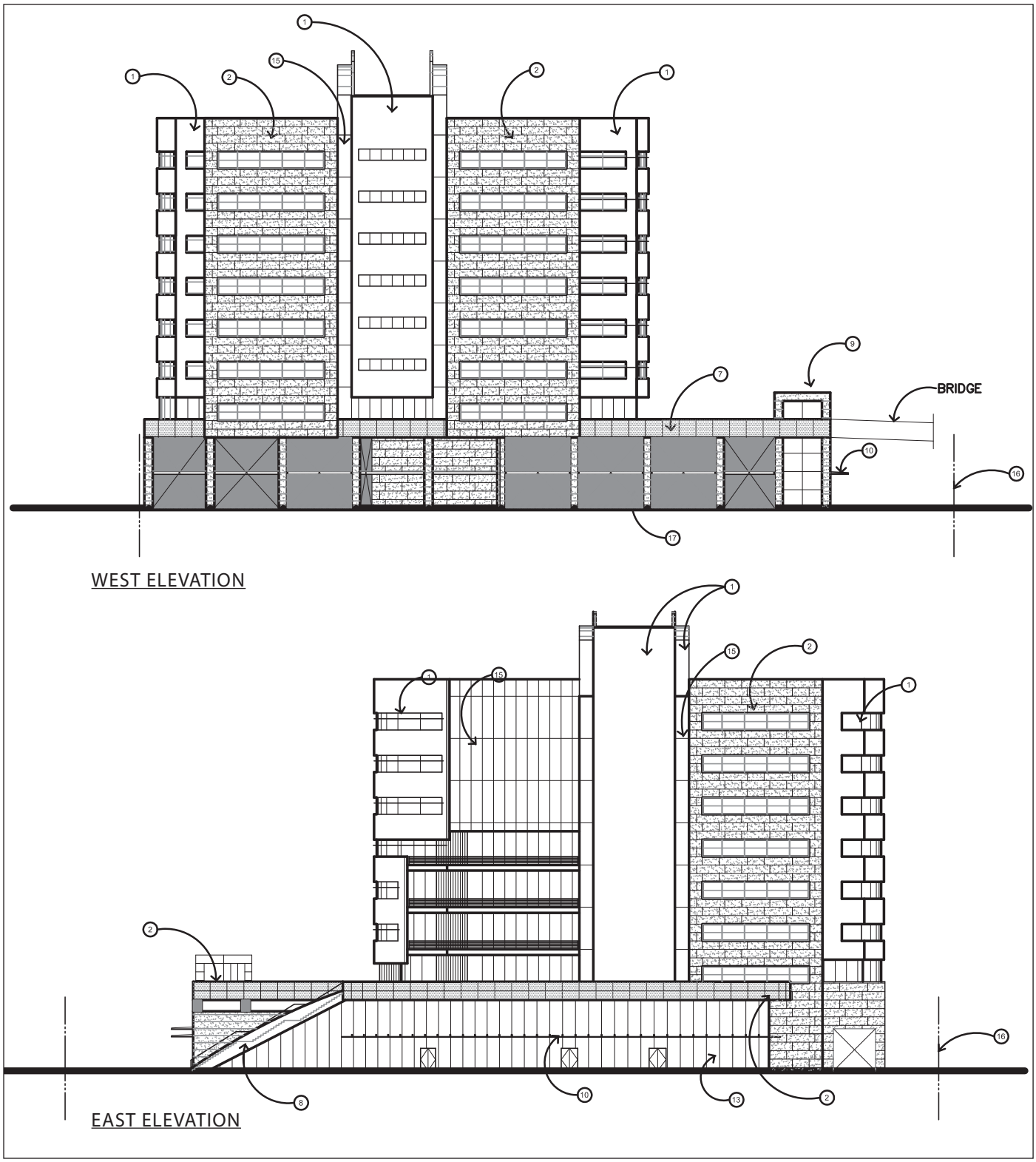
The lower "podium" portion of the building would be a two-level, approximately 30-foot-tall parking structure. The two-level structure would provide approximately 148 public and private parking spaces to replace the existing surface parking lot, which has a total of 215 spaces. At least 125 spaces in the new parking structure would be available to the public and would replace the 125 public spaces in the existing surface parking lot. The vehicle entrance and exit for the parking structure would be located on the building's south frontage in the area that would also serve as a space for cars and taxis to drop off passengers and turn around.

In addition to its parking function, the ground floor of the podium would have active, double-height spaces along its south and east frontages. Approximately 2,347 gross square feet of the south frontage would provide space for transit, retail and/or office uses, such as ticket-buying, travel and transit information, bike security, and car share information. Interior space along the east frontage would be occupied by the building's main lobby or used for service space. The west frontage of the podium, which would adjoin the railroad tracks, would provide a widened train platform for Amtrak passengers. A loading dock, with two roll-up doors facing the post office utility yard, would be located at the east end of the north frontage. The façade of the podium would be clad in materials similar to that of nearby buildings, primarily masonry, such as brick or stone.

A landscaped terrace would be installed on the southern one-third of the podium's roof, above the second level of parking. The roof terrace would be accessible to pedestrians via a broad stairway located on the southeast corner of the podium that would ascend from street level. The roof terrace would be served by elevators from the lobby of the laboratory/office tower and from a public entry point located west of the vehicular entry on the south frontage of the parking structure. The roof terrace would also connect with the existing pedestrian bridge over the railroad tracks. The roof terrace would be visible from the project's laboratory/office tower and from adjacent buildings that have a similar podium style of architecture.

A seven-story, 105-foot laboratory/office tower would be constructed on the northern two-thirds of the podium. The tower would contain approximately 219,622 gross square feet of which approximately 200,000 square feet would be rentable space for laboratory, research and development, and/or office uses. An additional 30-foot architectural element would extend above a portion of the roof that would house some of the buildings mechanical systems, yielding a total structure height of approximately 165 feet (Figures 4 and 5). The south side of the mechanical penthouse would have louvers incorporating photovoltaic solar panels. The tower would be clad primarily in glass and metal.

[1] Unless otherwise noted, square footages are expressed as gross square feet. Gross square feet means total square feet. It includes all spaces within the building envelope, some of which may not be usable by tenants. In addition to usable or leasable space it includes common areas, the building core, and other areas of the building used for maintenance and operations.



LSA

NOT TO SCALE

FIGURE 4

EmeryStation West at the Emeryville Transit Center Project IS/MND
EmeryStation West Building
(East and West Elevations)

SOURCE: ELLERBE BECKET; LSA ASSOCIATES, INC., OCTOBER 2009.

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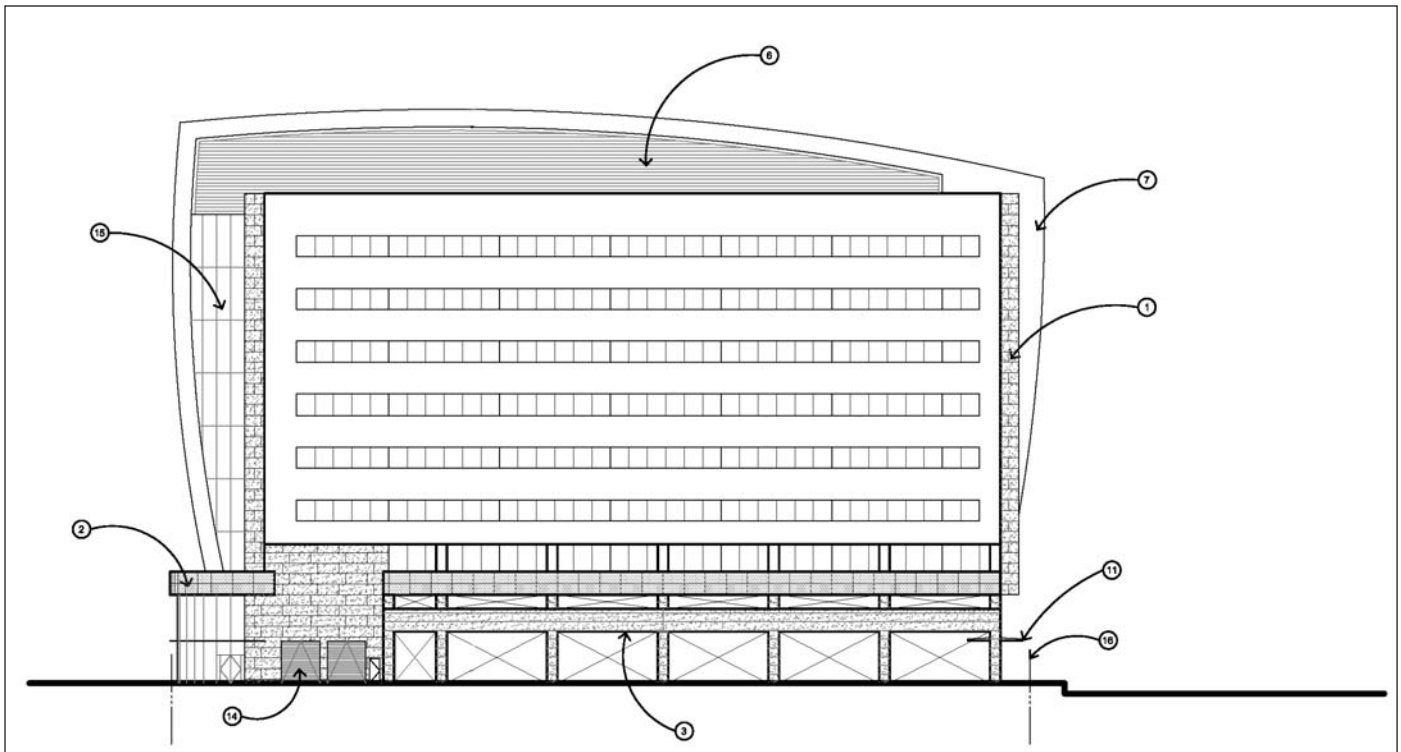

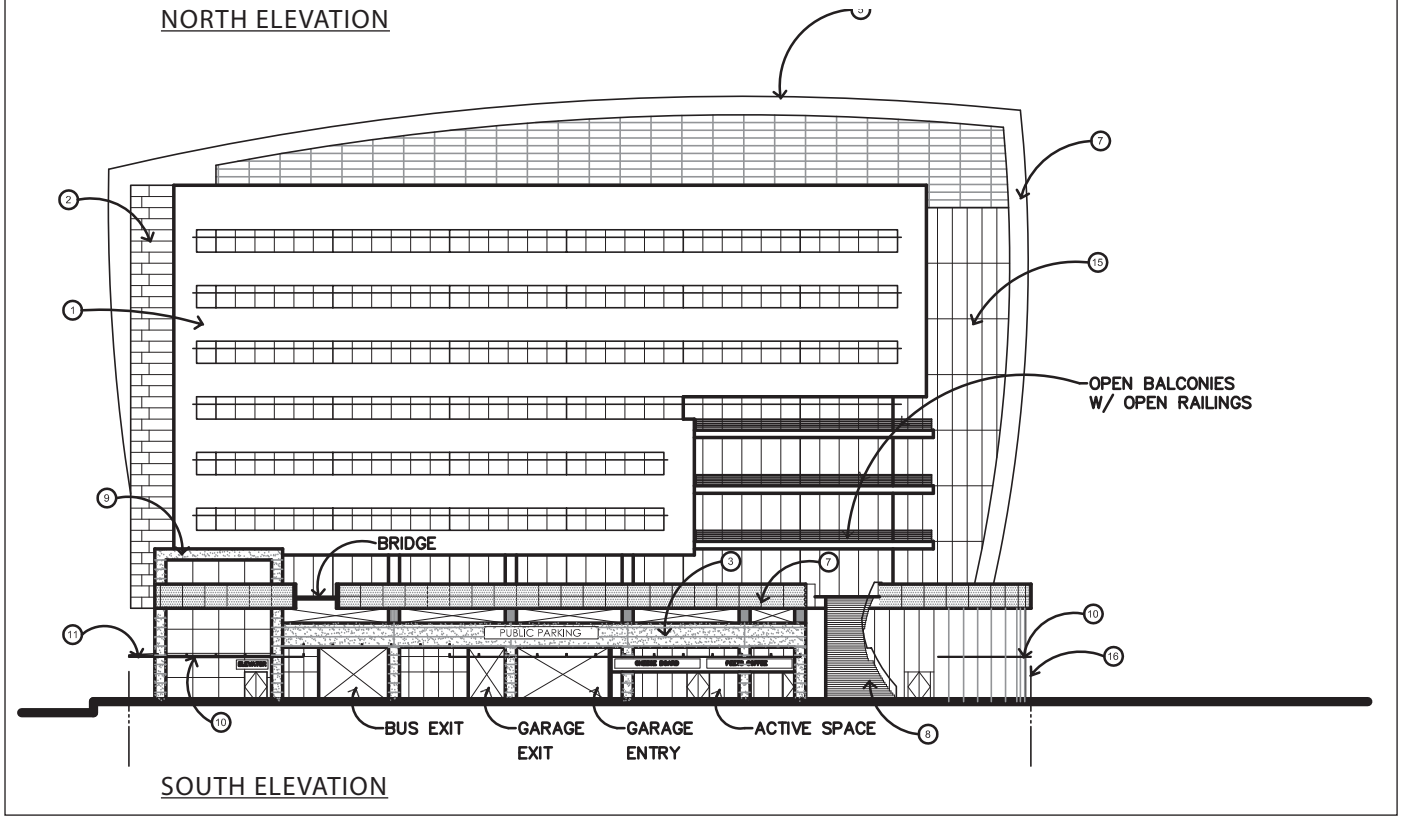

LSA

1 TYPICAL CLADDING
2 PRECAST PANELS
3 PRECAST AT GARAGE
4 GREEN SCREEN
5 PHOTO VOLTAIC
6 METAL LOUVERS
7 METAL PANELS
8 MONUMENTAL STAIR
9 STAIRS & ELEVATOR TO ROOF TERRACE
10 COVERED WALKWAY WITH TRANSLUCENT PANEL
11 COVERED WALKWAY WITH METAL ROOF
12 TYPICAL PARAPET
13 STRUCTURAL GLASS WALL
14 SERVICE AREA
15 CURTAINWALLS
16 PROPERTY LINE

NOT TO SCALE

FIGURE 5

EmeryStation West at the Emeryville Transit Center Project IS/MND

EmeryStation West Building (North and South Elevations)

SOURCE: ELLERBE BECKET; LSA ASSOCIATES, INC., OCTOBER 2009.

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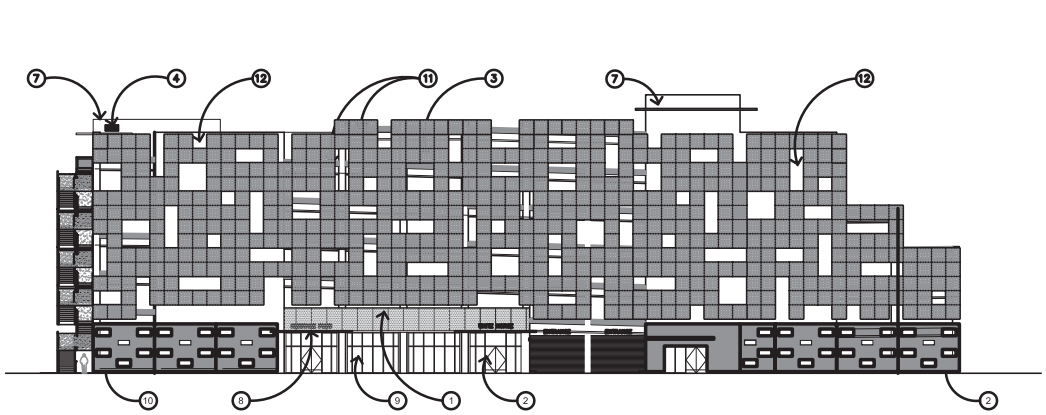
Some of the proposed changes to the transit plaza associated with the bus parking may be conducted in phases. During the first phase the car and taxi areas near the podium would be reconfigured but the bus parking area in front of the Amtrak Station building would remain the same; buses would park parallel to the curb as they do now. The second phase, if constructed, would allow for angled bus parking that would increase the bus capacity if and as needed in the future. The bus loading/unloading area would accommodate six buses initially and could be expanded to accommodate as many as nine buses in the future.

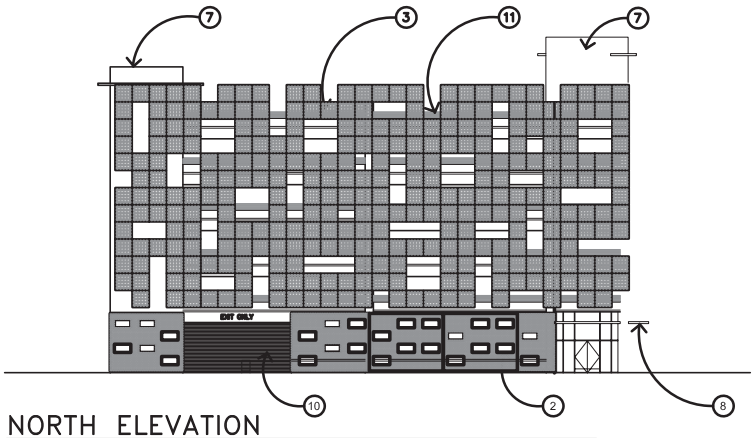
The Heritage Square parking structure would be an approximately 64-foot-tall building with six enclosed levels and one roof-top level of parking (Figure 6). It would provide approximately 600 parking spaces. The parking structure would replace the 170 existing spaces on the site with approximately 200 spaces to serve Heritage Square and 400 spaces to serve the EmeryStation West laboratory/office tower. Should public funding for 100 spaces of parking in the podium parking structure of the EmeryStation West building not be available (as noted above) the Heritage Square parking structure would be reduced in size by approximately 100 spaces. Vehicles would enter the Heritage Square parking structure from Horton Street and would exit onto 62nd Street. In addition to its parking function, the ground floor of the building along the Horton Street frontage would have approximately 1,605 square feet of retail, office, office services or other uses that relate to the post office use across the street.

The ground floor of the Heritage Square parking structure would be clad in masonry similar to the EmeryStation North building located to the south. The upper floors would be stepped back on the north and south ends where they face other buildings. The upper facades would consist of screens or trellises upon which vegetation would be grown. This "green screen" would be open and varied to create a pattern that allows daylight to enter the parking structure and to allow views from the building.

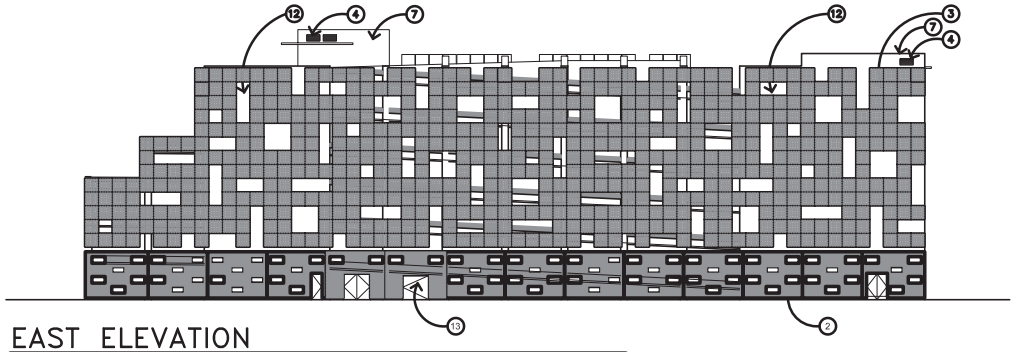
b. Transit and Streetscape Features. The project site is currently almost entirely paved, with a few street trees and landscaped islands in the parking areas. Two trees would be removed from in front of the Amtrak Station to accommodate the new bus parking configuration. The project applicant proposes to install new landscape and streetscape elements to create visual and physical links between the new EmeryStation West building, Heritage Square parking structure, the Amtrak Station, and the surrounding neighborhood. One of the proposed features of the project is a translucent covered walkway that would that would "flow" out horizontally from the south façade of the EmeryStation West building to create a canopy to cover the car and taxi drop-offs at the Amtrak Station and the new building. The canopy would provide a covered pedestrian connection linking existing and new features of the Amtrak Station and the project. The canopy would cantilever off the south and west façades of the EmeryStation West podium and it would extend southward over the sidewalk leading to the reconfigured bus-loading area in front of the Amtrak Station. It would also cover a sidewalk connecting the podium of the EmeryStation West building to the pedestrian bridge that crosses the railroad tracks to the west.



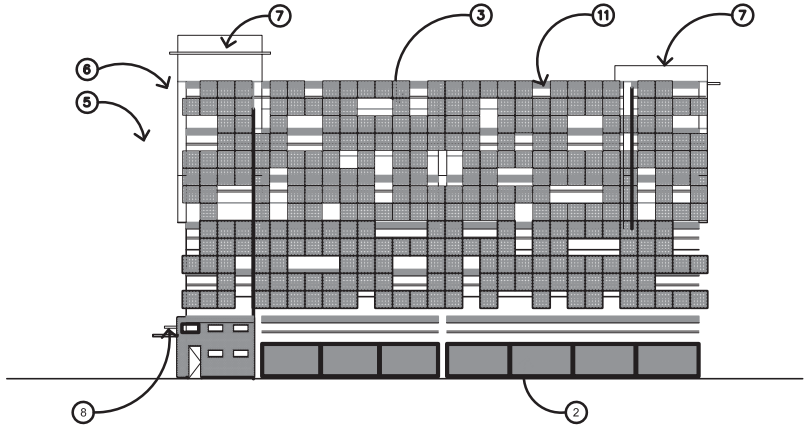
WEST ELEVATION



NORTH ELEVATION



EAST ELEVATION



SOUTH ELEVATION

LSA

NOT TO SCALE

1. METAL CLADDING
2. PRECAST PANELS
3. ARCHITECTURAL SCREENWALL
4. METAL LOUVERS
5. NOT USED
6. NOT USED
7. ELEVATOR TOWER WITH METAL CANOPY
8. TRANSLUCENT CANOPY WITH TUBE STEEL PAINTED FRAME
9. STOREFRONT GLASS WALL SYSTEM
10. ROLL-UP METAL GRATES
11. GALVANIZED TENSION CABLES
12. CAST-IN-PLACE CONCRETE SHEAR WALL
13. METAL SWINGING GATE

FIGURE 6

EmeryStation West at the Emeryville Transit Center Project IS/MND
Heritage Square Parking Structure (Elevations)

SOURCE: ELLERBE BECKET; LSA ASSOCIATES, INC., OCTOBER 2009.
I:\CEM0901 emeryville transit\Figures\Fig_6.ai (10/6/09)

c. Construction Phasing and Remediation. The Heritage Square parking structure would be constructed first, followed by the EmeryStation West building. The project applicant estimates that it would take approximately 7 months to construct the parking structure and 24 months to construct the EmeryStation West building, including pre-construction preparation of the site to remediate contaminated subsurface materials. Site remediation work is expected to take approximately 3 months. During remediation and construction, parking for construction workers and displaced users of the existing parking lots would be provided in other parking structures in the area that are operated by the applicant. The proposed project phasing would allow displaced users of the Amtrak Station parking lot and construction workers to use the Heritage Square parking structure during remediation.

Preparation of the site for construction would involve the removal of the existing asphalt cover followed by site grading and excavation at the Heritage Square parking structure site and remediation activities at the EmeryStation West building site. Approximately 25,000 to 27,000 cubic yards of material (asphalt, cap material, slurry wall, and contaminated soil) would require disposal from the EmeryStation West site, which would require approximately 1,200 truck round trips, assuming 23 cubic yards per truck. The EmeryStation West building would have either a 30-inch thick matt slab foundation or a 6-inch thick slab-on-grade foundation. The foundation would be underlain by 6 inches of base rock. If the slab-on-grade foundation is selected, the building would rest on columns, each of which would have a base (cap) that is 48 inches square and 36 inches deep. The columns would be interconnected by a grid of concrete beams that would be about 24 inches by 24 inches in cross-section. The proposed remediation activities, including the disposal of contaminated soil and groundwater, at the EmeryStation West building site are described in the following paragraphs.

Remediation of the EmeryStation West building site, which is owned by CBS Corporation, would be conducted with oversight by the California Department of Toxic Substances Control (DTSC) and the United States Environmental Protection Agency (EPA). The proposed removal and disposal of contaminated materials is described in a draft *Feasibility Study and Remedial Action Plan* (FS/RAP) dated October 30, 2009 and a draft *Remedial Design and Implementation Plan* (RDIP) dated May 21, 2009 that are subject to DTSC approval prior to commencement of remediation activities. The RDIP contains a number of supplemental plans, including a Health and Safety Plan, a Traffic Control and Transportation Plan, a Perimeter Air Monitoring Plan, an Excavation Management and Decontamination Plan, a Dust and Odor Control Plan, and a Conceptual Storm Water Pollution and Prevention Plan, that would be implemented during remediation.

The parking lot on the proposed site of the EmeryStation West building (referred to as the Emeryville Mound Parcel in the RDIP and FS/RAP) overlies a composite cap that was constructed as part of remediation measures implemented by Westinghouse on the site in the 1980s (CBS Corporation is a successor company to Westinghouse). Remediation measures included construction of the composite cap, which consists of geo-textile, geo-membrane, clay, aggregate base-rock, and asphalt, and a subsurface slurry wall that surrounds contaminated soil. The slurry wall and cap are intended to limit human exposure to chemicals in the soil, primarily PCBs, and limit the lateral movement of contaminated shallow groundwater into and out of the contained area. PCB-impacted soils from areas adjacent to and outside of the slurry wall were placed within the slurry wall during the 1980s remedial activities. In addition to PCBs, chemicals previously identified in environmental media beneath the site include volatile organic chemicals (VOCs), semivolatile organic compounds (SVOCs), dioxins, furans, and metals.

According to the RDIP, prior to remediation activities involving the excavation of soil, soil samples would be collected and analyzed for the presence of "dioxin-like" PCB congeners.[2] If dioxin-like PCB congeners are present, the Site Health and Safety Plan and the Perimeter Air Monitoring Plan included in the draft RDIP would be modified to ensure workers and the public are protected during remediation activities. The plans for monitoring and controlling the levels of PCBs in air during remediation would be submitted to the DTSC and EPA for review prior to the start of remediation activities.

Surface and subsurface materials, including the surface parking lot, composite cap, and the upper portion of the slurry wall, would be removed to a depth of approximately 5.5 feet below the surface (an elevation of approximately +12.5 feet mean sea level) across the entire parcel and possibly 3 to 6 feet deeper to meet final specifications for development. Excavated soil would be transported off site to a permitted treatment facility/landfill for disposal. The slurry wall would remain intact below this depth; it extends down to an elevation of -25.0 feet below mean sea level. It would continue to function as a barrier to the lateral migration of groundwater. During excavation and removal of the slurry wall, shoring of the excavation sidewalls may be required. A shoring plan has not yet been prepared, but the RDIP indicates that the shoring would be designed to provide safety to on-site workers, the adjacent properties, and the public based on the geotechnical and structural analyses of the site and the proposed building development plans.

Approximately 2,200 tons of asphalt, 13,000 tons of cap material, 9,400 tons of soil with PCB concentrations between 50 and 1,000 milligrams/kilograms (mg/kg), 88 tons of PCB and Resource Conservation and Recovery Act (RCRA) waste mix (some soil is being remediated because it contains lead at concentrations that make it as a RCRA waste), and 240 tons of soil with PCB concentrations exceeding 1,000 mg/kg would be excavated, producing a total of approximately 25,000 tons of material for disposal. If pilings are required, it is estimated that an additional 10 percent of the total soil volume (excluding asphalt) would require removal. Therefore, approximately 27,000 tons of material may be excavated and removed as part of the remediation process. The excavated materials would be shipped to appropriately licensed and permitted facilities. PCB-contaminated soil would be shipped to landfills permitted to accept PCB-contaminated waste; non-contaminated materials, such as the cap material, would be taken to a facility that handles municipal, non-hazardous waste. Groundwater would be treated *in situ* during the remediation phase to enhance the growth of naturally occurring microorganisms and speed the degradation of contaminants in groundwater.

Temporary dewatering may be required if groundwater is encountered while the site is being excavated. The remedial design proposes to treat groundwater on site, if needed, prior to off-site treatment and/or disposal at a permitted disposal facility or the East Bay Municipal Utility District (EBMUD) water treatment facility via truck or discharge to sanitary sewer. If dewatering were performed, the volume of excavation dewatering water is anticipated to be relatively small given that the majority of soil excavation activities would be in the unsaturated soil above groundwater.

After excavation of soil to the target depth, a working surface would be constructed by the remediation contractor at the base of the excavation to facilitate building construction activities. The working

[2] PCB congeners have a molecular structure – a biphenyl molecule – composed of two benzene rings. The biphenyl molecule can have varying numbers of chlorine atoms attached (from 1 to 10), which theoretically yield up to 209 possible combinations or congeners.

surface would serve as a barrier between chemicals in underlying soil/groundwater and on-site workers. The barrier would likely consist of a flexible membrane liner covered with a minimum of 6 inches of self-compacting aggregate (or similar suitable material). The volume of aggregate required would be approximately 1,277 cubic yards, which equates to approximately 1,916 tons. Approximately 100 two-way truck trips would be required to deliver this volume of aggregate to the site. Any additional structural fill and vapor/water proofing system would be part of the building construction design and not part of the remedial design.

The existing land use covenant would be modified to accommodate the proposed development. Provisions of the land use covenant would include, but not be limited to, the following:

- Restrictions on sensitive land use (e.g., residential housing, schools, day-care facilities, hospitals, hospices, etc.) on the ground level;
- Restrictions on commercial/industrial use at the ground level of the building interior where a sub-slab venting system has not been installed;
- Restrictions on intruding and removing soil below 5.5 feet below ground surface or 12.5 feet mean seal level except as conducted pursuant to the DTSC- and EPA-approved RDIP, Operations and Maintenance Plan, and other specific DTSC and EPA concurrences;
- Restrictions on all groundwater extraction and construction dewatering except as conducted pursuant to the DTSC- and EPA-approved RDIP, Operations and Maintenance Plan, and other specific DTSC and EPA concurrences;
- Requirements of soil and groundwater management pursuant to the DTSC- and EPA-approved RDIP, Operations and Maintenance Plan, and other specific DTSC and EPA concurrences;
- Inspection and maintenance of subsurface portions of the building in accordance with a DTSC- and EPA-approved Operations and Maintenance Plan;
- Requirement of annual reporting and certification;
- Requirements for providing advance notification to DTSC and EPA of any planned construction or maintenance activities that may expose personnel to soil or groundwater; and
- Provisions for DTSC and EPA access to the Site.

The Operations and Maintenance Plan would be prepared after soil remediation and building construction are complete and would provide a framework to manage residual chemicals in soil and groundwater in a manner that is consistent with the proposed future land uses and is protective of human health for expected future populations.

3. Requested Approvals

The project would require the following City approvals:

- Conditional Use Permit
- Design Review
- Building Permit

The project would be required to conform to applicable zoning regulations for the site, including the Interim Zoning Regulations, N-H North Hollis Overlay District, as well as Design Review. The project would conform to the land use designations in the City's General Plan. The proposed remedial alternative for contaminated soil at the EmeryStation West building site would be reviewed and considered for approval by the DTSC and EPA.

Environmental Factors Potentially Affected:

The environmental factors checked below would be potentially affected by this project, involving at least one impact that is a "Potentially Significant Impact" as indicated by the checklist on the following pages.

- ■ Aesthetics
- ❒ Agricultural Resources
- ■ Air Quality
- ■ Biological Resources
- ■ Cultural Resources
- ■ Geology/Soils
- ■ Hazards & Hazardous Materials
- ■ Hydrology/Water Quality
- ❒ Land Use/Planning
- ❒ Mineral Resources
- ■ Noise
- ❒ Population/Housing
- ❒ Public Services
- ❒ Recreation Materials
- ■ Transportation/Traffic
- ❒ Utilities/Service Systems
- ■ Mandatory Findings of Significance

Determination.

On the basis of this initial evaluation:

❒ I find that the proposed project COULD NOT have a significant effect on the environment, and a NEGATIVE DECLARATION will be prepared.

■ I find that although the proposed project could have a significant effect on the environment, there will not be a significant effect in this case because revisions in the project have been made by or agreed to by the project proponent. A MITIGATED NEGATIVE DECLARATION will be prepared.

❒ I find that the proposed project MAY have a significant effect on the environment, and an ENVIRONMENTAL IMPACT REPORT is required.

❒ I find that the proposed project MAY have a "potentially significant impact" or "potentially significant unless mitigated" impact on the environment, but at least one effect 1) has been adequately analyzed in an earlier document pursuant to applicable legal standards, and 2) has been addressed by mitigation measures based on the earlier analysis as described on attached sheets. An ENVIRONMENTAL IMPACT REPORT is required, but it must analyze only the effects that remain to be addressed.

❒ I find that although the proposed project could have a significant effect on the environment, because all potentially significant effects (a) have been analyzed adequately in an earlier EIR or NEGATIVE DECLARATION pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier EIR or NEGATIVE DECLARATION, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required.

Charles S. Bryant — November 4, 2009

Signature — Date

Charles S. Bryant

Printed Name — For