ORDINANCE NO. 08-004

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF EMERYVILLE APPROVING A PLANNED UNIT DEVELOPMENT – MIXED USE DESIGNATION FOR THE MARKETPLACE REDEVELOPMENT PROJECT, AND APPROVING AND ADLOPTING A PRELIMINARY DEVELOPMENT PLAN ON A 15-ACRE SITE BOUNDED BY 64TH STREET TO THE NORTH, SHELLMOUND WAY TO THE SOUTH, THE AMTRAK/UNION PACIFIC RAILROAD TRACKS TO THE EAST AND CHRISTIE AVENUE TO THE WEST (APN NOS. 49-1492-6-1; 49-1492-8; 1492-10-2; 49-1492-11; 49-1493-1; 49-1493-9-2; 49-1493-9-3; 49-1493-10-2; 49-1493-10-3; 49-1493-13; 49-1493-14; 49-1493-15)

WHEREAS, in connection with the redevelopment of the Marketplace area, the City of Emeryville (the "City") has prepared a Draft Environmental Impact Report ("Draft EIR") to be used as the basis for environmental review for a mixed use development on approximately 15 acres of the Marketplace area, bounded by 64th Street to the north, Shellmound Way to the south, the Amtrak/Union Pacific Railroad tracks to the east, and Christie Avenue to the west; and

WHEREAS, the Draft EIR (State Clearinghouse No. 2005122006) was published on June 21, 2007 and circulated for public comment for a 45 day period beginning on June 21, 2007 and ending on August 6, 2007; and

WHEREAS, on July 26, 2007, the Planning Commission held a public hearing to consider the Draft EIR and to receive public testimony; and

WHEREAS, the verbal and written comments (the "Comments") received by the City at the public hearing and during the public comment period, as well as the City's responses to the Comments (the "Responses"), are contained in the Final Environmental Impact Report ("Final EIR"), along with the Draft EIR, Introduction, Text Changes, Corrections and Clarifications, Additional Mixed Use Alternative and Appendices; and

WHEREAS, on December 13, 2007, the Planning Commission recommended that the City Council certify the Final EIR as adequate under the California Environmental Quality Act (Resolution No. EIR07-01); and

WHEREAS, on January 15, 2008, the City Council certified the Final EIR as adequate under California Environmental Quality Act (Resolution No. 08-09); and

WHEREAS, on August 18, 2005, the Applicant, TMG Partners, submitted to the City an application to redevelop an existing, underutilized mixed-use site with additional mixed-use development in four new buildings containing a total of 340 for-sale condominium units, up to 75,000 square feet of new retail space, approximately 444 new parking spaces; and

WHEREAS, the project under consideration is a mixed use project that is comprised of 674 multi-family residential units, 180,000 square feet of retail, 120,000 square feet of office, including parking garages, infrastructure and landscaping improvements in a phased development that is analyzed as the Reduced Main Street Alternative in the Final EIR ("Project"); and

WHEREAS, there is an existing Master Use Permit (UP88-7) for the project area; and

WHEREAS, a General Plan Amendment is proposed that seeks to modify the Building Intensity Map of the General Plan to allow an increase from the existing floor area ratio (FAR) of 1.5 to an FAR of 2.0 for Assessor's Parcel Numbers 49-1492-10-1; and 49-1492-11; and

WHEREAS, the applicant submitted an application for establishing a Planned Unit Development (PUD- Mixed Use) along with a proposal for a Preliminary Development Plan (PDP), which is attached and incorporated as Exhibit A; and

WHEREAS, on April 24, 2008 and May 22, 2008, the Planning Commission held a public hearings and took testimony about the Project from the public, staff, the Applicant and consultants and independently reviewed and analyzed the Final EIR, the staff report, the mitigation measures identified in the Final EIR as they pertain and are relevant to mitigating the environmental impacts of the Project, the Record for the Project, the Findings of Fact Regarding Impacts and Mitigation Measures, the Mitigation Monitoring and Reporting Program for the Project, the Findings of Fact Concerning Alternatives and the Statement of Overriding Considerations; and

WHEREAS, on May 22, 2008, at a public hearing, the Planning Commission adopted Resolution No. EIR 08-01, reviewing and applying the Final EIR to the Project; recommending that the City Council adopt the Mitigation Measures and making findings as required by the California Environmental Quality Act; and

WHEREAS, on May 22, 2008, at a public hearing, the Planning Commission recommended to the City Council approval of the General Plan Amendment for Floor Area Ratio and recommending approval of the designation of the Planned Unit Development (PUD- Mixed Use) and Preliminary Development Plan (PDP); now, therefore, be it

WHEREAS, on July 15, 2008 the City Council held a duly noticed public hearing on the project;

WHEREAS, during such a public hearing, the City Council received testimony from the applicant, project consultants, city staff, as well as members of the public;

WHEREAS, at the conclusion of the at a public hearing, the City Council adopted Resolution No. 08-126, reviewing and applying the Final EIR to the Project; adopting the Mitigation Measures and making findings as required by the California Environmental Quality Act; and

WHEREAS, the City Council also adopted Resolution No. 08- 127, rescinding the existing Master Use Permit (UP88-7) for the Marketplace project and approving a General Plan Amendment to the Building Intensity Map to allow an increase in the floor area ratio from an FAR of 1.0 to 2.0 as to Assessor Parcel Numbers 49-1492-10-1 and 49-1492-11; and

WHEREAS, the City Council finds that the mitigation measures contained within the conditions of approval, attached hereto as Exhibit B, will, by virtue of this Ordinance, be imposed on and incorporated into the Project so as to avoid any significant environmental impacts;

NOW, THEREFORE THE CITY COUNCIL OF THE CITY OF EMERYVILLE DOES HEREBY ORDAIN AS FOLLOWS:

SECTION ONE: REQUIRED FINDINGS:

The City Council of the City of Emeryville makes the following findings pursuant to Emeryville Municipal Code Section 9-4.85.5:

1. The Marketplace Redevelopment project is consistent with the and conforms to the goals, objectives and policies of the City of Emeryville General Plan, and helps to implement several of the general goals of the General Plan relating to the development of a variety of uses in a compatible way, redevelopment of an underutilized and underdeveloped area with an aesthetically pleasing "downtown" grid pattern development, complementing and enhancing the surrounding neighborhood. The proposed development will strengthen the City's tax base while respecting the natural, scenic and historic resources of the City and it will provide increased opportunities for cultural entertainment, services and facilities to the citizens of the City. The project also fulfills the General Plan objectives to promote development of new housing and to create mixed use opportunities in area currently underutilized as surface parking lots and warehouse buildings.

2. The Marketplace Redevelopment PDP at its proposed location will provide for a cohesive, integrated, well-planned development which will contribute to the general well-being of the surrounding neighborhood and community.

3. The Marketplace Redevelopment PDP is suitable for the uses permitted in the planned unit development in terms of access, size of parcel and relationship to

similar or related uses.

4. The location, size, design and operating characteristics of the Marketplace Redevelopment PDP will be substantially compatible with and will not be materially detrimental to neighborhood character, availability of civic facilities, capacity and physical character of surrounding streets, physical safety of the immediate area and the amount of light falling on adjacent buildings and open space.

5. The Marketplace Redevelopment site will be graded and developed with due regard for aesthetic quality and landscaping so as to reduce, to the extent feasible, significant negative impacts on the environmental quality or value of improved or unimproved property in the area.

6. The Marketplace Redevelopment PDP will be developed to allow originality which does not have significant adverse impacts on the environmental quality or value of improved or unimproved property or prevent appropriate development and use of such areas.

7. The Marketplace Redevelopment PDP has been designed to include open space, parking areas; pedestrian walks, signs, illumination and landscaping (including irrigation) to enhance the environmental quality of the site.

SECTION TWO: APPROVAL OF PRELIMINARY DEVELOPMENT PLAN

On the basis of the findings set forth in this Ordinance, the City Council hereby approves Marketplace Redevelopment PDP dated April 16, 2008 and attached hereto as Exhibit B, subject to the conditions of approval attached hereto as Exhibit A. By approving the Marketplace Redevelopment PDP, the uses, building intensity, building height, setbacks, landscaping, screening, off-street parking and loading, signage, illumination and basic guidelines for development shall be governed by the Marketplace Redevelopment PDP.

SECTION THREE: CEQA DETERMINATION

By separate resolution, the City Council has adopted the Final Environmental Impact Report for this Zoning Ordinance. Pursuant to CEQA Guidelines Section 15075, the Council directs staff to file a notice of determination with the Alameda County Clerk's office.

SECTION FOUR: SEVERABILITY

If any part of this Ordinance, or the Marketplace Redevelopment PDP which it approves, is held to be invalid for any reason, such decision shall not affect the validity of the remaining portion of this Ordinance, and this City Council hereby declares that it would have passed the remainder of

the Ordinance, or approved the remainder of the Marketplace Redevelopment PDP, if such invalid portion thereof had been deleted.

SECTION FIVE: CODIFICATION

This Ordinance shall not be codified in the Emeryville Municipal Code.

SECTION SIX: EFFECTIVE DATE AND POSTING

This Ordinance shall take effect thirty (30) days following its final passage. The City Clerk shall cause this Ordinance to be posted or published pursuant to the requirements of the Government Code Section 36933.

This Ordinance was introduced and first read by the City Council of the City of Emeryville at a regular meeting on July 15, 2008, and passed and adopted by the City Council at a regular meeting on August 5, 2008, by the following vote:

AYES: (4)Mayor Bukowski, Vice Mayor Atkin and Councilmembers Davis and Kassis

NOES: (1)Councilmember Fricke **ABSTAINED:** None

EXCUSED: None **ABSENT:** None

MAYOR

APPROVED AS TO FORM:

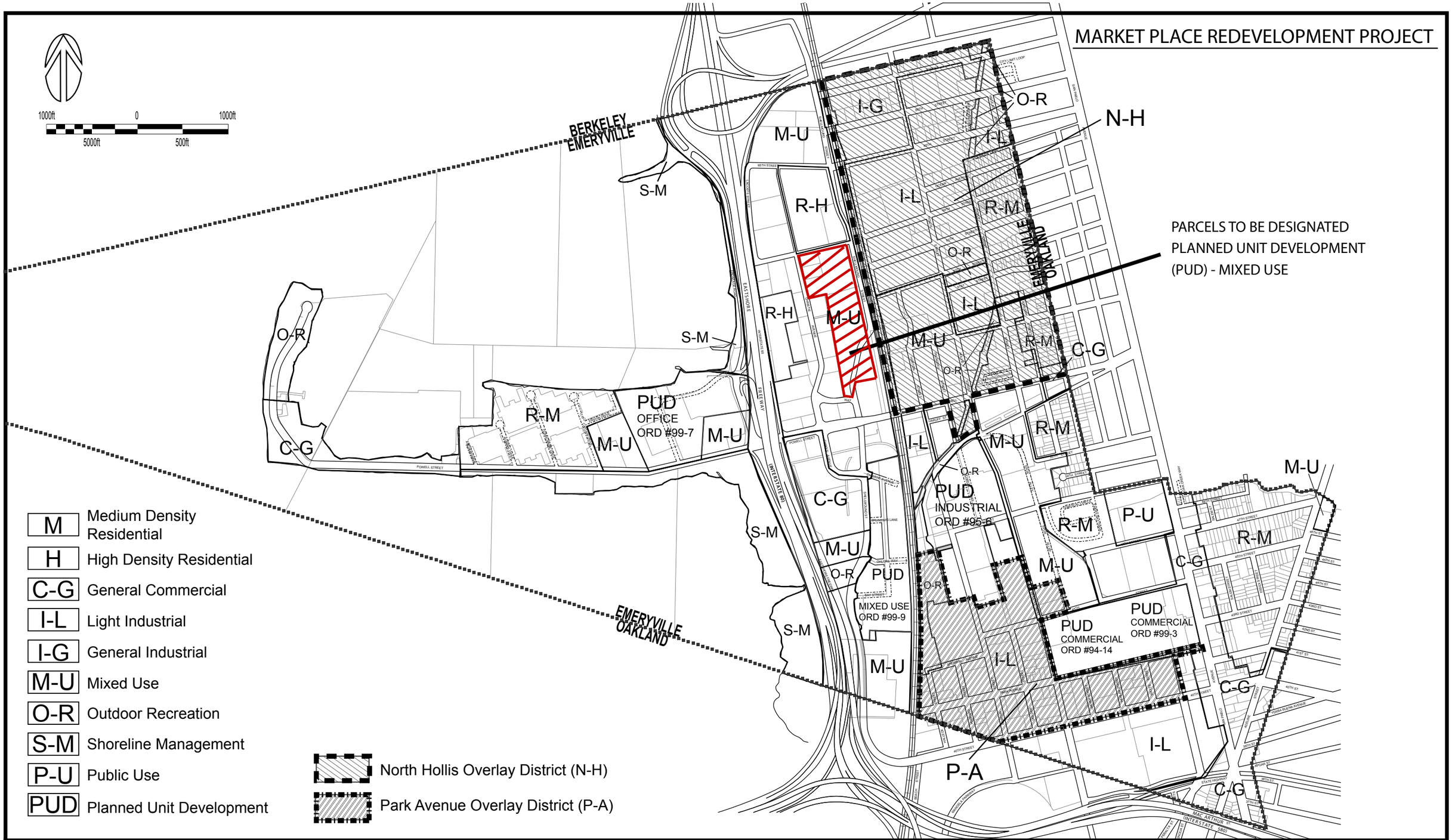
CITY CLERK

CITY ATTORNEY

Attachments:

Exhibit A - Conditions of Approval
Exhibit B - Preliminary Development Plan dated April 16, 2008
Zoning District Map and Building Height Map showing designation of the new PUD- Mixed Use
Building Intensity Map showing revised FAR

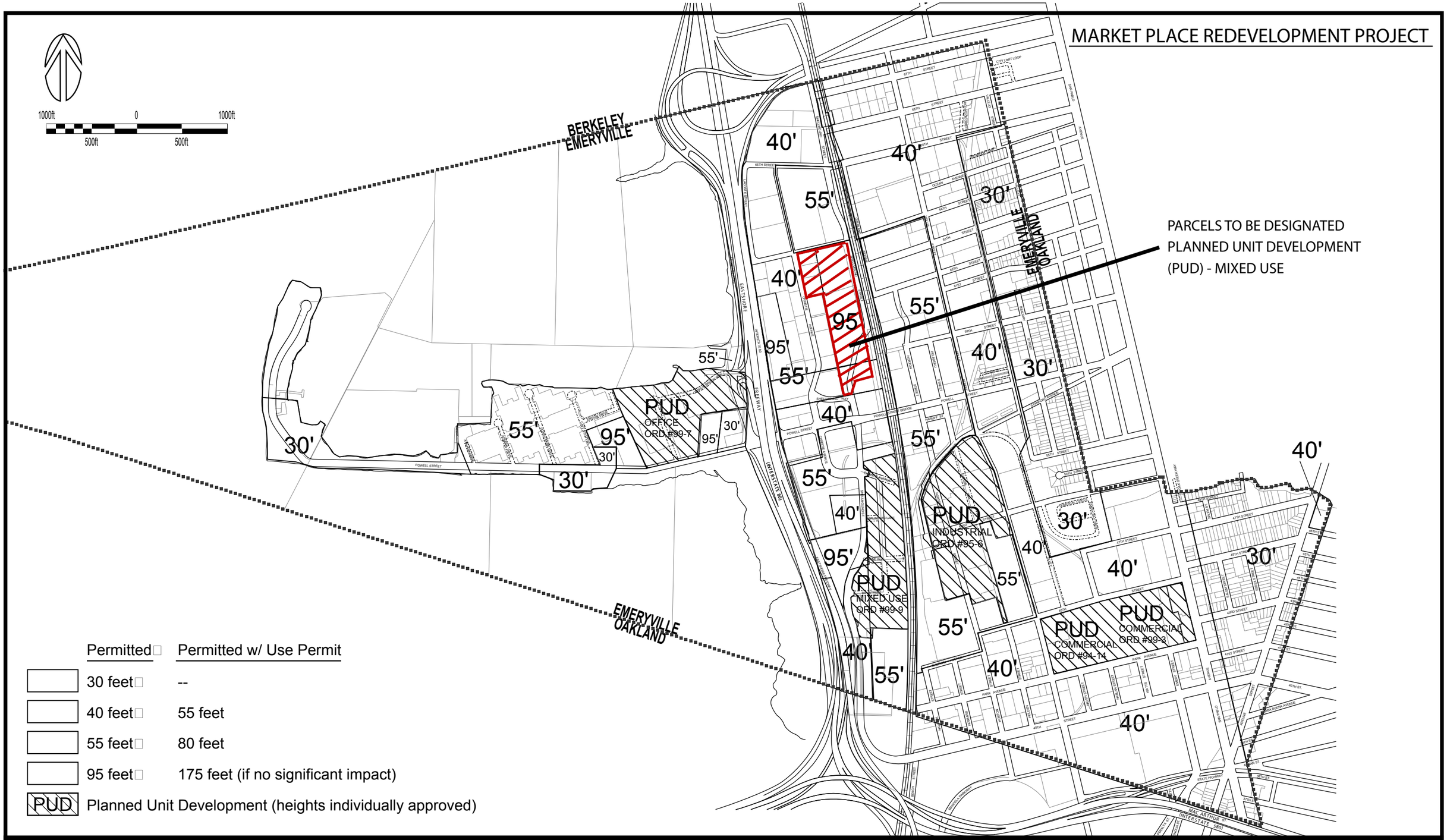
ATTACHMENT TO CITY COUNCIL ORDINANCE NO. 08-



CITY OF EMERYVILLE: Zoning Districts

Adopted 3/15/2005 reso. no. 05-46
Revised 11/7/07 ord. no. 07-003

ATTACHMENT TO CITY COUNCIL ORDINANCE NO. 08-



CITY OF EMERYVILLE: Building Heights

Adopted 3/15/2005 reso. no. 05-46
Revised 11/7/07 ord. no. 06-015

ATTACHMENT TO THE CITY COUNCIL RESOLUTION NO. 08-___

MARKET PLACE REDEVELOPMENT PROJECT

1000ft 0 1000ft

5000ft 500ft

BERKELEY
EMERYVILLE

EMERYVILLE
OAKLAND

PARCELS TO BE DESIGNATED
AS 2.0 FAR DISTRICT

- 0.5 FAR
- 0.7 FAR
- 1.0 FAR
- 1.3 FAR
- 1.4 FAR
- 1.5 FAR
- 2.0 FAR
- 2.15 FAR
- 2.3 FAR
- 2.33 FAR
- 2.8 FAR
- Park Avenue Overlay District (P-A) *

FAR: Maximum Floor to Area Ratio
(the total building square footage as a percentage of the lot square footage)

*Bonus Density of 1.0 FAR, to a maximum of 2.4, per Park Avenue District regulations.

CITY OF EMERYVILLE: Building Intensity

Adopted 3/15/2005 reso. no. 05-46
Revised 4/15/08 reso. no. 07-46

RESOLUTION NO. 08-126

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EMERYVILLE REVIEWING AND APPLYING THE MARKETPLACE REDEVELOPMENT ENVIRONMENTAL IMPACT REPORT TO THE MARKETPLACE REDEVELOPMENT PROJECT; AND MAKING FINDINGS AS REQUIRED BY THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA); AND ADOPTING MITIGATION MEASURES

WHEREAS, in connection with the redevelopment of the Marketplace area, the City of Emeryville (the "City") has prepared a Draft Environmental Impact Report ("Draft EIR") to be used as the basis for environmental review for a mixed use development on approximately 15 acres of the Marketplace area, a 15-acre site bounded by 64th Street to the north, Shellmound Way to the south, the Amtrak/Union Pacific railroad tracks to the east, and Christie Avenue to the west; and

WHEREAS, the Draft EIR (State Clearinghouse No. 2005122006) was published on June 21, 2007 and circulated for public comment for a 45 day period beginning on June 21, 2007 and ending on August 6, 2007; and

WHEREAS, on July 26, 2007, the Planning Commission held a public hearing to consider the Draft EIR and to receive public testimony; and

WHEREAS, the verbal and written comments (the "Comments") received by the City at the public hearing and during the public comment period, as well as the City's responses to the Comments (the "Responses"), are contained in the Final Environmental Impact Report ("Final EIR"), along with the Draft EIR, Introduction, Text Changes, Corrections and Clarifications, Additional Mixed Use Alternative and Appendices; and

WHEREAS, on December 13, 2007, the Planning Commission recommended that the City Council certify the Final EIR as adequate under the California Environmental Quality Act; (Resolution No. EIR07-01) and

WHEREAS, on January 15, 2008, the City Council certified the Final EIR as adequate under California Environmental Quality Act (Resolution No. 08-09); and

WHEREAS, on August 18, 2005, the Applicant, TMG Partners, submitted to the City an application to redevelop an existing, underutilized mixed-use site with additional mixed-use development in four new buildings containing a total of 340 for-sale condominium units, up to 75,000 square feet of new retail space, approximately 444 new parking spaces; and

WHEREAS, the project under consideration is a mixed use project that is comprised of 674 multi-family residential units, 180,000 square feet of retail, 120,000 square feet of office, including parking garages, infrastructure and landscaping improvements in a phased development; and

WHEREAS, the Project being considered for approval is the same as to the project set forth and analyzed as Reduced Main Street Alternative of the Final EIR; and

WHEREAS, on May 22, 2008, the Planning Commission reviewed and applied the Final EIR to the Reduced Main Street Alternative and recommended that the City Council adopt mitigation measures; and

WHEREAS, on July 15, 2008, the City Council held a duly and properly noticed public hearing and took public testimony about the Project from the public, staff, the Applicant and consultants and independently reviewed and analyzed the Final FIR, the staff report, the mitigation measures identified in the Final EIR as they pertain and are relevant to mitigating the environmental impacts of the Project (the "Record for the Project"); and therefore be it

RESOLVED, the Project will not result in new significant environmental effects or a substantial increase in the severity of previously identified significant environmental effects, beyond those effects analyzed in the Final EIR for Reduced Main Street Alternative; and

AND BE IT FURTHER RESOLVED, the City Council applies the Record for the Project to the Marketplace Redevelopment project and adopts the Findings of Fact Regarding Impacts and Mitigation Measures, the Mitigation Monitoring and Reporting Program for the Project, the Findings of Fact Concerning Alternatives and the Statement of Overriding Considerations, attached and incorporated herein;

AND BE IT FURTHER RESOLVED that the City Council adopts the "Findings of Fact Regarding Impacts and Mitigation Measures" (attached and incorporated as Exhibit A), the "Mitigation Monitoring and Reporting Program" (attached and incorporated as Exhibit B), the "Findings of Fact Concerning Alternatives" (attached and incorporated as Exhibit C) and the "Statement of Overriding Considerations" (attached and incorporated as Exhibit D).

Adopted by the Emeryville City Council at a regular meeting held on July 15, 2008 by the following vote:

AYES: (4)Mayor Bukowski, Vice Mayor Atkin and Councilmembers Davis and Kassis

NOES: (1) Councilmember Fricke **ABSTAINED:** None

EXCUSED: None **ABSENT:** None

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:

CITY ATTORNEY

EXHIBIT A - FINDINGS OF FACT REGARDING IMPACTS AND MITIGATION MEASURES

I. PROJECT DESCRIPTION:

Based on input received from the Planning Commission, community meetings and planning staff requesting replacement of more surface parking lots, urban neighborhood design and the creation of a more urban street grid, the applicant has agreed to redevelop portions of the existing Marketplace with the "Reduced Main Street Alternative" described in the Final EIR. The Reduced Main Street Alternative is assumed to be "the Project" or "the Proposed Project" in this Exhibit A. Under the Reduced Main Street alternative, the 15-acre project site would be substantially redeveloped to replace surface level parking; realign Shellmound Street directly in front of the Marketplace Tower and Public Market buildings; add two new street segments with on-street parking (63rd and 62nd Streets); and add nine new buildings within the site and enlarge City Park.

The existing Marketplace would be redeveloped with a phased mixed-use planned unit development to accommodate up to 674 multi-family residential units, 180,000 square feet of retail, 120,000 square feet of office, including City Code-required parking spaces, infrastructure and landscaping improvements. The development of this alternative is proposed to occur in four phases as described below.

Phase I would include the development of five buildings including the two buildings proposed east of Shellmound, just north of the Woodfin Suites Hotel; a retail and residential mixed use building at 64th & Christie (and demolition of the two existing light industrial buildings currently at this location); a small retail building southwest of the intersection of Shellmound Way and Shellmound Street, and a retail kiosk adjacent to Borders. A new 4-way stop would be installed at the relocated 63rd Street driveway to Marketplace at Christie Avenue to provide a controlled driveway for the project site. The development of 63rd as a City street would occur in a later phase.

In response to comments from neighboring residents concerned with view impacts, the most southern portion of the Shellmound site would be developed with low-rise retail space, townhome units and structured parking. The portion of the site just north of the pedestrian bridge would be occupied by a residential tower, low-rise retail and structured parking. The building developed on the southern half of this site would be approximately 40 feet tall where it abuts Shellmound Street and pedestrian activity areas. The front (west) portion of this building would provide 8,525 square feet of retail space and 10 townhome units. The rear (east) portion of the building's base would provide four levels plus roof level structured parking (541 spaces). The only surface parking area that would remain in this area of the site would be located south of the project site, adjacent to the Woodfin Hotel.

In response to resident comments, density has been consolidated away from resident view sheds to the east of the Railroad tracts with development of the northern portion of the Shellmound site that would entail construction of a high-rise (14 levels, 175 feet maximum height) mixed use building immediately north of the Amtrak pedestrian bridge that would include 6,200 square feet of ground-floor retail, 196 residential units, and 127 structured parking spaces.

Phase I would also include the development of a 3,500 square-foot retail pad northwest of the intersection of Shellmound Street and Way and a 1,000 square-foot retail kiosk immediately south of Borders.

Phase IIA (Option 1) would the realignment of the portion Shellmound to the west to allow for the development of the northern portion of the Shellmound site with a 120,000 square feet of mid-rise office (5 levels, 120 feet), five levels of structured parking, and 29,150 square feet of low rise (2 levels) commercial between the structured parking and Shellmound Street.

Phase IIA (Option 2) would the redevelopment of the existing UA Theater to a new mixed use building between 63rd and 64th streets and will include a up to 100,000 square feet of retail (2 levels, 40 feet; a 130 units of mid-rise (11 levels, 150 feet) residential above parking at the southwest corner; a 68 townhomes (6-levels, 75 feet) above one level of commercial (14,500 square feet) adjacent to 64th Street; and a 4-level plus roof parking structure (538 spaces).

Either Phase IIA (Option 1) or IIA (Option 2) may occur first, depending on market conditions and parking phasing requirements of existing tenants.

Phase IIB would include the improvement of 63rd as a City street between Shellmound and Christie Avenue. A retail pad would also be located in the area currently occupied by City Park and the park would be shifted to the north and slightly enlarged.

Phase III would include development of a mid-rise (ground floor retail adjacent to 3 levels of parking, 5 levels of residential, maximum height of 85 feet) residential and retail building west of Shellmound Street between 63rd and 62nd streets. The building would include 86 residential units, 5,000 square feet of retail, and 150 parking spaces. A new segment of 62nd Street would be improved on the project site between the park and Shellmound Street. 62nd Street would extend to Christie Avenue through the park only as a pedestrian pathway.

Existing Uses. The Marketplace Tower and Public Market buildings would be retained, and the two light industrial buildings on the corner of 64th Street and Christie Avenue, and the UA Cinema buildings would be removed. Christie Avenue Park would be shifted north to provide for a larger park area and the construction of a retail building.

Amtrak Pedestrian Connection. The western tower of the Amtrak bridge would remain a stand-alone structure that would abut the parking structure to the south. The existing elevator in the western Amtrak tower would be retained but stair system would be redesigned and replaced. The Shellmound Buildings and surrounding landscaping and circulation improvements would provide a clear connection from Shellmound Street to the existing Amtrak bridge tower via a grand staircase.

Site Improvements. At full build-out, the project would substantially improve vehicular, bicycle and pedestrian circulation through the project site by removing a substantial portion of the surface parking spaces, realigning the portion of Shellmound Street adjacent to the Public Market and Tower building to the west, improving 63rd Street within the project site, adding a portion of 62nd

Street on the site between Shellmound Street and the eastern border of the park, and adding parallel, on-street parking throughout the site.

In addition, a four-way stop sign would be installed at the intersection of 63rd Street and Christie Avenue, which would slow traffic and increase pedestrian crossing safety and ease. Improvements to 64th Street and Christie Avenue proposed by the project would also occur, including narrowing of the roadway with bulb-outs to slow vehicular traffic and enhanced sidewalk landscaping and shade trees. These improvements would also be incorporated in the 62nd and 63rd Street areas in the site.

Pedestrian improvements on Shellmound Street would include a wide pedestrian street crossing and a new plaza at the site's connection with the Amtrak bridge. This plaza would provide a transit center with a bus lay-over area and transit information kiosk. An additional large plaza would be incorporated into this alternative, adjacent to the new intersection of 63rd Street and Shellmound Street. The location of the new plaza and enhanced street crossings would create pedestrian visual connections across the site from the existing Marketplace buildings to the new buildings at the northern end of the site. Bike lanes would be accommodated on Shellmound Street.

Compared to the proposed project described in the Final EIR, the Reduced Main Street Alternative would provide 334 more dwelling units, an additional 179,875 square feet of retail/restaurant space, 105,140 square feet of additional office space, and 40,000 fewer square feet of entertainment space (due to removal of UA Cinema movie theaters). The City Council finds that project achieves the City objectives of activating and replacing surface parking lots, creating an urban neighborhood, and establishing a more urban street grid. The City Council also finds that the overall analysis contained in the Final EIR, specifically Section V. - Reduced Main Street Alternative has adequately addressed all the potentially significant impacts that may result and moreover, provides sufficient analysis to compare adequately the proposed project with the project alternatives assessed in the Final EIR.

II **THE FINAL EIR**: The Final EIR consists of the Draft EIR and the Response to Comments Document.

III. **THE RECORD:** The following information is incorporated by reference and made part of the record supporting these findings:

- Draft EIR, Response to Comments Document and all documents relied upon or incorporated by reference and all testimony, documentary evidence and correspondence submitted to or delivered to the Emeryville Planning Commission, Emeryville City Council in connection therewith.

- City of Emeryville Planning Commission Staff Report dated April 24, 2008 and May 22, 2008, 2008; City of Emeryville Planning Commission Resolution No. EIR 08-01; City of Emeryville Planning Commission Resolution No. PUD 08-01; and all testimony, documentary evidence and correspondence submitted to or delivered to the Emeryville Planning Commission.

- City of Emeryville City Council Staff Report dated July 15, 2008; City of Emeryville City Council Resolution No. 08- _; City of Emeryville City Council Resolution No. 08- _; City Council Ordinance No. 08-_and all testimony, documentary evidence and correspondence submitted to or delivered to the Emeryville City Council.

- All testimony, documentary evidence and all correspondence submitted to or delivered to the Emeryville City Council in connection with the project.

- All staff reports, memoranda, maps, slides, letters, minutes of public meetings and other documents relied upon or prepared by City staff or consultants relating to this project.

- These Findings, the Findings of Fact Concerning Alternatives and the Statement of Overriding Considerations adopted in connection with this project.

- The Mitigation Monitoring and Reporting Program

IV. CUSTODIAN OF DOCUMENTS

The custodian of the record is the Director of Planning and Building, City of Emeryville, 1333 Park Avenue, Emeryville, CA 94608 Floor, City of Emeryville, CA 94608.

V. FINDINGS AND STATEMENT OF FACTS SUPPORTING THE FINDINGS

The Environmental Impact Report for the Marketplace Project, prepared in compliance with the California Environmental Quality Act, evaluates the potentially significant and adverse environmental impacts which could result from the adoption of the project.

Pursuant to Section 15091 of Title 14 of the California Code of Regulations, the City is required to make certain findings with respect to these impacts. This document lists all identified potentially significant and significant impacts of the project, which can be avoided and mitigated to less than a significant level. This document also lists all potentially significant and significant impacts of the project, which cannot be mitigated to a less than significant level but for which the magnitude of the impact can be reduced or for which there is no feasible mitigation. These impacts are considered acceptable by the City based upon a determination that the benefits of the project (listed in this document and in the Statement of Overriding Considerations, Exhibit D) outweigh the risks of the potentially significant impacts of the project.

A. POTENTIALLY SIGNIFICANT OR SIGNIFICANT IMPACTS THAT CAN BE AVOIDED AND MITIGATED TO LESS THAN SIGNIFICANT LEVEL

As authorized by California Public Resources Code Section 21081 and Sections 15091, 15092 and 15093 of Title 14 of the California Code of Regulations, the City finds that changes or alterations have been required in, or incorporated into, the Project, which mitigate or avoid the significant environmental impacts listed below.

These findings are supported by substantial evidence in the record of proceedings before the City as stated below. Each significant impact that can be reduced to a less-than-significant level is discussed below, and the appropriate mitigation measure stated, and adopted for implementation

by approval of these Findings of Fact. Additional information related to the facts in support of the findings with respect to each mitigation measure is set forth in the Mitigation Monitoring and Reporting Program.

TRANSPORTATION AND CIRCULATION

Impact TRAF -5: The Shellmound Street/65th Street and the Overland Street/65th Street intersections would operate as one intersection in 2010 and are projected to operate at an acceptable LOS D with an overall average delay of 46 seconds during the PM peak hour. The addition of project trips during the weekday PM peak hour would degrade the LOS to E and increase overall intersection delay to 56 seconds, an 11 second increase. Additionally the intersection would experience deficient operations when a train crosses over 65th Street.

Mitigation Measure: Implement Mitigation Measure TRAF-1b and modify signal operations to provide protected/permitted left-turns on the southbound Shellmound Street approach. Implementation of this improvement by the City would improve the overall intersection operations to LOS E in the PM peak hour in 2030, reducing the impact to a less-than-significant level.

This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include this recommendation, and that the project applicant contribute their fair share to these improvements through the payment of fees.

Findings: The City finds that modification of the signal operations to provide protected/permitted left-turns on the southbound Shellmound Street approach would improve the overall intersection operations to LOS E in the PM peak hour in 2030, reducing the impact to a less-than-significant level. In addition, the implementation of the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits.

Impact TRAF-6: The 64th Street/Shellmound Street intersection, a side-street stop-controlled intersection, is projected to operate at an overall acceptable service level in 2010. The side-street is also expected to operate acceptably prior to the addition of project traffic in 2010. The addition of project traffic would result in unacceptable side-street operations in 2010, although the intersection would continue to operate at an overall acceptable service level.

Mitigation Measure: The applicant shall implement TRAF-1B and install a traffic signal at the intersection of 64th Street/Shellmound Street when warranted by actual conditions. Prior to the occupancy of each phase, the applicant shall provide a traffic report prepared by a licensed traffic engineer to determine whether conditions warrant a traffic signal at this intersection.

Findings: The City finds that the installation of a traffic signal at the intersection of 64th Street/Shellmound Street above is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact TRAF-9: The 40th Street/Hollis Street intersection is projected to operate at an acceptable LOS D with an overall average delay of 50 seconds during the PM peak hour in 2010. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS E with an overall intersection delay of 56 seconds, a six second increase.

Mitigation Measure: Retime the traffic signals on the 40th Street corridor to improve traffic flow and minimize delay and queuing. This impact can be attributed to traffic from approved, planned and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation and the applicant contribute their fair share of these improvements through the payment of fees based on the Updated Traffic Impact Fee.

Findings: The City finds that the retiming of the traffic signals at 40th Street and Hollis Street is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact TRAF-15: The Shellmound Street/65th Street and the Overland Street/65th Street would operate as one intersection in 2030 and is projected to operate at an unacceptable service level F with an overall average delay of 96 seconds during the PM peak hour and at an acceptable service level D with an overall average delay of 43 seconds during the Saturday peak hour. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 119 seconds, a 23 second increase. The addition of project trips during the Saturday afternoon peak hour would degrade the intersection to LOS F and increase overall intersection delay to 156 seconds, a 113 second increase. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM and Saturday afternoon peak hours.

Mitigation Measure: Implement Mitigation Measures TRAF-5 and 1b.

Findings: The City finds that modification of the signal operations to provide protected/permitted left-turns on the southbound Shellmound Street approach would improve the overall intersection operations to LOS E in the PM peak hour in 2030, reducing the impact to a less-than-significant level. In addition, the implementation of the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits.

Impact TRAF-16: The 65th Street/Hollis Street intersection is projected to operate at an acceptable LOS D with an overall average delay of 40 seconds during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS E with an overall intersection delay of 59 seconds, a 19 second increase.

Mitigation Measure: Retime the traffic signal on the 65th Street corridor to improve traffic flow and minimize delay and queuing. This impact can be attributed to traffic from approved, planned and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation and the applicant contribute their fair share of these improvements through the payment of fees based on the Updated Traffic Impact Fee.

Findings: The City finds that the remaining of the traffic signal at 65th Street and Hollis Street is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact TRAF-17: The 64th Street/Shellmound Street intersection, a side-street stop-controlled intersection, is projected to operate at an overall acceptable service level in 2030. The side-street is also expected to operate acceptably prior to the addition of project traffic in 2030. The addition of project

traffic would result in unacceptable side-street operations in 2030, although the intersection would continue to operate at an overall acceptable service level.

Mitigation Measure: Implement Mitigation Measures TRAF-6 and 1b.

Findings: The City finds that installing a traffic signal at the intersection of 64th Street/Shellmound Street when warranted by actual conditions is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level. In addition, the implementation of the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits.

Impact TRAF-21: The 40thStreet/Hollis Street intersection is projected to operate at an unacceptable service level F with an overall average delay of 82 seconds during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would increase intersection delay to 90 seconds, an eight second increase. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM peak hour.

Mitigation Measure: Implement Mitigation Measure TRAF-1b and 9. TRAF-9 includes retiming the traffic signals on the 40th Street corridor to improve traffic flow and minimize delay and queuing. The implementation of the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits.

Findings: This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation, and that the Project Applicant contribute their fair share to these improvements through the payment of fees. In addition, the City finds that retiming the traffic signals on the 40th Street corridor is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level. In addition, the implementation the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits.

Impact TRAF-27: The addition of project traffic would worsen side street operations at the Shellmound Street/Woodfin Hotel/ Marketplace Driveway intersection to LOS F with buildout of the project.

Mitigation Measure: The driveway serving the Woodfin Hotel cannot accommodate significant additional traffic flows. The parking area serving the new land uses on the Shellmound site shall be designed to orient the majority of outbound traffic, about 80 percent, away from the shared driveway. Alternatively, this driveway could be restricted to right-in/right out operation. When Phase IIA (option 1) is developed, an internal connection between the two garages would be constructed. Internal signage when the Phase II A (option 1) garage is built, shall direct vehicles to exit from the driveway aligned with 63rd Street. The Final Development Plan submittals shall be reviewed by the City Engineer prior to approval to ensure this is accomplished.

Findings: The City finds that the above stated mitigation measure addressing side street operations at the Shellmound Street/Woodfin Hotel/ Marketplace Driveway intersection is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact TRAF-29: The Reduced Main Street alternative could result in vehicle, pedestrian, and bicycle conflicts and inadequate pedestrian and bicycle access.

Mitigation Measure: TRAF-29a: The applicant shall prepare a detailed circulation plan that clearly depicts vehicle, pedestrian, and bicycle access and associated routes prior to obtaining a grading or building permit. The City shall review the plan for adequacy based on applicable pedestrian, bicycle, and parking safety standards prior to issuing a grading or building permit. Additional mitigation has been identified as a result of the Applicant submitting a detailed circulation plan depicting vehicle, pedestrian, and bicycle access.

Findings: The City finds that the above stated mitigation measure addressing potential vehicle, pedestrian, and bicycle conflicts and inadequate pedestrian and bicycle access is appropriate as conditions warrant and reasonable and will substantially lessen the impacts described above. In order to reduce the impact to less than significant impact, it is recommended that Shellmound Street and Christie Avenue be converted to one-way loop. However, the City considers that this recommendation needs to be further studied and be instituted only if actual conditions warrant its implementation. Therefore, the City will adopt a Statement of Overriding Consideration for this impact (See Appendix D)

AIR QUALITY

Impact AIR-1: Demolition and construction period activities could generate significant dust, exhaust, and organic emissions.

Mitigation Measure: Consistent with guidance from the BAAQMD, the following actions shall be required of construction contracts and specifications for the project.

Demolition. The following controls shall be implemented during demolition:
- Water during demolition of structures and break-up of pavement to control dust generation;
- Cover all trucks hauling demolition debris from the site; and
- Use dust-proof chutes to load debris into trucks whenever feasible.

Construction. The following controls shall be implemented at all construction sites:
- Water all active construction areas at least twice daily and more often during windy periods; active areas adjacent to existing land uses shall be kept damp at all times, or shall be treated with non-toxic stabilizers to control dust;
- Cover all trucks hauling soil, sand, and other loose materials;
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas, and staging areas at construction sites;
- Sweep daily (with water sweepers) all paved access roads, parking areas, and staging areas at construction sites; water sweepers shall vacuum up excess water to avoid runoff-related impacts to water quality;
- Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets;
- Apply non-toxic soil stabilizers to inactive construction areas;
- Enclose, cover, water twice daily, or apply non-toxic soil binders to exposed stockpiles (dirt, sand, etc.); Limit traffic speeds on unpaved roads to 15 mph; leaving the site; and
- Suspend excavation and grading activity when winds (instantaneous gusts) exceed 25 mph.
- Install sandbags or other erosion control measures to prevent silt runoff to public roadways;

- Replant vegetation in disturbed areas as quickly as possible;
- Install baserock at entryways for all exiting trucks, and wash off the tires or tracks of all trucks and equipment in designated areas before

Findings: The City finds that the above stated mitigation measure to address potential dust, exhaust, and organic emissions during demolition and construction period activities is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

NOISE AND VIBRATION

Impact NOISE-1: Local traffic will generate long-term exterior noise exceeding Normally Acceptable levels on the project site and could expose site users to unacceptable noise levels.

Mitigation Measure: Mechanical ventilation, such as air conditioning systems or passive ventilation, shall be included in the design for all units in the Shellmound building and units of the mixed use 64th & Christie building that face 64th Street or Christie Avenue to ensure that widows can remain closed for prolonged periods of time to meet the interior noise standard and Uniform Building Code Requirements.

Findings: The City finds that the above stated mitigation measure regarding mechanical ventilation is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact NOISE-2: Train activity from tracks adjacent to the proposed Shellmound building site would generate long-term exterior noise exceeding Normally Acceptable levels on the project site.

Mitigation Measure: NOISE-2a: Mitigation Measure Noise-1 shall be implemented. NOISE-2b: Windows with a minimum rating of STC-32 shall be installed for all units within the Shellmound building directly exposed to the railroad tracks at all heights.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact NOISE-3: The proposed project could expose future residents of the Shellmound building to excessive ground-borne vibration levels.

Mitigation Measure: An acoustical engineer shall prepare a detailed ground-borne noise assessment for the proposed project. The assessment shall include an analysis of the vibration isolation provided in the proposed construction design and provide future calculations for the vibration levels on each of the floors to be used for residential dwellings. The assessment shall include recommendations if necessary to reduce vibration levels to 72 VdB or less. Any vibration isolation and reduction design features provided by the acoustical engineer shall be incorporated in the final engineering plans for the project. The assessment shall be submitted and accepted by the City prior to the issuance of building permits for the Shellmound building.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is

appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact NOISE-4: On-site construction activities would potentially result in short-term noise impacts on adjacent residential uses

Mitigation Measure: The project construction contractors shall comply with the following noise reduction measures:

- All heavy construction equipment used on the project site shall be maintained in good operating condition, with all internal combustion, engine-driven equipment equipped with intake and exhaust mufflers that are in good condition.
- All stationary noise-generating equipment shall be located as far away as possible from neighboring property lines, especially residential uses.
- Prohibit and post signs prohibiting unnecessary idling of internal combustion engines.
- Designate a "noise disturbance coordinator" who would be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaints (e.g., beginning work too early, bad muffler) and institute reasonable measures warranted to correct the problem. A telephone number for the disturbance coordinator would be conspicuously posted at the construction site.
- Utilize "quiet" models of air compressors and other stationary noise sources where such technology exists.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact NOISE-5: Based on the upper range of predicted construction vibration levels, pile driving on the project site has the potential to generate ground-borne vibration levels in excess of 0.2 inches per second at structures adjacent to and within the site.

Mitigation Measure: Based on the construction vibration damage criteria for specific building categories established by the FTA as shown in Table IV.E-13, the project applicant shall prepare a vibration impact assessment to determine potential vibration impacts to structures located within 75 feet of new construction based on the types of construction activities proposed on the project site. Recommendations shall be made for impacts that exceed the vibration damage criteria for adjacent building types (as indicated in Table IV.E-13) to ensure construction activities would not damage adjacent buildings. All recommendations in the impact assessment shall be incorporated into construction plans for the project.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

HAZARDOUS MATERIALS/PUBLIC HEALTH AND SAFETY

Impact HAZ-1: Exposure of construction workers and the public to existing contamination in soil, soil gas, and/or groundwater could result in adverse health effects.

Mitigation Measure: HAZ-1a: Prior to any excavation or subsurface work in the areas subject to the two Covenants to Restrict Use of Property for the Emeryville Marketplace and the Bay Street Extension, the property owner/developer shall submit to DTSC a site health and safety plan in accordance with the requirements of the covenants. The owner shall address all DTSC requirements in the preparation of the plan. In addition to these requirements, the health and safety plan shall include health and safety procedures for workers to follow during potential contact with dewatered groundwater and exposure to methane gas. The health and safety plan shall be prepared by a qualified environmental professional and approved by DTSC prior to implementation. For areas not within the covenant areas (i.e., Retail Pad 1 and 2, 64th & Christie building), a health and safety plan shall also be prepared, as described above with regulatory agency oversight and implemented during excavation or subsurface work at these locations. HAZ-1b: A soil management plan shall be developed by the property owner/developer and approved by the City Engineer and DTSC for the proposed project (including the proposed location of the 64th & Christie building). The plan shall be submitted prior to issuance of demolition, grading, or building permits by the City. The plan shall include provisions for management of potentially contaminated excavated soil and dewatered groundwater, requirements for clean imported fill material, inspection of areas for gross contamination prior to backfilling by a qualified environmental professional, and requirements for immediate reporting to DTSC and the City Engineer in the event that previously unidentified contamination is encountered during construction/redevelopment activities. The soil management plan shall also include a contingency plan for sampling and analysis of previously unknown hazardous substances contamination in coordination with, and with oversight from, DTSC (See also Mitigation Measure HYD-2 from the Hydrology and Storm Drainage section). For areas not within the covenant areas (i.e., Retail Pads 1 and 2, and 64th & Christie building), a soil management plan shall also be prepared, as described above, with approval by the City Engineer. HAZ-1c: The property owner/developer shall satisfy all requirements of the Alameda County Department of Environmental Health to obtain closure for the former leaking underground storage tank located at 6340 Christie Avenue. The requirements shall be satisfied prior to issuance of demolition, grading or building permits by the City for this property. If a deed restriction is required as a condition of closure, the restriction shall be recorded in Alameda County and all conditions of the deed restriction shall be met during and following construction by the property owner/developer. HAZ-1d: The property owner/developer shall ensure that appropriate design elements are incorporated into the building design for proposed on-site structures to address the potential for methane gas venting (e.g., installation of a vapor barrier, passive soil venting system or active soil venting systems). The design shall comply with California Title 27 Section 20919 et seq, including the requirement that the concentration of methane in facility structures not exceed 25 percent of the lower explosive limit[1] for methane in facility structures (excluding gas control or recovery system components). The design shall be submitted to the City Engineer, Emeryville Fire Department, and DTSC for review. The Emeryville Fire Department, the local enforcement agency for methane, shall provide final approval of the methane mitigation design prior to issuance of building permits and shall inspect the system(s) implemented annually or as otherwise required. HAZ-1e: All cracks/cap damage in the existing capped areas of the Emeryville Marketplace site shall be sealed at the time of site redevelopment activities by the contractor(s) in accordance with DTSC's recommendations in the five-year review. All existing and areas proposed for capping under the proposed project shall also be maintained by the site owner/developer to prevent exposures to contaminants in soil and groundwater.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions

[1] The Lower Explosive Limit (LEL) is the lowest percent by volume of explosive gases in air that will propagate a flame at 25 degrees Celsius and atmospheric pressure.

required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact HAZ-2: Demolition of structures containing lead-based paint, asbestos-containing building materials, or other hazardous materials could release airborne particles of hazardous materials, which may affect construction workers and the general public.

Mitigation Measure: HAZ-2a: As a condition of approval for a demolition permit for the buildings located at 6340 and 6390 Christie Avenue, a lead-based paint and asbestos survey shall be performed by a qualified environmental professional. Based on the findings of the survey, all loose and peeling lead-based paint and identified asbestos hazards shall be abated by a certified contractor in accordance with local, state, and federal requirements, including the requirements of the Bay Area Air Quality Management District (Regulation 11, Rule 2). The findings of the survey shall be documented by the qualified environmental professional and submitted to the City. HAZ-2b: Other hazardous materials and wastes generated during demolition activities, such as fluorescent light tubes and mercury switches, shall be managed and disposed of by the demolition contractor(s) in accordance with applicable universal and hazardous waste regulations. Federal, State and local worker health and safety regulations shall apply to demolition activities, and required worker health and safety procedures shall be incorporated into the contractor's specifications for the project.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact HAZ-3: Use and potential accidental spills of hazardous materials during the construction of the proposed project could result in soil and/or groundwater contamination and adverse health effects to construction workers, the public, and the environment.

Mitigation Measure: HAZ-3a: The Storm Water Pollution Prevention Plan (SWPPP) required for the project (See Mitigation Measure HYD-1 in the Hydrology and Storm Drainage Section) shall include emergency procedures for incidental hazardous materials releases. HAZ-3b: Best Management Practices for the project include requirements for hazardous materials storage during construction to minimize the potential for releases to occur (See Mitigation Measure HYD-1 in the Hydrology and Storm Drainage Section). All use, storage, transport, and disposal of hazardous materials during construction activities shall be performed in accordance with existing local, state, and federal hazardous materials regulations. HAZ-3c: The Health and Safety plan required under Mitigation Measure HAZ-1b requires the inclusion of an emergency response plan for safe and effective responses to emergencies, including the necessary personal protective equipment and other equipment, and spill containment procedures.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact HAZ-4: The proposed project is identified on a hazardous materials release site database compiled pursuant to Government Code Section 65962.5 and could result in a safety hazard for people residing or working in the area.

Mitigation Measure: See Mitigation Measures HAZ-1a through HAZ-1f, above, for mitigation.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact HAZ-1 (Main Street and Reduced Main Street alternatives): The Mixed Use Building located north of the Marketplace Tower and Public Market would be within the Covenant Area, which does not currently allow residential use because existing contamination may present an unacceptable risk to future residents.

Mitigation Measure: The property owner/developer shall work with the City and DTSC to determine whether contaminants in soil vapor or other media in the area north of the Marketplace Tower and Public Market present an unacceptable risk to future residents. Environmental samples shall be collected and analyzed to determine whether chemicals present in environmental media, including vapors in air, are present in concentrations that would potentially harm future residents. If sample concentrations exceed California Human Health Screening Levels (CHHSLs), risk management measures that would prevent harm to future residents and that are acceptable to the DTSC shall be implemented.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

GEOLOGY, SOILS, AND SEISMICITY

Impact GEO-1: Seismically-induced ground shaking at the project site could result in damage to life and/or property.

Mitigation Measure: GEO-1: Prior to the issuance of any site-specific grading or building permits, a design-level geotechnical investigation shall be prepared and submitted to the City of Emeryville Planning and Building Department for review and confirmation that the proposed development fully complies with the California Building Code (Seismic Zone 4). The report shall determine the project site's geotechnical conditions and address potential seismic hazards such as liquefaction. The report shall identify building techniques appropriate to minimize seismic damage. In addition, the geotechnical investigation shall conform to the California Division of Mines and Geology (CDMG) recommendations presented in the *Guidelines for Evaluating Seismic Hazards in California*, CDMG Special Publication 117. All mitigation measures, design criteria, and specifications set forth in the geotechnical and soils report shall be followed. It is acknowledged that seismic hazards cannot be completely eliminated even with site-specific geotechnical investigation and advanced building practices (as provided in the mitigation measure above). However, exposure to seismic hazards is a generally accepted part of living in the San Francisco Bay Area and therefore the mitigation measure described above would reduce the potential hazards associated with seismic activity to a less-than-significant level

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact GEO-2: Structures or property at the project site could be adversely affected by expansive soils or by settlement of project soils.

Mitigation Measure: In locations underlain by expansive soils and/or non-engineered fill, the designers of building foundations and other improvements (including sidewalks, roads, and underground utilities) shall consider these conditions. The design-level geotechnical investigation, to be prepared by licensed professionals and approved by the Emeryville Planning and Building Department, shall include measures to ensure potential damages related to expansive soils and non-uniformly compacted fill are minimized. Mitigation options may range from removal of the problematic soils and replacement, as needed, with properly conditioned and compacted fill to design and construction of improvements to withstand the forces exerted during the expected shrink-swell cycles and settlements. All mitigation measures, design criteria, and specifications set forth in the geotechnical investigation shall be followed to reduce impacts associated with shrink-swell soils and settlement to a less-than-significant level.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact GEO-3: Differential settlement at the project site could result in damage to project buildings and other improvements.

Mitigation Measure: Prior to issuance of a grading permit, a site-specific grading plan shall be prepared by a licensed professional and submitted to the Emeryville Planning and Building Department for review and approval. The plan shall include specific recommendations for mitigating potential differential settlement associated with Bay Mud, fill placement and areas of different fill thickness.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

Impact GEO-4: Liquefaction at the project site could result in damage to buildings and other improvements.

Mitigation Measure: The Emeryville Planning and Building Department shall approve all final design and engineering plans. Project design and construction shall be in conformance with current best standards for earthquake resistant construction in accordance with the California Building Code (Seismic Zone 4), applicable local codes and in accordance with the generally accepted standard of geotechnical practice for seismic design in Northern California. The design-level geotechnical investigation shall include measures to minimize that potential damage related to liquefaction.

Findings: The City finds that the approved remediation plans for the Project site and existing regulations governing identification of contaminated locations and remediation of those locations and actions required prior to site development are appropriate and reasonable and will substantially lessen or avoid the impacts discussed above, such that they will be mitigated to a less than significant level.

HYDROLOGY AND WATER QUALITY

Impact HYD-1: Construction activities could result in degradation of water quality in the Bay by reducing the quality of storm water runoff.

Mitigation Measure: The project contractor shall comply with the City of Emeryville Municipal Code relating to grading projects and erosion control (Section 6-13.204):

Any person engaged in activities which will or may result in pollutants entering the City storm sewer system shall undertake all practicable measures to reduce such pollutants.

Best Management Practices for New Developments and Redevelopments. Any construction contractor performing work in the City shall endeavor, whenever possible, to provide filter materials at the catchbasin to retain any debris and dirt flowing into the City's storm sewer system. The Director of Public Works may establish controls on the volume and rate of storm water runoff from new developments and redevelopments as may be appropriate to minimize the discharge and transport of pollutants.

In addition, the project proponent shall prepare a SWPPP designed to reduce potential impacts to surface water quality through the construction period of the project. The SWPPP must be maintained on-site and made available to City inspectors and/or RWQCB staff upon request. The SWPPP shall include specific and detailed BMPs designed to mitigate construction-related pollutants. At a minimum, BMPs shall include practices to minimize the contact of construction materials, equipment, and maintenance supplies (e.g., fuels, lubricants, paints, solvents, adhesives) with storm water. The SWPPP shall specify properly designed centralized storage areas that keep these materials out of the rain.

BMPs designed to reduce erosion of exposed soil may include, but are not limited to: soil stabilization controls, watering for dust control, perimeter silt fences, placement of hay bales, and sediment basins. The potential for erosion is generally increased if grading is performed during the rainy season as disturbed soil can be exposed to rainfall and storm runoff. If grading must be conducted during the rainy season, the primary BMPs selected shall focus on erosion control that is, keeping sediment on the site. End-of-pipe sediment control measures (e.g., basins and traps) shall be used only as secondary measures. Entry and egress from the construction site shall be carefully controlled to minimize off-site tracking of sediment. Vehicle and equipment wash-down facilities shall be designed to be accessible and functional during both dry and wet conditions.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact HYD-2: Dewatering effluent may contain contaminants and if not properly managed could cause impacts to construction workers and the environment.

Mitigation Measure: The construction-period SWPPP shall include provisions for the proper management of construction-period dewatering effluent. At minimum, all dewatering effluent shall be contained prior to discharge to allow the sediment to settle out, and filtered, if necessary, to ensure that only clear water is discharged to the storm or sanitary sewer system, as appropriate. In areas of suspected groundwater contamination (i.e., underlain by fill or near sites where chemical releases are known or suspected to have occurred), groundwater shall be analyzed by a State-certified laboratory for the suspected pollutants prior to discharge. Based on the results of the analytical testing, the project proponent shall acquire the appropriate permit(s) prior to discharge of the effluent. Discharge of the

dewatering effluent would require a permit from the RWQCB (for discharge to the storm sewer system or to San Francisco Bay) and/or East Bay Municipal Utility District (EBMUD) (for discharge to the sanitary sewer system).

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact HYD-3: Operation-phase use of the site could result in degradation of water quality in the Bay by reducing the quality of storm water runoff.

Mitigation Measure: HYD-3: The City shall ensure that the proposed project drainage design meets all the requirements of the current Countywide NPDES Permit (NPDES Permit No. CAS0029831). The drainage plan shall include features and operational Best Management Practices to reduce potential impacts to surface water quality associated with operation of the project. These features shall be included in the project drainage plan and final development drawings. Specifically, the final design shall include measures designed to mitigate potential water quality degradation of runoff from all applicable portions of the completed development. In general, "passive," low-maintenance BMPs (e.g., storm water planters, rain gardens, grassy swales, and porous pavements) are preferred over active filtering or treatment systems. As required by the City of Emeryville's 2005 *Storm Water Guidelines for Green, Dense Redevelopment.Storm Water Quality Solutions*: *The storm water treatment design consultant shall make a good faith effort to meet the entire treatment requirement using vegetative solutions. If the storm water treatment design consultant concludes that vegetative solutions are not feasible due to site characteristics, building uses or other legitimate reasons, and the City concurs, the City will consider allowing on-site mechanical solutions. In some cases, upon recommendation of the storm water treatment design consultant, a combination of vegetative and mechanical solutions may be allowed. If mechanical solutions are utilized, the mechanism must be approved by the City, and the developer must demonstrate that the mechanical design will remove fine sediments and dissolved metals as well as trash and oil.*
An operations and maintenance plan shall be developed and implemented to inspect and maintain BMPs in perpetuity. If paved surfaces within covered parking areas are washed with water, this water shall not be directed to the storm drainage system. This wash water effluent shall either be directed to the sanitary sewer or contained and transported off-site for proper disposal.

The project would not be required to evaluate or mitigate potential impacts associated with hydromodification of downstream creeks because the downstream receiving waters between the site and the Bay are concrete lined and not subject to erosion. The final design team for the project shall review and incorporate as many concepts as practicable from *Start at the Source, Design Guidance Manual for Storm water Quality Protection*[2] and the California Storm water Quality Association's *Storm water Best Management Practice Handbook, Development and Redevelopment*, the City of Emeryville 2005 *Storm Water Guidelines for Green, Dense Redevelopment,* and forthcoming Alameda County Clean Water Program (ACCWP) technical guidelines.
The City Public Works Department shall review and approve the drainage plan prior to approval of the grading plan.

[2] Bay Area Storm water Management Agencies Association, 1999. *Start at the Source,* Design Guidance Manual for Storm water Quality Protection.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

CULTURAL AND PALEONTOLOGICAL RESOURCES

Impact CULT-1: The proposed project may result in the destruction of possibly significant archaeological deposits.

Mitigation Measure: CULT-1a: Prior to project construction, a qualified professional archaeologist[3] shall prepare a monitoring plan to address potentially significant cultural resources encountered during construction. Preparing the plan may require subsurface examination to determine the presence, nature, extent, and potential significance of archaeological deposits that may be encountered by project activities. At a minimum, the monitoring plan should (1) refine the understanding of the project site's archaeological sensitivity; (2) determine the likelihood that archaeological deposits have retained integrity; (3) identify the types of artifacts and features that may be encountered during project construction; (4) determine during which phases of construction subsurface deposits may be encountered; and (5) provide guidelines for in-field assessment of archaeological deposits identified during monitoring. Based on the information noted above, the monitoring plan should determine the appropriate level of construction monitoring necessary to avoid significant impacts to archaeological resources, and provide guidance for the implementation of such monitoring. CULT-1b: A qualified professional archaeologist shall monitor all ground-disturbing activities that occur at depths within the project area determined to be archaeologically sensitive in the archaeological monitoring plan. Monitoring shall continue until the archaeologist determines that impacts to archaeological deposits are unlikely to occur. In the event that archaeological deposits are identified during monitoring, the monitor must be empowered to redirect all work within 25 feet of the find. Any such archaeological deposits identified during monitoring shall be recorded and, if possible, avoided by project activities. If avoidance is not feasible, as determined by the City after consultation with the project engineer, these deposits shall be evaluated by a qualified archaeologist to determine their eligibility for listing on the California Register. If the deposits *are not* eligible for the California Register, then no further study or protection is necessary. If the deposits *are* eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines PRC Section 15126.4 (b)(3)(C) and the recommendations of the evaluating archaeologist. Human remains shall be handled in accordance with Health and Safety Code Section 705055. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the Northwest Information Center (NWIC) at Sonoma State University in Rohnert Park, California. CULT-1c: In the event that archaeological deposits are identified during project activities *not* monitored by an archaeologist, it is recommended that project impacts to such deposits be avoided. If impact avoidance is not feasible, work within 25 feet of the finds shall be redirected and a qualified professional archaeologist shall be contracted to record the find and evaluate its California Register eligibility. If the deposits *are not* eligible for the California Register, then no further study or protection is necessary. If the deposits *are* eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines PRC Section 15126.4 (b)(3)(C) and treatment of human remains in accordance

[3] "Qualified" is defined as meeting the professional standards established by the Secretary of the Interior. These standards can be found at: <http://www.cr.nps.gov/local-law/archstnds9.html>.

with Health and Safety Code Section 70505. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the NWIC. Prehistoric materials can include flaked-stone tools (e.g. projectile points, knives, choppers) or obsidian, chert, basalt, or quartzite tool making debris; bone tools; culturally darkened soil (i.e., midden soil often containing heat-affected rock, ash and charcoal, shellfish remains, faunal bones, and cultural materials); and stone milling equipment (e.g., mortars, pestles, hand stones). Prehistoric archaeological sites often contain human remains. Historical materials can include wood, stone, concrete, or adobe footings, walls and other structural remains; debris-filled wells or privies; and deposits of wood, glass, ceramics, metal, and other refuse. Implementation of Mitigation Measures CULT-1a, -1b, and -1c would reduce this impact to less-than-significant level.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact CULT-2: Ground disturbance associated with the proposed project may disturb human remains, including those interred outside of formal cemeteries.

Mitigation Measure: If human remains are encountered, work within 25 feet of the discovery shall be redirected, and the County Coroner shall be notified immediately. At the same time, an archaeologist shall be contacted to assess the situation. If the human remains are of Native American origin, the Coroner must notify the Native American Heritage Commission within 24 hours of this identification. The Native American Heritage Commission will identify a Most Likely Descendant (MLD) to inspect the site and provide recommendations for the proper treatment of the remains and associated grave goods.
Upon completion of the assessment, the archaeologist shall prepare a report documenting the methods and results, and provide recommendations for the treatment of the human remains and any associated cultural materials, as appropriate and in coordination with the recommendations of the MLD. The report shall be submitted to the City, the project applicant, and the NWIC.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact CULT-3: Ground disturbing activities within the proposed project site could adversely impact paleontological resources.

Mitigation Measure: CULT 3a: A qualified paleontologist shall be present during initial project ground-disturbance at or below 5 feet from original ground surface. The paleontologist will then determine if further monitoring, periodic site inspections, or if no further monitoring is necessary. Prior to project ground-disturbing construction, pre-field preparation by a qualified paleontologist shall take into account specific details of project construction plans for the project area, as well as information from available paleontological, geological, and geotechnical studies. Limited subsurface investigations may be appropriate for defining areas of paleontological sensitivity prior to ground disturbance. CULT-3b: A qualified paleontologist shall monitor ground-disturbing activities at and below 5 feet from the original ground surface in accordance with the initial monitoring needs assessment. The monitoring shall continue until the paleontologist determines that impacts to paleontological resources are unlikely to occur.

If paleontological resources are encountered during project activities, all work within 25 feet of the discovery shall be redirected until the paleontological monitor can evaluate the resources and make recommendations. If paleontological deposits are identified, it is recommended that such deposits be avoided by project activities. Paleontological monitors must be empowered to halt construction activities within 25 feet of the discovery to review the possible paleontological material and to protect the resource while it is being evaluated. If avoidance is not feasible, as determined by the City after consultation with the project engineer, adverse effects to such resources shall be mitigated in accordance with the recommendations of a qualified paleontologist. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon project completion, a report shall be prepared documenting the methods and results of monitoring, and copies of this report shall be submitted to the City, project applicant, and to the repository at which any fossils are accessioned. CULT-3c: In the event that paleontological resources are identified in the soil layer for which paleontological monitoring is *not* recommended, all work within 25 feet of the discovery shall be redirected until a qualified paleontologist has evaluated the discoveries, prepared a fossil locality form documenting the discovery and made recommendations regarding the treatment of the resources. If the paleontological resources are found to be significant, adverse effects to such resources shall be avoided by project activities. If project activities cannot avoid the resources, adverse effects should be mitigated. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports, as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon completion of project activities, a report that documents the methods and findings of the mitigation shall be prepared and copies submitted to the City, project applicant, and to the repository at which any fossils are accessioned.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

AESTHETICS RESOURCES

Impact AES-1: The proposed project would alter the intrinsic architectural character of the project site and its surroundings.

Mitigation Measure: AES-1: Each of the following four measures shall be incorporated into the final project design:

- The proposed structures shall adequately reference, and be visually compatible with and not detract from the surrounding industrial buildings.
- Create streetscape vitality and enhance the pedestrian experience through detailed treatment of building facades, including entryways, fenestration, and signage, vertical walls broken up with architectural detailing, protruded and recessed tower elements, stepped-back upper floors to provide appropriate building height transitions to adjacent buildings, and through the use of carefully chosen building materials, texture, and color. Design of building facades shall include sufficient articulation and detail to avoid the appearance of blank walls or box-like forms.
- Exterior materials utilized in construction of new buildings, as well as site and landscape improvements, shall be high quality and shall be selected for both their enduring aesthetic quality

and for their long term durability, and their compatibility with the design motif of surrounding buildings.

- Detailed designs for the public plazas shall be developed. The plaza designs shall emphasize the public nature of the space and pedestrian comfort and sun/shade patterns during mid-day hours throughout the year. The plaza designs shall be sensitively integrated with the streetscape.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact AES-2: The proposed development would provide additional sources of day and nighttime light and glare in Emeryville.

Mitigation Measure: AES-2a: The specific reflective properties of project building materials shall be assessed by the City during review of the Final Development Plans for the proposed project. Final Development Plan review shall ensure that the use of reflective exterior materials is minimized and that proposed reflective material would not create additional daytime or nighttime glare. AES-2b: Specific lighting proposals shall be submitted and reviewed as part of each Final Development Plan for each new building on the project site and approved by the City prior to issuance of building permit. This review shall ensure that any outdoor night lighting for the project is downward facing and shielded so as not to create additional nighttime glare and shall conform with light and glare performance standards established by Zoning Ordinance Article 59 and the Maximum Intensity of Light Sources table.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

PUBLIC SERVICES AND UTILITIES

Impact PS-1: This impact is considered significant.

Demolition and construction waste generated by the project could conflict with Measure D requirements.

Mitigation Measure: The project applicant shall recycle 75 percent of the waste materials generated by project construction. The applicant shall submit a pre-construction recycling management plan to the City Public Works Department for review and approval prior to the issuance of a grading permit. Prior to issuance of the Certificate of Occupancy, the project applicant shall post a construction report with weight tags stating where construction materials were recycled, and demonstrating that the 75 percent recycling rate of Measure D has been achieved.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact PS-2: The waste generated by the on-going operation of the project could conflict with Measure D requirements.

Mitigation Measure: The project applicant shall install an internal system designed to increase recycling and composting. The recycling and composting system shall include dedicated chutes for garbage, recycling and green waste (including food scraps). Final design plans shall include areas for the storage and loading of recycling materials and containers in accordance with Emeryville Municipal Code Title 6, Chapter 4, Collection of Solid Waste and Recyclables and Title 6, Chapter 14, Food Service Waste Reduction.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact PS-1 (Reduced Main Street alternative): Implementation of the Reduced Main Street alternative could increase demand for fire and police services, requiring the construction of new facilities.

Mitigation Measure: The Emeryville Police and Fire Departments shall review proposed development plans for the Reduced Main Street alternative to determine whether existing police and fire facilities would be able to accommodate increased demand for emergency services. If existing facilities would be inadequate, the project sponsor shall contribute a pro rata share of the cost to construct new facilities.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact PS-2 (Reduced Main Street alternative): Implementation of the Reduced Main Street alternative would substantially increase demand for water.

Mitigation Measure: A Water Supply Assessment shall be prepared for the Reduced Main Street alternative. If the Water Supply Assessment shows that existing water supplies would be inadequate to serve the proposed alternative, the alternative shall be modified to reduce water demand (e.g., through the reduction of water-intensive commercial or residential uses, water conservation measures, and/or recycling of rain and graywater) such that existing water entitlements would be adequate to serve the site.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact PS-3 (Reduced Main Street alternative): Wastewater conveyance pipes may have inadequate capacity to accommodate additional wastewater flows from the Reduced Main Street alternative.

Mitigation Measure: The applicant shall prepare a sewer capacity study to determine if there is adequate sanitary sewer conveyance capacity to accommodate the proposed alternative, as shown in the utility plan. If it is determined that there is inadequate capacity for additional flows from the Reduced Main Street alternative, either of the following actions shall occur: PS-3a: The utility plan shall be designed to convey all sewage flows on the site to the 30-inch TC pipe in the northern portion of the site. If the topography of the site is such that sanitary sewer flows would not be able to gravity feed into the 30-inch TC pipe, a

sewage lift pump shall be included in the utility plan to convey wastewater to the northern basin; or PS-3b: The project applicant shall design and fund its fair share of construction of additional downstream improvements to accommodate the increased flows from the project in the southern system which drains to the EBMUD interceptor via the existing system in Powell Street. If downstream improvements to the existing system in Powell Street are required to accommodate additional flows draining to the south, additional environmental review may be required if construction would occur outside of the existing right-of-way or involve construction beyond the scope of standard construction methods evaluated in this EIR.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

WIND

Impact WIND-1: The proposed massing and shape of the Shellmound building could create accelerated wind areas in roof deck terraces and within the fourth floor pedestrian crossing connection with the Amtrak bridge that could substantially affect pedestrian comfort.

Mitigation Measure: WIND-1a: Final design of the roof deck open space terraces on the Shellmound building shall be heavily landscaped to reduce wind and improve usability and shall incorporate porous materials or structures (e.g., vegetation, hedges, screens, latticework, perforated or expanded metal) which offer superior wind shelter compared to solid surfaces. Outdoor furnishings, such as tables, shall either be either weighted or attached to the deck. WIND-1b: Scale model wind tunnel or computerized computational fluid dynamics testing shall be conducted to determine how strong winds will be through the fourth floor breezeway between the Amtrak pedestrian bridge to the west side of the building. If winds through the breezeway exceed 36 mph, the breezeways design shall be altered to reduce wind speeds below this threshold. Alternatively, to avoid testing, the design of the breezeway could be altered with the addition of glazing at the west side opening. Testing or design modifications would reduce this impact to a less-than-significant level.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

Impact WIND-1 (Reduced Main Street alternative): The construction of the Shellmound mixed use and high-rise tower buildings and UA Cinema site could substantially increase ground-level winds.

Mitigation Measure: WIND-1 (Reduced Main Street alternative): Final design of the buildings constructed on the Shellmound and UA Cinema building sites shall be subject to review by a qualified wind consultant. The design review shall evaluate the architect's employment of one or more of the following design guidelines to reduce wind impacts to a less-than-significant level:

- West or southeasterly building faces shall be articulated and modulated through the use of architectural devices such as surface articulation, variation, variation of planes, wall surfaces and heights, as well as the placement of step-backs and other features.

- Utilize properly-located landscaping to mitigate winds. Porous materials (vegetation, hedges, screens, latticework, perforated or expanded metal) offer superior wind shelter compared to a solid surface. Avoid narrow gaps between buildings where westerly or southeasterly winds could be accelerated.
- Avoid "breezeways" or notches at the upwind corners of the building.

Wind tunnel or computerized computational fluid dynamics testing shall be required if a review of the final architectural design of the proposed mid-rise buildings is insufficient to determine whether the buildings would result in adverse wind impacts. Testing shall be used to determine if wind accelerations generated by the structure could reach hazardous levels and to develop design modifications that would reduce impacts to a less-than-significant level.

Findings: The City finds that the above stated mitigation measure is incorporated into the project through the conditions of approval for the Project. The City further finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above, such that they will be mitigated to a less than significant level.

B. FINDINGS ON SIGNIFICANT AND POTENTIALLY SIGNIFICANT AND UNAVOIDABLE ENVIRONMENTAL IMPACTS OF THE PROJECT AND FACTS IN SUPPORT OF FINDINGS

The Marketplace Redevelopment Project EIR identifies the following significant and potentially significant unavoidable impacts associated with the proposed for the Project. The proposed project would result in twenty one (21) potentially significant and unavoidable impacts, including 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).

To the extent these mitigation measures will not mitigate or avoid the twenty three (23) significant impacts on the environment, it is hereby determined that the remaining significant unavoidable adverse impacts are acceptable for the reasons specified in the Statement of Overriding Considerations, below.

The impacts and related mitigation measures identified below are presented in summary form. For a detailed description of impacts and mitigation measures, see the appropriate text in the EIR. The EIR is hereby incorporated into these Findings in its entirety.

A. TRANSPORTATION AND PARKING

Impact TRAF-1: The I-80 EB Ramps/Powell Street intersection currently operates at LOS E during the PM peak hour and Saturday peak hour. Under the Existing Plus Project scenario, the intersection operation would degrade to LOS F during the PM peak hour and delay would increase by 10 seconds. On Saturday, the addition of project traffic would increase delay by 8 seconds. The addition of project traffic would also increase the 95th percentile queue lengths to four approaches that currently exceed or are projected to exceed the available storage capacity.

Mitigation Measures:

TRAF-1a: The following improvements to the I-80 EB Ramps/Powell Street intersection shall be implemented: 1) Reconstruct the off-ramp to provide dual left-turn and dual right-turn lanes. The additional lane should be about 900 feet. 2) Reconstruct the southeast corner of the Powell Street/I-80 Eastbound Ramps intersection improving the curb radii to 40 feet. 3) Relocate the north side of Powell

Street 12 to 14 feet between Christie Avenue and Eastbound I-80 Ramps to align westbound Powell Street through lanes across the intersection with Eastbound I-80 Ramps. This improvement will also allow the widening of the eastbound right-turn lane at the Powell Street/Christie Avenue intersection to 14 feet and construction of a pedestrian median refuge on the west side of the Powell Street/Christie Avenue intersection. This change requires right-of-way along the north side of Powell Street between Christie Avenue and the I-80 Eastbound On-Ramp. This recommendation should be implemented with Mitigation Measure TRAF-2 to provide corridor benefits. These changes must be implemented in a manner that safety is enhanced for Bay Trail crossing for pedestrians and bicyclists and shall be implemented as part of a comprehensive streetscape designs for the area where travel by all modes is optimized.

This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore the City shall update its Traffic Impact Fee Program to include this improvement, and the Project Applicant shall pay their fair share cost of the improvements. Each of the changes to the I-80 EB ramps requires right-of-way acquisition and an encroachment permit from Caltrans to implement. Thus, the impact would remain significant and unavoidable until sufficient right-of-way can be acquired and Caltrans approves an encroachment permit.

TRAF-1b: Implementation of the following mitigation measure will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level.

- The project applicant shall prepare and implement a comprehensive TDM program that includes the following elements to encourage and enhance alternate modes of travel: Transit amenities, including bus pull-outs, transit information and ticket kiosks, and discounted transit passes for employees and residents.
- Carpool/vanpool support, including preferential parking spaces and ride-matching programs.
- Carshare support, including free parking spaces, on-site information and advertising, and discounted rates/long-term contracts.

Bicycle amenities, including bicycle parking racks, pilot bicycle rental program, new bicycle paths, and shower/locker facilities. In addition, the TDM plan should discourage automobile use by incorporating the following elements:

- Residential parking spaces should be unbundled from the units.
- All non-residential parking should be paid parking.
- Monthly parking permits should not be provided for employees.

Provision of car sharing facilities on-site could help reduce auto ownership amongst future residents/tenants of the building and encourage alternative modes for trips generated by the site. The TDM program shall be submitted to City staff for review and acceptance prior to approval of any Final Development Plans.

Findings: This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended in mitigation measure TRAF-1a above. In addition, mitigation measure

TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-2: TRAF-2(a): The Powell Street/Christie Avenue intersection would operate at an acceptable service level under the Existing Plus Project scenario. However, vehicle queue spillback affects overall intersection and system operations. The addition of project traffic would exacerbate existing queuing problems, contributing poor operations on three intersection approaches (See Table V.C-11).

Mitigation Measure: The following improvements made to the intersection of Powell/Christie Avenue shall be implemented:

1) Reconstruct the westbound approach to provide a second left turn lane. The resulting two left turn lanes should be 250 feet in length. The south side of the Powell Street bridge would need to be widened by about 12 feet to accommodate the second left turn lane.
2) Reconstruct the southbound approach to provide a southbound left-turn lane (in addition to the shared left-through lane and a central median). The lane would extend from Powell Street back to Shellmound Way. This change would require widening the west side of Christie Avenue by about 20 feet. This change requires right-of-way along the west side of Christie Avenue.
3) Reconstruct the south side of Powell Street, west of the intersection, to provide two dedicated eastbound right turn lanes. The lanes would extend from the Christie Avenue intersection back to the I-80 Eastbound Off-Ramp intersection. This lane requires additional right-of-way of about 12 feet on the south side of Powell Street between Christie Avenue and the I-80 Eastbound Off-Ramp.
4) Re-time the Powell/Christie Loop signalized intersections to coordinate the critical movements through the intersection.

These changes shall be implemented as part of a comprehensive streetscape designs for the area where travel by all modes is optimized. These recommendations should be implemented with Mitigation Measure TRAF-1a to provide corridor benefits.

This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore, improvement the City shall update its Traffic Impact Fee Program to include this recommendation, and that the Project Applicant shall pay their fair share cost of the improvements.

TRAF-2b: Mitigation Measure 1b, which requires a TDM Plan, shall also be implemented to further minimize the project's impacts on intersection operations.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired.

Impact TRAF-3: Under the Existing Plus Project scenario, the Powell Street/Hollis Street intersection is projected to degrade from a LOS D to LOS E. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 56 seconds, a 5-second increase.

Mitigation Measure: Implement Mitigation Measure 1b and protected-permitted signal phasing for the north/south left turn movements. This will require a 5- to 6-foot lane shift for northbound Hollis Street traffic approaching Powell Street and reconstruction of the southwest corner of the intersection to accommodate tractor-trailer trucks making a right-turn from Powell Street to Hollis Street. The lane shift will require right-of-way along the west side of Hollis Street. Implementation of this measure by the City would reduce the project impact to a less-than-significant level.

Findings: This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Signal phasing can potentially lessen this impact, however, reconstruction and widening of this corner is in conflict with the City's wider goal of creating a road network in the city that is friendly to bicyclists and pedestrians. This impact, therefore, would remain significant and unavoidable.

Impact TRAF-4: The Ashby Avenue/San Pablo Avenue intersection is projected to operate at LOS F with an overall average delay of 81 seconds during the PM peak hour in 2010. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 90 seconds, a 9 second increase.

Mitigation Measure: To reduce this impact to a less than significant level, the intersection would have to modified, when traffic conditions warrant, to provide dual northbound left-turn lanes similar to the northbound left-turn lane design on San Pablo Avenue at 40th Street. Construction of this improvement would require elimination of on-street parking along San Pablo Avenue approaching the intersection. Relocation of the bus stop for buses operating along San Pablo Avenue would also be required.

Findings: The applicant shall pay a fee based on its fair share of the project's anticipated growth in traffic to the intersection toward the cost to implement this improvement. The payment shall be made to the City of Emeryville, for the benefit of the City of Berkeley, prior to issuance of the temporary certificate of occupancy for the last building. However, this intersection is located in the City of Berkeley and is also under the jurisdiction of Caltrans, since both Ashby Avenue and San Pablo Avenue are state highways at this intersection. This improvement will occur only with the agreement of City of Berkeley and Caltrans and would be designed such that the impacts to transit, pedestrians and cyclists are minimized. Therefore, the final selection of the appropriate intersection design as well as implementation of the modifications are not within the jurisdiction of the City of Emeryville. Therefore, this impact would be significant and unavoidable.

Impact TRAF-7: The I-80 EB Ramps/Powell Street intersection is projected to operate at LOS F during the PM peak hour and Saturday peak hour in 2010. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity.

Mitigation Measure: Implement Mitigation Measure TRAF-1a and 1b.

Findings: This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended in mitigation measure TRAF-1a above. In addition, mitigation measure

TRAF-1b: will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-8: The Powell Street/Hollis Street intersection is projected to operate at unacceptable LOS E with an overall average delay of 80 seconds during the PM peak hour in 2010. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS F with an overall intersection delay of 76 seconds, a 6 second increase.

Mitigation Measure: Implement Mitigation Measure TRAF-1a and 1b and 3.

Findings: This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended in mitigation measure TRAF-1a above. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Signal phasing can potentially lessen this impact, however, reconstruction and widening of this corner is in conflict with the City's wider goal of creating a road network in the city that is friendly to bicyclists and pedestrians. Additionally, it should be noted that right-of-way for this improvement is reliant on the acquisition. This impact, therefore, would remain significant and unavoidable.

Impact TRAF-10: The 40thStreet/San Pablo Avenue (CA-123) intersection is projected to operate at an unacceptable service level E during the PM and Saturday peak hours in 2010. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours.

Mitigation Measure: Implement Mitigation Measure TRAF-1a and 1b and the planned improvements to the 40th Street/San Pablo Avenue intersection, including the provision of an exclusive eastbound right turn lane. Install this improvement with a right turn overlap phase and retiming of the signals on the 40th Street and San Pablo Avenue corridors, taking into account BRT operation.

Findings: Implementation of mitigation measure TRAF-10 must be made such that the cyclists are accommodated in the final design. Because San Pablo Avenue is a Caltrans facility, the City cannot assure the implementation of this measure, therefore, the impact may remain significant and unavoidable.

Impact TRAF-11: The Shellmound Way/Christie Avenue intersection is projected to operate at an acceptable service level both without and with the project in 2010. However, the addition of project traffic would result in the westbound left-turn movements, exceeding the available storage length and spilling back to Shellmound Street.

Mitigation Measure: Implement Mitigation Measure TRAF-2a and 1b.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-12: The Shellmound Way/ Shellmound Street intersection is projected to operate at an acceptable service level both without and with the project in 2010. However, the addition of project traffic would result in the 95th percentile eastbound vehicle queues exceeding the available storage, resulting in vehicle queue spillback to Christie Avenue.

Mitigation Measure: Implement Mitigation Measure TRAF-2 and 1b.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-13: The Powell Street/Christie Avenue intersection would operate at an acceptable service level in 2010, both without and with the project. However, vehicle queue spillback would affect overall intersection and system operations. The addition of project traffic would exacerbate existing queuing problems, contributing to poor operations for the southbound through movement, the westbound right-turn movement and the eastbound right-turn movement during the weekday PM and Saturday afternoon peak hours.

Mitigation Measure: Implement Mitigation Measures TRAF-2a and 1b.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-14: The Ashby Avenue/San Pablo Avenue intersection is projected to operate at LOS F with an overall average delay of 128 seconds during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 135 seconds, a seven second increase.

Mitigation Measure: Implement Mitigation Measures TRAF-4 and 1b.

Findings: The applicant shall pay a fee based on its fair share of the project's anticipated growth in traffic to the intersection toward the cost to implement this improvement. The payment shall be made to the City of Emeryville, for the benefit of the City of Berkeley, prior to issuance of the temporary certificate of occupancy for the last building. However, this intersection is located in the City of Berkeley and is also under the jurisdiction of Caltrans, since both Ashby Avenue and San Pablo Avenue are state highways at this intersection. Therefore, the final selection of the appropriate intersection design, as well as implementation of the modifications, are not within the jurisdiction of the City of Emeryville. Therefore, this impact would be significant and unavoidable. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-16: The 65thStreet/Hollis Street intersection is projected to operate at an acceptable service level D with an overall average delay of 40 seconds during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS E with an overall intersection delay of 59 seconds, a 19 second increase.

Mitigation Measure: Retime this traffic signal to improve traffic flow and minimize delay and queuing.

Findings: This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation, and that the Project Applicant contribute their fair share to these improvements through the payment of fees. As impact is partially due to potential developments around Emeryville, the impact cannot be fully mitigated and will remain significant and unavoidable.

Impact TRAF-18: The I-80 EB Ramps/Powell Street intersection is projected to operate at LOS F during the PM peak hour and Saturday peak hour in 2030. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity.

Mitigation Measure: Implement Mitigation Measure TRAF-1a and 1b.

Findings: This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended in mitigation measure TRAF-1a above. In addition, mitigation measure TRAF-1b: will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-19: The Powell Street/Hollis Street intersection is projected to operate at LOS F with an overall average delay of 114 seconds during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 122 seconds, an 8 second increase.

Mitigation Measure: Implement Mitigation Measure 1b and 8.

Findings: Mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended in mitigation measure TRAF-1a above. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Signal phasing can potentially lessen this impact, however, reconstruction and widening of this corner is in conflict with the City's wider goal of creating a road network in the city that is friendly to bicyclists and pedestrians. Additionally, it should be noted that right-of-way for this improvement is reliant on the acquisition. This impact, therefore, would remain significant and unavoidable.

Impact TRAF-20: The 40thStreet/Horton Street intersection is projected to operate at an unacceptable service level F during the PM peak hour in 2030. The addition of project trips during the weekday PM peak hour would increase delay by more than 4 seconds. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM peak hour.

Mitigation Measure: Change the phasing of the northbound and southbound approaches from split phasing to simultaneous north/south left-turn phasing. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits. Construct an exclusive southbound left-turn lane.

Findings: The City finds modification of the signal phasing is appropriate and reasonable and will substantially lessen the impacts described above. In addition, the implementation of both the improvements to Caltrans' I-80 EB ramps described in TRAF-1a and the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits. In order to reduce the impact to less than significant impact, it is recommended that an exclusive southbound left-turn lane be constructed. However, the City believes that this measure is in conflict with the City's wider goal of creating a road network that is bicycle and pedestrian friendly. This impact, therefore, would remain significant and unavoidable.

Impact TRAF-22: The 40thStreet/Emery Street intersection is projected to operate at an unacceptable service level F during both the PM and Saturday peak hours in 2030. The addition of project trips during the weekday PM and Saturday afternoon peak hours would increase delay by more than 4 seconds. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM and Saturday afternoon peak hours.

Mitigation Measure: Change the phasing of the northbound and southbound approaches from split phasing to phasing that allows for protected north/south lag/lead left turns with a lagging northbound left turn and a leading southbound left-turn. This lead/lag configuration is needed because these turns cannot be served at the same time since their paths would cross. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits. Construct an exclusive southbound left-turn lane and restripe the northbound approach to an exclusive left-turn lane and a shared through/right turn lane.

Findings: The City finds that the signal changes to the 40th Street/Emery Street intersection is appropriate and reasonable and will substantially lessen impacts described above. In addition, the implementation of both the improvements to Caltrans' I-80 EB ramps described in TRAF-1a and the Transportation Management Plan required in TRAF-1b will provide additional corridor benefits. In order to reduce the impact to less than significant impact, construction of an exclusive southbound left-turn lane and restriping of the northbound approach to provide an exclusive left-turn lane and a shared through/right turn lane is recommended. However, the City believes that this measure is in conflict with the City's wider goal of creating a road network that is bicycle and pedestrian friendly. This impact, therefore, would remain significant and unavoidable.

Impact TRAF-23: The 40th Street/San Pablo Avenue (CA-123) intersection is projected to operate at an unacceptable service level F during the PM and Saturday peak hours in 2030. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours.

Mitigation Measure: Implement Mitigation Measure TRAF-1b and 10.

Findings: Mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

In addition, as San Pablo Avenue is a Caltrans facility, the City cannot assure the implementation of this measure, the impact may remain significant and unavoidable.

Impact TRAF-24: The Mandela Parkway/Horton Street intersection is projected to operate at an unacceptable service level F during both the PM and Saturday peak hours in 2030. The addition of project trips during the weekday PM and Saturday afternoon peak hours would increase delay by more than 4 seconds.

Mitigation Measure: Install a traffic signal and construct an exclusive southbound right-turn lane with overlap phasing. Implementation of this measure would reduce the project impact to a less-than-significant level. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits.

Findings: This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation, and that the Project Applicant contribute their fair share to these improvements through the payment of fees. Additionally, it should be noted that right-of-way for this improvement is reliant on the acquisition of the adjacent parcels. The impact would remain significant and unavoidable.

Impact TRAF-25: The Shellmound Way/Christie Avenue intersection is projected to operate at an acceptable service level both without and with the project in 2030. However, the addition of project traffic would result in the westbound left-turn movements exceeding the available storage length and spilling back to Shellmound Street during the Saturday peak hour.

Mitigation Measure: Implement Mitigation Measure TRAF-1b and 2.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-26: The Powell Street/Christie Avenue intersection would operate at an acceptable service level in 2030, both without and with the project. However, the addition of project traffic would exacerbate existing queuing problems, contributing to poor operations on some intersection approaches.

Mitigation Measure: Implement Mitigation Measures TRAF-1b and 2.

Findings: Implementation of mitigation measure TRAF-2a by the City would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. In addition, mitigation measure TRAF-1b will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of TDM measures implementation of this measure alone would not reduce this impact to a less-than-significant level. Therefore, this impact is significant and unavoidable.

Impact TRAF-28: Vehicle queues at the pedestrian crossing are expected to increase as pedestrian activity increases around the project site. This queuing would contribute to deficient operations at the Shellmound Street/Woodfin Hotel/Marketplace Driveway and the Shellmound Street/Marketplace Driveway/Shellmound Garage driveway.

Mitigation Measure: Install a pedestrian signal at the pedestrian crossing on Shellmound Street. Through design treatments, such as sidewalk railings and landscaping, consolidate pedestrian activity from the Shellmound Street/Woodfin Hotel/Marketplace Driveway and the Shellmound Street/Marketplace Driveway/Shellmound Garage driveway to the pedestrian crossing. The pedestrian signal shall be interconnected and coordinated with the signal at the Shellmound Street/Shellmound Way intersection and the Shellmound Street/ Marketplace Driveway/ Shellmound Garage intersection. Each of these improvements to be implemented by the applicant shall be detailed in the Final Development Plans and approved prior to issuance of building permit. The Final EIR notes that the Shellmound Street corridor from Shellmound Way through the Marketplace Driveway would operate better in the mitigated scenario than the unmitigated scenario even though vehicle queues would periodically spill back through the corridor, resulting in a significant and unavoidable queuing impact on the Shellmound Street corridor.

Findings: The installation of a pedestrian signal would improve pedestrian safety across Shellmound Street as traffic volumes increase through the corridor, reducing the pedestrian impact to a less-than-significant level. The City finds that this mitigation measure is appropriate and reasonable and will substantially lessen or avoid the impacts described above and improve pedestrian experience. However, there would vehicle queues resulting in an impact that is significant and unavoidable.

Impact TRAF-29: The Reduced Main Street alternative could result in vehicle, pedestrian, and bicycle conflicts and inadequate pedestrian and bicycle access.

Mitigation Measure: TRAF-29b. Prior to completion of Phase IIA (Option 1), convert Shellmound Street to a one-way northbound operation between Shellmound Way and 65th Street. The two northbound lanes would transition to a single lane north of the 65th Street intersection. With this conversion, the roadway cross section should be designed for multi-modal use including:

- Bus transit only lane
- Bicycle lane
- Two mixed flow automobile lanes
- On-street parking

Findings: In order to reduce the impact to less than significant impact, it is recommended that Christie Avenue be converted to one-way loop. However, the City considers that this recommendation needs to be further studied and be instituted only if actual conditions warrant its implementation. Therefore, this impact will remain significant and unavoidable.

AIR QUALITY

Impact AIR-1: AIR-1 (Reduced Main Street alternative): Implementation of the Reduced Main Street alternative would result in regional emissions that exceed the BAAQMD standards for ozone precursor emissions.

Mitigation Measure: AIR-1 (Reduced Main Street alternative): The *BAAQMD CEQA Guidelines* document identifies potential mitigation measures for various types of projects. The following are considered to be feasible and effective in further reducing vehicle trip generation and resulting emissions from the project. These measures shall be implemented at the project site:

- Provide transit facilities (e.g., bus bulbs/turnouts, benches, shelters).
- Provide bicycle lanes and/or paths, connected to community-wide network.
- Provide sidewalks and/or paths, connected to adjacent land uses, transit stops, and/or community-wide network.
- Provide secure and conveniently located bicycle and storage.
- Implement feasible transportation demand management (TDM) measures including a ride-matching program, coordination with regional ridesharing organizations and provision of transit information.

Findings: Implementation of an aggressive trip reduction program with the appropriate incentives for non-auto travel would reduce impacts of the alternative by approximately 10 to 15 percent. Even with this reduction, ozone precursor emissions would still exceed the significance thresholds. As a result, the Reduced Main Street alternative would have a greater impact on regional air quality impacts than the proposed project, and the impact would remain significant and unavoidable after implementation of available mitigation measures.

SHADE AND SHADOW

Impact SHADE-1 (Reduced Alternative)**:** The Reduced Main Street alternative would create substantial shadow coverage over public spaces throughout the site.

Mitigation Measure: No mitigation measure is available to reduce this impact to a less-than-significant level.

Findings: Significant shading is primarily limited to limited time periods at the shortest days of the year. However, because there are no available mitigation measures, the impact would remain significant and unavoidable.

CONDITIONS OF APPROVAL

Marketplace Redevelopment Project
Planned Unit Development/Preliminary Development Plan
Shellmound Street; 6340 & 6390 Christie Avenue
File Number: PUD 04-02
Exhibit A. Conditions of Approval
July 15, 2008

As approved by the City Council pursuant to Ordinance No. __-__ on ____ 2008 ("An Ordinance of the City Council of the City of Emeryville approving and establishing a Planned Unit Development-Mixed Use Zoning Designation for Marketplace site and approving and adopting a Preliminary Development Plan on a15-acre site bounded by 64th Street to the north, Powell Street to the South, the Amtrak/Union Pacific railroad tracks to the east, and Christie Avenue to the west.")

"Applicant" in these Conditions of Approval shall mean an applicant for any Preliminary Development Plan (PDP) or Final Development Plan (FDP) approval for this project unless otherwise expressly limited to an applicant for a particular FDP approval.

I. COMPLIANCE WITH APPROVALS

A. PROJECT APPROVALS. All phases of the project shall be constructed and operated in accordance with the following actions by the City Council and Redevelopment Agency:

1. Amendment to the General Plan to change the building intensity, Floor Area Ratio (FAR) from 1.5 to 2.0 for parcels constituting the Marketplace Redevelopment project area identified by Assessor's Parcel Numbers 49-1492-10-2 and 11.

2. Rescind Use Permit UP88-7 and Approval of Preliminary Development Plan (PDP) for the project including a rezoning of the Marketplace Redevelopment area identified by Assessor's Parcel Numbers 49-1492-6-1, 8, 10-2 and 11; 49-1493-1, 9-2, 9-3, 10-2, 10-3, 13, 14, and 15 from Mixed Use (M-U) to Planned Unit Development (PUD) Mixed Use, and amendment of the Building Height Map for the Marketplace Redevelopment Area identified by Assessor's Parcel Numbers 49-1492-6-1, 8, 10 and 11; 49-1493-9-2, 9-3, 10-2, 10-3, 13, 14, 15 and 16 from 40 feet and 95-feet to PUD Mixed Use. The existing uses authorized under Use Permit UP8-87 shall be considered legally conforming uses.

3. Approval of Preliminary Development Plan (PDP) with the following major components, as may be modified in accordance with these Conditions of Approvals so long as do not exceed FAR of 2.0, in the aggregate, the height, or general massing shown on the approved PDP (defined below):

Phase I:

(1) 64th and Christie Site: Removal of existing warehouse buildings and construction of:

Residential 1:185 residential units
Parking E : 272 parking spaces
Commercial A : 6000 sq. ft. of retail space
Height: 8 levels with a maximum height of 85 feet

(2) Shellmound site: Construction of:

Northern Portion:
Residential 3: 196 units
Retail C: 6,200 sq. ft.
Parking B: 127 spaces
Height: 14-level tower with a maximum height of 175 feet

Southern Portion:
Residential 2: 10 townhouses
Retail B: 8,525 sq. ft.
Parking A: 541 spaces
Height: 4.5 levels with maximum height of 50 feet

Eastern portion:
Retail A (kiosk): 1,000 sq. ft. (one level)
Retail Pad # 1: 3,500 sq. ft. (ground level)
Height: 1 level

Phase II A (Option 1):

Shellmound Site: Construction of:
Office 1: 120,000 sq. ft. (5 floors over 5 floors of parking)
Commercial E: 29,150 sq. ft. (2 floors)
Parking C: 518 spaces (5 floors)
Height: Maximum height not to exceed 120 feet

Relocation of Shellmound Street

Phase II A (Option 2):

United Theaters (UA) site: Removal of UA Theaters and construction of:

Residential 5: 130 units (11 levels; 150 feet)
Residential 6: 68 townhouses (6 levels; 75 feet)
Retail F: 100,000 sq. ft. (2 levels – 40 feet)
Commercial G: 14,500 sq. ft. (one level)
Parking D: 538 spaces (4 levels with roof parking)

Relocation of Shellmound Street

Phase II B:

Shellmound Site: Construction of:
Office 1: 120,000 sq. ft. (5 floors over 5 floors of parking)
Commercial E: 29,150 sq. ft. (2 floors)
Parking C: 518 spaces (5 floors)
Height: Maximum height not to exceed 120 feet

United Theaters (UA) site: Removal of UA Theaters and construction of:

Residential 5: 130 units (11 levels; 150 feet)
Residential 6: 68 townhouses (6 levels; 75 feet)
Retail F: 100,000 sq. ft. (2 levels – 40 feet)

Commercial G: 14,500 sq. ft. (one level)
Parking D: 538 spaces (4 levels with roof parking)

New Park and Retail Pad # 2: 6000 sq. ft.
Construction of 63rd Street

Phase III:

Residential 7: 86 units (5 levels)
Retail H: 5,000 sq. ft.
Parking F: 150 spaces (3 levels)
Height: Maximum height of 85 feet

Construction of 62nd Street

B. APPROVED PLANS. The future Final Development Plans for each phase of the project, shall substantially comply with the plans PDP plans dated April 16, 2008, entitled "Marketplace Redevelopment" prepared by Heller Manus Architects, pages 1 to 15 except that the construction of the park shall be completed prior to the issuance of any temporary certificate of occupancy of any building in Phase II.

C. APPROVAL EFFECTIVENESS AND DURATION. The term of the approval of the PUD/PDP permit shall automatically expire if the following events do not occur as outlined below from the date of this approval. Time extensions may be requested by applying to the City Council for such an extension period prior to the expiration dates indicated below:

Phase I:
o The first FDP shall be submitted within 3 years of the approval of the PUD/PDP.
o The first building permit shall be issued within 4 years of the approval of the PUD/PDP.
o The last FDP shall be submitted within 4 years of approval of the PUD/PDP.
o Phase I shall be completely constructed within 8 years of approval of the PUD/PDP.

Phase II:
o The first FDP shall be submitted within 15 years of the approval of PUD/PDP.
o The first building permit shall be submitted within 17 years of the approval of PUD/PDP.
o Phase II shall be completely constructed within 20 years of the approval of PUD/PDP

Phase III:
o The first FDP shall be submitted within 3 years after the approval of the first FDP of Phase II.
o The first building permit shall be submitted 2 years after the approval of the first FDP of Phase III.
o Phase III shall be completely constructed within 25 years of the approval of the PUD/PDP.

D. INSTALLATION AND MAINTENANCE OF IMPROVEMENTS. All improvements shall be constructed and installed in accordance with these approvals and applicable provisions of the Emeryville Municipal Code. Once constructed or installed, all improvements shall be maintained as approved. Minor changes may be approved by the Planning Director. The applicant may submit improvement plans for interim parking lot re-striping, landscaping modifications, and/or signage related to any existing use within Emeryville Marketplace prior to submission of an FDP.

E. COMPLIANCE WITH THE MUNICIPAL CODE AND GENERAL PLAN. No part of this approval shall be construed to be a violation of the Emeryville Municipal Code or the General Plan. Operations on this site shall be conducted in a manner that does not create a public or private nuisance or otherwise violate the Emeryville Municipal Code and shall comply with all provisions of the Code.

F. FAILURE TO COMPLY WITH CONDITIONS OF APPROVAL. If Applicant constructs buildings or makes improvements in accordance with these approvals, but fails to comply with any of the conditions of approval or limitations set forth in these Conditions of Approval and does not cure any such failure within a reasonable time after notice from the City of Emeryville ("City"), then such failure shall be cause for nonissuance of a certificate of occupancy, revocation or modification of these approvals or any other remedies available to the City.

G. APPLICATION TO SUCCESSORS IN INTEREST. These Conditions of Approval shall apply to any successor in interest in the property and Applicant shall be responsible for assuring that the successor in interest is informed of the terms and conditions of this zoning approval.

II. GENERAL CONDITIONS

A. INDEMNIFICATION. Applicant, its assignees, and successors-in-interest shall defend, hold harmless, and indemnify the City of Emeryville, the City of Emeryville Redevelopment Agency, the Bay Cities Joint Powers Insurance

Authority and their respective officials, officers, agents and employees (the Indemnified Parties) against all claims, demands, and judgments or other forms of legal and or equitable relief, which may or shall result from: 1) any legal challenge or referendum filed and prosecuted to overturn, set-aside, stay or otherwise rescind any or all final project or zoning approvals, analysis under the California Environmental Quality Act or granting of any permit issued in accordance with the Project; or 2) Applicant's design, construction and/or maintenance of the public improvements set forth in the final building plans. Applicant shall pay for all direct and indirect costs associated with any action herein. Direct and indirect costs as used herein shall mean but not be limited to attorney's fees, expert witness fees, and court costs including, without limitation, City Attorney time and overhead costs and other City Staff overhead costs and normal day-to-day business expenses incurred by the City including, but not limited to, any and all costs which may be incurred by the City in conducting an election as a result of a referendum filed to challenge the project approvals. The Indemnified Parties shall promptly notify the Applicant, its assignees, and successors-in-interest of any claim, demand, or legal actions that may create a claim for indemnification under this section and shall fully cooperate with Applicant, its assignees and successors-in-interest. **[City Attorney]**

B. MITIGATION MEASURES. All mitigation measures except, as modified below, identified in the Final Environmental Impact Report prepared for the project are attached and incorporated by reference into this document. Overall monitoring compliance with the mitigation measures will be the responsibility of the Planning Director. Mitigation Measure are also included in the conditions of approval for easy reference and modified where applicable.

C. STREET CHANGES. The Final EIR identified a number of street changes that are a result of cumulative changes and may be constructed over time. Therefore, the following conditions apply for this project:

1. The City shall update its Traffic Impact Fee Impact fee to include the street improvements identified below and the applicant shall pay their fair share cost of the improvement based on the updated Traffic Impact Fee.

The street changes identified in the EIR are (TRAF1a, TRAF-2a, TRAF-3, TRAF-5, TRAF-6, TRAF-7, TRAF-8, TRAF-9, TRAF-11, TRAF-12, TRAF-13, TRAF-15, TRAF-16, TRAF-18, TRAF-19, TRAF-20, TRAF-21, TRAFF-22, TRAF-25, and TRAF-26):

(i) *I-80 Ramps/Powell Street Intersection.* Reconstruct the off-ramp to provide dual left-turn and dual right-turn lanes. The additional lane should be about 900

feet. Reconstruct the southeast corner of the Powell Street/I-80 Eastbound Ramps intersection improving the curb radii to 40 feet. Relocate the north side of Powell Street 12 to 14 feet between Christie Avenue and Eastbound I-80 Ramps to align westbound Powell Street through lanes across the intersection with Eastbound I-80 Ramps. This improvement will also allow the widening of the eastbound right-turn lane at the Powell Street/Christie Avenue intersection to 14 feet and construction of a pedestrian median refuge on the west side of the Powell Street/Christie Avenue intersection.

(ii) *Powell Street/Christie Avenue Intersection.* Reconstruct the westbound approach to provide a second left turn lane. The resulting two left turn lanes should be 250 feet in length. The south side of the Powell Street bridge would need to be widened by about 12 feet to accommodate the second left turn lane. Reconstruct the southbound approach to provide a southbound left-turn lane (in addition to the shared left-through lane and a central median). The lane would extend from Powell Street back to Shellmound Way. This change would require widening the west side of Christie Avenue by about 20 feet. This change requires right-of-way along the west side of Christie Avenue. Re-time the Powell/Christie Loop signalized intersections to coordinate the critical movements through the intersection.

These above street changes shall be considered as a component of a comprehensive streetscape design for the area to be undertaken by the City where travel by all modes (e.g. pedestrian, bicycle, public transit, private automobile) is optimized. If the comprehensive streetscape design approved by the City for the area makes all or a portion of the aforementioned street changes infeasible, then the City shall not undertake the implementation of nor include such street changes in the update of its Traffic Facilities Impact Fee Program.

(iii) *Powell Street/Hollis Street Intersection.* Implement protected-permitted signal phasing for the north/south left turn movements.

(iv) *Shellmound Street/65th Street and the Overland Street/65th Street Intersections.* Modify signal operations to provide protected/permitted left-turns on the southbound Shellmound Street approach.

(v) *40th Street/Hollis Street Intersection.* Retime the traffic signals on the 40th Street corridor to improve traffic flow and minimize delay and queuing.

(vi) *65th Street/Hollis Street Intersection.* Retime this traffic signal to improve traffic flow and minimize delay and queuing.

(vii) *40th Street/Horton Street Intersection.* Change the phasing of the northbound and southbound approaches from split phasing to simultaneous north/south left-turn phasing. A turn lane should be added by removing on-street parking. Design should include bike lanes.

(viii) *40th Street/Emery Street Intersection.* Change the phasing of the northbound and southbound approaches from split phasing to phasing that allows for protected north/south lag/lead left turns with a lagging northbound left turn and a leading southbound left-turn. A turn lane should be added by removing on-street parking. Design should include bike lanes.

(ix) *40th Street/San Pablo Ave Intersection.* Provide an exclusive eastbound right turn lane. Install this improvement with a right turn overlap phase and retiming of the signals on the 40th Street and San Pablo Avenue corridors, taking into account BRT operation. The design shall accommodate cyclists.

(x) *Mandela Parkway/Horton Street Intersection.* Install a traffic signal and construct an exclusive southbound right-turn lane with overlap phasing. The final design must include Bay Trail alignment (i.e. bike lanes and sidewalks).

2. Ashby Ave/San Pablo Ave. The applicant shall pay a fee based on its fair share of the project's anticipated growth in traffic to the intersection toward the cost of constructing a dual northbound left turn lanes similar to the northbound left-turn lane design on San Pablo Avenue at 40th Street when traffic conditions warrant. Construction of this improvement would require elimination of on-street parking along San Pablo Avenue approaching the intersection. Relocation of the bus stop for buses operating along San Palo Avenue would also be required. The payment shall be made to the City of Emeryville, for the benefit of the City of Berkeley. This improvement will occur only with the agreement of City of Berkeley and Caltrans and would be designed such that the impacts to transit, pedestrians and cyclists are minimized. (TRAF-4)

D. FIRE AND POLICE DEPARTMENT CONDITIONS

1. Installation of all water mains in Shellmound Street, in the new extension of 63rd Street, as well as upgrades to the existing private water main that serves the existing Public Market shall be public water mains. The applicant shall coordinate with the City Fire Department and Public Works Department and EBMUD to determine the acceptable size and design of the water main. No dead-end mains shall be permitted. Fire hydrants (public) shall be provided so as not to exceed 250 feet between hydrants.

2. All roadways shall have a minimum clear width of 20 feet with no parking on either side of the roadway. If parking is provided, then the roadways shall be a minimum of 28 feet (with parking on one side of the roadway) or 36 feet (parking on both sides).

3. Any and all new buildings shall be provided with full coverage automatic fire sprinkler systems designed to the current NFPA-13 Standard; in addition, any and all new buildings shall be provided with a full coverage automatic fire alarm / detection system designed to the current NFPA-72 Standard. Additional requirements shall be made for specific buildings as they are submitted for review and approval.

4. All FDPs applications for buildings that contain commercial, retail and public parking areas shall include a surveillance camera plan or other equivalent security measure acceptable to the Police Chief. This plan shall be designed to the satisfaction of the Emeryville Police Chief.

E. DESIGN RELATED:

1. Each of the following five measures shall be incorporated into the final project design (AES-1):

- The proposed structures shall adequately reference, and be visually compatible with and not detract from the surrounding industrial buildings.
- Create streetscape vitality and enhance the pedestrian experience through detailed treatment of building facades, including entryways, fenestration, and signage, vertical walls broken up with architectural detailing, protruded and recessed tower elements, stepped-back upper floors to provide appropriate building height transitions to adjacent buildings, and through the use of carefully chosen building materials, texture, and color.
- Design of building facades shall include sufficient articulation and detail to avoid the appearance of blank walls or box-like forms.
- Exterior materials utilized in construction of new buildings, as well as site and landscape improvements, shall be high quality and shall be selected for both their enduring aesthetic quality and for their long term durability, and their compatibility with the design motif of surrounding buildings.
- Detailed designs for the public plazas shall be developed. The plaza designs shall emphasize the public nature of the space and

pedestrian comfort and sun/shade patterns during mid-day hours throughout the year. The plaza designs shall be sensitively integrated with the streetscape.

2. All proposed new buildings shall be shown in detail including building materials, colors, skin, and fenestration. Towers and buildings along the rail road tracks shall be articulated with treatment such as variations in building planes, colors and materials, balconies and trellises to ensure that no visual wall is created along the railroad right of way. Visible exteriors of the structures shall be designed to blend in with the urban fabric of the neighborhood.

3. Ground floor elevations of structures fronting on a public street shall contain active land uses that create a lively pedestrian experience including a variety of commercial uses such as retail, personal and business services, design and crafts services, professional offices, building lobbies, live-work spaces, galleries, museums, day care, or residential uses, gyms and fitness facilities and similar uses. Where residential uses occupy ground floor, stoops and/or attractive building lobbies must be included in the design.

4. Large expanses of flat roof area and all roof deck parking shall be treated to maximize the functional use, improve aesthetics, stormwater treatment, provide habitat and reduce Heat Island effect. The options for achieving these goals may be any combination of one or more of the following, where appropriate, taking into account size, wind, design and location: (a) screening through use of appropriate materials, (b) planting surfaces and/or planted "green screens" (c) being designed to accommodate solar or alternative energy facilities, and/or (d) serving as locations for recreational amenities such as tennis courts, pools, courtyards, planted areas, and passive open space areas, where appropriate.

5. Building heights shall not exceed the heights shown in the Preliminary Development Plan.

6. The parking requirements established by the Preliminary Development Plan may be reduced below the requirements established in the Preliminary Development Plan for future phases of the project. The Applicant shall submit a parking demand survey of existing and proposed parking facilities with each Final Development Plan. The City Council may reduce the parking requirements if the Council finds that, based on the survey data, demand for parking is reduced due to the adequacy of

Transportation Management Plan (TMP) measures of the project and changes in transportation patterns.

F. AIR-QUALITY AND NOISE RELATED

1. Consistent with guidance from the BAAQMD, the following actions shall be required of construction contracts and specifications for the project. *Demolition.* The following controls shall be implemented during demolition: Water during demolition of structures and break-up of pavement to control dust generation; cover all trucks hauling demolition debris from the site; and use dust-proof chutes to load debris into trucks whenever feasible.

   Construction. The following controls shall be implemented at all construction sites: Water all active construction areas at least twice daily and more often during windy periods; active areas adjacent to existing land uses shall be kept damp at all times, or shall be treated with non-toxic stabilizers to control dust; cover all trucks hauling soil, sand, and other loose materials; pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas, and staging areas at construction sites; sweep daily (with water sweepers) all paved access roads, parking areas, and staging areas at construction sites; water sweepers shall vacuum up excess water to avoid runoff-related impacts to water quality; sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets; apply non-toxic soil stabilizers to inactive construction areas; enclose, cover, water twice daily, or apply non-toxic soil binders to exposed stockpiles (dirt, sand, etc.); limit traffic speeds on unpaved roads to 15 mph; leaving the site; and suspend excavation and grading activity when winds (instantaneous gusts) exceed 25 mph; Install sandbags or other erosion control measures to prevent silt runoff to public roadways; replant vegetation in disturbed areas as quickly as possible; install baserock at entryways for all exiting trucks, and wash off the tires or tracks of all trucks and equipment in designated areas before leaving the site. (AIR-1)

2. Mechanical ventilation, such as air conditioning systems or passive ventilation, shall be included in the design for all units in the Shellmound building and units of the mixed use 64th & Christie building that face 64th Street or Christie Avenue to ensure that widows can remain closed for prolonged periods of time to meet the interior noise standard and Uniform Building Code Requirements. (NOISE-1, NOISE-2a)

3. Windows with a minimum rating of STC-32 shall be installed for all units within the Shellmound building directly exposed to the railroad tracks at all heights. The proposed project could expose future residents of the Shellmound building to excessive ground-borne vibration levels. (NOISE-2b)

4. An acoustical engineer shall prepare a detailed ground-borne noise assessment for the proposed project. The assessment shall include an analysis of the vibration isolation provided in the proposed construction design and provide future calculations for the vibration levels on each of the floors to be used for residential dwellings. The assessment shall include recommendations if necessary to reduce vibration levels to 72 VdB or less. Any vibration isolation and reduction design features provided by the acoustical engineer shall be incorporated in the final engineering plans for the project. The assessment shall be submitted and accepted by the City prior to the issuance of building permits for the Shellmound building. (NOISE-3).

5. The project construction contractors shall comply with the following noise reduction measures: • All heavy construction equipment used on the project site shall be maintained in good operating condition, with all internal combustion, engine-driven equipment equipped with intake and exhaust mufflers that are in good condition. All stationary noise-generating equipment shall be located as far away as possible from neighboring property lines, especially residential uses.
• Prohibit and post signs prohibiting unnecessary idling of internal combustion engines.
• Designate a "noise disturbance coordinator" who would be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaints (e.g., beginning work too early, bad muffler) and institute reasonable measures warranted to correct the problem. A telephone number for the disturbance coordinator would be conspicuously posted at the construction site.
• Utilize "quiet" models of air compressors and other stationary noise sources where such technology exists. To further reduce potential pile driving and/or other extreme noise generating construction impacts greater than 90dBA, as many additional noise-attenuating technologies, such as the following, shall be implemented as feasible:
• Erect temporary plywood noise barriers around the construction site, particularly in areas adjacent to residential buildings;

• Implement "quiet" pile driving technology (such as pre-drilling of piles or the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions;
• Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings by the use of sound blankets for example; and
Monitor the effectiveness of noise attenuation measures by taking noise measurements. (NOISE-4)

6. Based on the construction vibration damage criteria for specific building categories established by the Federal Transit Administration as shown in the project applicant shall prepare a vibration impact assessment to determine potential vibration impacts to structures located within 75 feet of new construction based on the types of construction activities proposed on the project site. Recommendations shall be made for impacts that exceed the vibration damage criteria for adjacent building types to ensure construction activities would not damage adjacent buildings. All recommendations in the impact assessment shall be incorporated into construction plans for the project. (NOISE-5)

7. Prior to issuance of a final development plan for any residential development adjacent to the railroad tracks, applicant shall submit an indoor air quality study that identifies measures (other than closing windows) to reduce the level of exposure within a residential unit to emissions from operations within the railroad right of way, such that the extent of any negative influence of external air quality on the internal air quality of residential units adjacent to the railroad right of way is not significantly greater than the extent of any negative influence of external air quality on the internal air quality of residential units not adjoining the railroad right of way. Any such measures shall be identified and imposed as conditions of approval of any final development plan for residential development adjacent to the railroad right of way.

8. Prior to issuance of a building permit for any residential development adjacent to the railroad right of way, the applicant shall submit an analysis by a qualified acoustical professional as part of the design phase in accordance with the requirements of the California Building Code, Appendix Chapter 12, Section 1208 or any successor provision. Noise insulation features to be included in the design of such residential development along the railroad right of way may include double stud or staggered-stud exterior wall construction, special sound rated windows

and doors, reducing the total wall area comprised of windows and doors, avoiding sliding-glass doors in bedrooms with line-of-site to the railroad right of way, and the incorporation of forced-air mechanical ventilation systems to allow occupants to maintain the windows closed. The applicant shall provide sufficient information for the Planning Director and Building Official to confirm that such residential development complies with the standards and criteria set forth in the Emeryville Municipal Code and General Plan.

G. HAZARDOUS MATERIALS RELATED

1. Prior to any excavation or subsurface work in the areas subject to the two Covenants to Restrict Use of Property for the Emeryville Marketplace and the Bay Street Extension, the property owner/developer shall submit to DTSC a site health and safety plan in accordance with the requirements of the covenants. The owner shall address all DTSC requirements in the preparation of the plan. In addition to these requirements, the health and safety plan shall include health and safety procedures for workers to follow during potential contact with dewatered groundwater and exposure to methane gas. The health and safety plan shall be prepared by a qualified environmental professional and approved by DTSC prior to implementation. For areas not within the covenant areas (i.e., Retail Pad 1 and 2, 64th & Christie building), a health and safety plan shall also be prepared, as described above with regulatory agency oversight and implemented during excavation or subsurface work at these locations. The plan(s) shall be provided to agencies and contractors who would direct others or assign their personnel to construct infrastructure on the project site in areas subject to the requirements of the health and safety plan. (HAZ-1a)

2. A soil management plan shall be developed by the property owner/developer and approved by the City Engineer and DTSC for the proposed project (including the proposed location of the 64th & Christie building). The plan shall be submitted prior to issuance of demolition, grading, or building permits by the City. The plan shall include provisions for management of potentially contaminated excavated soil and dewatered groundwater, requirements for clean imported fill material, inspection of areas for gross contamination prior to backfilling by a qualified environmental professional, and requirements for immediate reporting to DTSC and the City Engineer in the event that previously unidentified contamination is encountered during construction/redevelopment activities. The soil management plan shall also include a contingency plan

for sampling and analysis of previously unknown hazardous substances contamination in coordination with, and with oversight from, DTSC (See also Mitigation Measure HYD-2 from the Hydrology and Storm Drainage section). For areas not within the covenant areas (i.e., Retail Pads 1 and 2, and 64th & Christie building), a soil management plan shall also be prepared, as described above, with approval by the City Engineer. The soil management plan(s), including any requirements for remediation, shall be provided to agencies and contractors who would direct others or assign their personnel to construct infrastructure on the project site in areas subject to the plans. These plans shall include of an emergency response plan for safe and effective responses to emergencies, including the necessary personal protective equipment and other equipment, and spill containment procedures (HAZ-1b and HAZ-3c).

3. The property owner/developer shall satisfy all requirements of the Alameda County Department of Environmental Health to obtain closure for the former leaking underground storage tank located at 6340 Christie Avenue. The requirements shall be satisfied prior to issuance of demolition, grading or building permits by the City for this property. If a deed restriction is required as a condition of closure, the restriction shall be recorded in Alameda County and all conditions of the deed restriction shall be met during and following construction by the property owner/developer. (HAZ-1c).

4. The property owner/developer shall ensure that appropriate design elements are incorporated into the building design for proposed on-site structures to address the potential for methane gas venting (e.g., installation of a vapor barrier, passive soil venting system or active soil venting systems). The design shall comply with California Title 27 Section 20919 et seq, including the requirement that the concentration of methane in facility structures not exceed 25 percent of the lower explosive limit for methane in facility structures (excluding gas control or recovery system components). The design shall be submitted to the City Engineer, Emeryville Fire Department, and DTSC for review. The Emeryville Fire Department, the local enforcement agency for methane, shall provide final approval of the methane mitigation design prior to issuance of building permits and shall inspect the system(s) implemented annually or as otherwise required. (HAZ-1d)

5. All cracks/cap damage in the existing capped areas of the Emeryville Marketplace site shall be sealed at the time of site redevelopment activities by the contractor(s) in accordance with DTSC's recommendations in the

five-year review. All existing and areas proposed for capping under the proposed project shall also be maintained by the site owner/developer to prevent exposures to contaminants in soil and groundwater. (HAZ-1e).

6. Prior to the issuance a demolition permit for the buildings located at 6340 and 6390 Christie Avenue, a lead-based paint and asbestos survey shall be performed by a qualified environmental professional. Based on the findings of the survey, all loose and peeling lead-based paint and identified asbestos hazards shall be abated by a certified contractor in accordance with local, state, and federal requirements, including the requirements of the Bay Area Air Quality Management District (Regulation 11, Rule 2). The findings of the survey shall be documented by the qualified environmental professional and submitted to the City. (HAZ-2a).

7. Hazardous materials and wastes generated during demolition activities, such as fluorescent light tubes and mercury switches, shall be managed and disposed of by the demolition contractor(s) in accordance with applicable universal and hazardous waste regulations. Federal, State and local worker health and safety regulations shall apply to demolition activities, and required worker health and safety procedures shall be incorporated into the contractor's specifications for the project. (HAZ-2b)

8. The Storm Water Pollution Prevention Plan (SWPPP) required for the project shall include emergency procedures for incidental hazardous materials releases. (HAZ-3a).

9. Best Management Practices for the project include requirements for hazardous materials storage during construction to minimize the potential for releases to occur. All use, storage, transport, and disposal of hazardous materials during construction activities shall be performed in accordance with existing local, state, and federal hazardous materials regulations. (HAZ-3b).

10. The property owner/developer shall work with the City and DTSC to determine whether contaminants in soil vapor or other media in the area north of the Marketplace Tower and Public Market present an unacceptable risk to future residents. Environmental samples shall be collected and analyzed to determine whether chemicals present in environmental media, including vapors in air, are present in concentrations that would potentially harm future residents. If sample concentrations exceed California Human Health Screening Levels (CHHSLs), risk

management measures that would prevent harm to future residents and that are acceptable to the DTSC shall be implemented. HAZ-1 (Main Street and Reduced Main Street alternatives).

H. CONSTRUCTION RELATED

1. Prior to the issuance of any site-specific grading or building permits, a design-level geotechnical investigation shall be prepared and submitted to the City of Emeryville Planning and Building Department for review and confirmation that the proposed development fully complies with the California Building Code (Seismic Zone 4). The report shall determine the project site's geotechnical conditions and address potential seismic hazards such as liquefaction. The report shall identify building techniques appropriate to minimize seismic damage. In addition, the geotechnical investigation shall conform to the California Division of Mines and Geology (CDMG) recommendations presented in the *Guidelines for Evaluating Seismic Hazards in California*, CDMG Special Publication 117. (GEO-1)

2. In locations underlain by expansive soils and/or non-engineered fill, the designers of building foundations and other improvements (including sidewalks, roads, and underground utilities) shall consider these conditions. The design-level geotechnical investigation, to be prepared by licensed professionals and approved by the Emeryville Planning and Building Department, shall include measures to ensure potential damages related to expansive soils and non-uniformly compacted fill are minimized. Mitigation options may range from removal of the problematic soils and replacement, as needed, with properly conditioned and compacted fill to design and construction of improvements to withstand the forces exerted during the expected shrink-swell cycles and settlements. All mitigation measures, design criteria, and specifications set forth in the geotechnical investigation shall be followed to reduce impacts associated with shrink-swell soils and settlement to a less-than-significant level. (GEO-2)

3. Prior to issuance of a grading permit, a site-specific grading plan shall be prepared by a licensed professional and submitted to the Emeryville Planning and Building Department for review and approval. The plan shall include specific recommendations for mitigating potential differential settlement associated with Bay Mud, fill placement and areas of different fill thickness. (GEO-3)

4. The Emeryville Planning and Building Department shall approve all final design and engineering plans. Project design and construction shall be in conformance with current best standards for earthquake resistant construction in accordance with the California Building Code (Seismic Zone 4), applicable local codes and in accordance with the generally accepted standard of geotechnical practice for seismic design in Northern California. The design-level geotechnical investigation shall include measures to minimize that potential damage related to liquefaction. (GEO-4).

5. The project contractor shall comply with the City of Emeryville Municipal Code relating to grading projects and erosion control (Section 6-13.204): *Any person engaged in activities which will or may result in pollutants entering the City storm sewer system shall undertake all practicable measures to reduce such pollutants. Best Management Practices for New Developments and Redevelopments. Any construction contractor performing work in the City shall endeavor, whenever possible, to provide filter materials at the catchbasin to retain any debris and dirt flowing into the City's storm sewer system. The Director of Public Works may establish controls on the volume and rate of storm water runoff from new developments and redevelopments as may be appropriate to minimize the discharge and transport of pollutants.*

   In addition, the project proponent shall prepare a SWPPP designed to reduce potential impacts to surface water quality through the construction period of the project. The SWPPP must be maintained on-site and made available to City inspectors and/or RWQCB staff upon request. The SWPPP shall include specific and detailed BMPs designed to mitigate construction-related pollutants. At a minimum, BMPs shall include practices to minimize the contact of construction materials, equipment, and maintenance supplies (e.g., fuels, lubricants, paints, solvents, adhesives) with storm water. The SWPPP shall specify properly designed centralized storage areas that keep these materials out of the rain. BMPs designed to reduce erosion of exposed soil may include, but are not limited to: soil stabilization controls, watering for dust control, perimeter silt fences, placement of hay bales, and sediment basins. The potential for erosion is generally increased if grading is performed during the rainy season as disturbed soil can be exposed to rainfall and storm runoff. If grading must be conducted during the rainy season, the primary BMPs selected shall focus on erosion control that is, keeping sediment on the site. End-of-pipe sediment control measures (e.g., basins and traps) shall be used only as secondary measures. Entry and egress from the construc-

tion site shall be carefully controlled to minimize off-site tracking of sediment. Vehicle and equipment wash-down facilities shall be designed to be accessible and functional during both dry and wet conditions. (HYD-1)

6. The construction-period SWPPP shall include provisions for the proper management of construction-period dewatering effluent. At minimum, all dewatering effluent shall be contained prior to discharge to allow the sediment to settle out, and filtered, if necessary, to ensure that only clear water is discharged to the storm or sanitary sewer system, as appropriate. In areas of suspected groundwater contamination (i.e., underlain by fill or near sites where chemical releases are known or suspected to have occurred), groundwater shall be analyzed by a State-certified laboratory for the suspected pollutants prior to discharge. Based on the results of the analytical testing, the project proponent shall acquire the appropriate permit(s) prior to discharge of the effluent. Discharge of the dewatering effluent would require a permit from the RWQCB (for discharge to the storm sewer system or to San Francisco Bay) and/or East Bay Municipal Utility District (EBMUD) (for discharge to the sanitary sewer system). (HYD-2)

7. The applicant shall submit a drainage plan prior to the issuance of a grading or building permit that meets all the requirements of the current Countywide NPDES Permit (NPDES Permit No. CAS0029831). The drainage plan shall include features and operational Best Management Practices to reduce potential impacts to surface water quality associated with operation of the project. These features shall be included in the project drainage plan and final development drawings. Specifically, the final design shall include measures designed to mitigate potential water quality degradation of runoff from all applicable portions of the completed development. In general, "passive," low-maintenance BMPs (e.g., storm water planters, rain gardens, grassy swales, porous pavements) are preferred over active filtering or treatment systems. As required by the City of Emeryville's 2005 *Storm Water Guidelines for Green, Dense Redevelopment.*

   An operations and maintenance plan shall be developed and implemented to inspect and maintain BMPs in perpetuity. If paved surfaces within covered parking areas are washed with water, this water shall not be directed to the storm drainage system. This wash water effluent shall either be directed to the sanitary sewer or contained and transported off-site for proper disposal.

The final design team for the project shall review and incorporate as many concepts as practicable from *Start at the Source, Design Guidance Manual for Storm water Quality Protection* and the California Storm water Quality Association's *Storm water Best Management Practice Handbook, Development and Redevelopment*, the City of Emeryville 2005 *Storm Water Guidelines for Green, Dense Redevelopment,* and forthcoming Alameda County Clean Water Program (ACCWP) technical guidelines. The City Public Works Department shall review and approve the drainage plan prior to approval of the grading plan. (HYD-3)

8. Prior to the issuance of any building permit, a qualified professional archaeologist shall prepare a monitoring plan to address potentially significant cultural resources encountered during construction. Preparing the plan may require subsurface examination to determine the presence, nature, extent, and potential significance of archaeological deposits that may be encountered by project activities. At a minimum, the monitoring plan should (1) refine the understanding of the project site's archaeological sensitivity; (2) determine the likelihood that archaeological deposits have retained integrity; (3) identify the types of artifacts and features that may be encountered during project construction; (4) determine during which phases of construction subsurface deposits may be encountered; and (5) provide guidelines for in-field assessment of archaeological deposits identified during monitoring. Based on the information noted above, the monitoring plan should determine the appropriate level of construction monitoring necessary to avoid significant impacts to archaeological resources, and provide guidance for the implementation of such monitoring. (CULT-1a)

I. ARCHAELOGICALLY RELATED

1. Prior to the issuance of any building permit, a qualified professional archaeologist shall prepare a monitoring plan to address potentially significant cultural resources encountered during construction. Preparing the plan may require subsurface examination to determine the presence, nature, extent, and potential significance of archaeological deposits that may be encountered by project activities. At a minimum, the monitoring plan should (1) refine the understanding of the project site's archaeological sensitivity; (2) determine the likelihood that archaeological deposits have retained integrity; (3) identify the types of artifacts and features that may be encountered during project construction; (4) determine during which phases of construction subsurface deposits may be

encountered; and (5) provide guidelines for in-field assessment of archaeological deposits identified during monitoring. Based on the information noted above, the monitoring plan should determine the appropriate level of construction monitoring necessary to avoid significant impacts to archaeological resources, and provide guidance for the implementation of such monitoring. (CULT-1a)

2. A qualified professional archaeologist shall monitor all ground-disturbing activities that occur at depths within the project area determined to be archaeologically sensitive in the archaeological monitoring plan. Monitoring shall continue until the archaeologist determines that impacts to archaeological deposits are unlikely to occur.
In the event that archaeological deposits are identified during monitoring, the monitor must be empowered to redirect all work within 25 feet of the find. Any such archaeological deposits identified during monitoring shall be recorded and, if possible, avoided by project activities. If avoidance is not feasible, as determined by the City after consultation with the project engineer, these deposits shall be evaluated by a qualified archaeologist to determine their eligibility for listing on the California Register. If the deposits *are not* eligible for the California Register, then no further study or protection is necessary. If the deposits *are* eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines PRC Section 15126.4 (b)(3)(C) and the recommendations of the evaluating archaeologist. Human remains shall be handled in accordance with Health and Safety Code Section 705055. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the Northwest Information Center (NWIC) at Sonoma State University in Rohnert Park, California. (CULT-1b)

3. In the event that archaeological deposits are identified during project activities *not* monitored by an archaeologist, it is recommended that project impacts to such deposits be avoided. If impact avoidance is not feasible, work within 25 feet of the finds shall be redirected and a qualified professional archaeologist shall be contracted to record the find and evaluate its California Register eligibility. If the deposits *are not* eligible for the California Register, then no further study or protection is necessary. If the deposits *are* eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines

PRC Section 15126.4 (b)(3)(C) and treatment of human remains in accordance with Health and Safety Code Section 70505. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the NWIC. Prehistoric materials can include flaked-stone tools (e.g. projectile points, knives, choppers) or obsidian, chert, basalt, or quartzite tool making debris; bone tools; culturally darkened soil (i.e., midden soil often containing heat-affected rock, ash and charcoal, shellfish remains, faunal bones, and cultural materials); and stone milling equipment (e.g., mortars, pestles, handstones). Prehistoric archaeological sites often contain human remains. Historical materials can include wood, stone, concrete, or adobe footings, walls and other structural remains; debris-filled wells or privies; and deposits of wood, glass, ceramics, metal, and other refuse. (CULT-1c)

4. If human remains are encountered, work within 25 feet of the discovery shall be redirected, and the County Coroner shall be notified immediately. At the same time, an archaeologist shall be contacted to assess the situation. If the human remains are of Native American origin, the Coroner must notify the Native American Heritage Commission within 24 hours of this identification. The Native American Heritage Commission will identify a Most Likely Descendant (MLD) to inspect the site and provide recommendations for the proper treatment of the remains and associated grave goods. Upon completion of the assessment, the archaeologist shall prepare a report documenting the methods and results, and provide recommendations for the treatment of the human remains and any associated cultural materials, as appropriate and in coordination with the recommendations of the MLD. The report shall be submitted to the City, the project applicant, and the NWIC. (CULT-2)

5. A qualified paleontologist shall be present during initial project ground-disturbance at or below 5 feet from original ground surface. The paleontologist will then determine if further monitoring, periodic site inspections, or if no further monitoring is necessary. Prior to project ground-disturbing construction, pre-field preparation by a qualified paleontologist shall take into account specific details of project construction plans for the project area, as well as information from available paleontological, geological, and geotechnical studies. Limited subsurface investigations may be appropriate for defining areas of paleontological sensitivity prior to ground disturbance. (CULT-3a)

6. A qualified paleontologist shall monitor ground-disturbing activities at and below 5 feet from the original ground surface in accordance with the initial monitoring needs assessment. The monitoring shall continue until the paleontologist determines that impacts to paleontological resources are unlikely to occur. If paleontological resources are encountered during project activities, all work within 25 feet of the discovery shall be redirected until the paleontological monitor can evaluate the resources and make recommendations. If paleontological deposits are identified, it is recommended that such deposits be avoided by project activities. Paleontological monitors must be empowered to halt construction activities within 25 feet of the discovery to review the possible paleontological material and to protect the resource while it is being evaluated. If avoidance is not feasible, as determined by the City after consultation with the project engineer, adverse effects to such resources shall be mitigated in accordance with the recommendations of a qualified paleontologist. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon project completion, a report shall be prepared documenting the methods and results of monitoring, and copies of this report shall be submitted to the City, project applicant, and to the repository at which any fossils are accessioned. (CULT-3b)

7. In the event that paleontological resources are identified in the soil layer for which paleontological monitoring is *not* recommended, all work within 25 feet of the discovery shall be redirected until a qualified paleontologist has evaluated the discoveries, prepared a fossil locality form documenting the discovery and made recommendations regarding the treatment of the resources. If the paleontological resources are found to be significant, adverse effects to such resources shall be avoided by project activities. If project activities cannot avoid the resources, adverse effects should be mitigated. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports, as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon completion of project activities, a report that documents the methods and findings of the mitigation shall be prepared and copies submitted to the City, project applicant, and to the repository at which any fossils are accessioned. (CULT-3c)

J. PUBLIC SERVICES RELATED

1. The project applicant shall recycle 75 percent of the waste materials generated by project construction. The applicant shall submit a pre-construction recycling management plan to the City Public Works Department for review and approval prior to the issuance of a grading permit. Prior to issuance of the Certificate of Occupancy, the project applicant shall post a construction report with weight tags stating where construction materials were recycled, and demonstrating that the 75 percent recycling rate of Measure D has been achieved. (PS-1)

2. The project applicant shall install an internal system designed to increase recycling and composting. The recycling and composting system shall include dedicated chutes for garbage, recycling and green waste (including food scraps). Final design plans shall include areas for the storage and loading of recycling materials and containers in accordance with Emeryville Municipal Code Title 6, Chapter 4, Collection of Solid Waste and Recyclables and Title 6, Chapter 14, Food Service Waste Reduction. (PS-2).

3. Prior to the issuance of every FDP, the Emeryville Police and Fire Departments shall review proposed development plans to determine whether existing police and fire facilities would be able to accommodate increased demand for emergency services. If existing facilities would be inadequate, the project sponsor shall contribute a pro rata share of the cost to construct new facilities. (PS-1 (Main Street and Reduced Main Street alternative))

4. Prior to the issuance of the first FDP for each phase of the project a, the applicant shall prepare a Water Supply Assessment shall be prepared If the Water Supply Assessment shows that existing water supplies would be inadequate to serve the proposed alternative, the alternative shall be modified to reduce water demand (e.g., through the reduction of water-intensive commercial or residential uses, water conservation measures, and/or recycling of rain and graywater) such that existing water entitlements would be adequate to serve the site. (PS- 2 (Main Street and Reduced Main Street alternative))

5. Prior to the issuance of the first FDP for each phase, the applicant shall prepare a sewer capacity study to determine if there is adequate sanitary sewer conveyance capacity to accommodate the proposed project. If it is determined that there is inadequate capacity for additional flows, either of

the following actions shall occur:

(i) The utility plan shall be designed to convey all sewage flows on the site to the 30-inch TC pipe in the northern portion of the site. If the topography of the site is such that sanitary sewer flows would not be able to gravity feed into the 30-inch TC pipe.

(ii) The project applicant shall design and fund its fair share of construction of additional downstream improvements to accommodate the increased flows from the project in the southern system which drains to the EBMUD interceptor via the existing system in Powell Street. If downstream improvements to the existing system in Powell Street are required to accommodate additional flows draining to the south, additional environmental review may be required if construction would occur outside of the existing right-of-way or involve construction beyond the scope of standard construction methods evaluated in this EIR. New connections to the existing sanitary sewer main on Shellmound Street north of Powell Street shall not be permitted due to the heavy flow of grease from the Public Market. (PS-3 (Main Street and Reduced Main Street alternative)

K. TRAFFIC RELATED

1. Transportation Management Plan (TDM). Prior to the issuance of each FDP, the applicant shall submit a TDM that includes, at the following elements as applicable (TRAF-1b and 2b; AIR-1- Main Street and Reduced Main Street Alternatives):

- Provision of transit amenities and facilities, including bus pull-outs, benches, shelters, transit information and ticket kiosks, and discounted transit passes for employees and residents.
- Carpool/vanpool support, including preferential parking spaces and ride-matching programs.
- Carshare support, including free parking spaces, on-site information and advertising, and discounted rates/long-term contracts.
- Provide bicycle amenities, including secure and conveniently located bicycle parking racks, pilot bicycle rental program, new bicycle paths connected to community-wide network, and shower/locker facilities.
- Provide sidewalks and/or paths, connected to adjacent land uses, transit stops, and/or community-wide network.

• In addition, the TDM plan should discourage automobile use by incorporating the following elements:

-Residential parking spaces should be unbundled from the units.
-All non-residential parking should be paid parking.
-Monthly parking permits should not be provided for employees.
-Provision of car sharing facilities on-site.

In addition, the TDM plan shall conduct a parking demand study that takes into account the potential of the TDM to reduce parking demand; shall implement measures for improved provision of parking on-site and on-line to reduce cruising for an open space and to help people to choose their mode of travel before beginning their trip; consider provision of "Ecopass" or similar program that provide build discount on monthly (or annual basis);

TDM plan for the subsequent FDPs shall include results of implementation of the TDM measures outlined for the previous FDPs and evaluate adequacy of proposed parking within the parameters of 1.5 spaces for residential development and 3 per 1000 square feet for non-residential development with a 10 per cent reduction for shared parking.

L. STORMWATER RELATED

1. The applicant shall pay for installation and on-going maintenance of trash collection systems in stormwater infrastructure for new roads, parking lots and driveways in the project area as described in the March 2008 draft Municipal Regional Permit from the San Francisco Regional Water Quality Control Board. The purpose of this condition of approval shall be for the applicant to assist the City in meeting trash collection requirements if the new regulations are adopted.

III. CONDITIONS APPLYING TO EACH PHASE OF DEVELOPMENT

A. PHASE I AND EXISTING BUILDINGS

1. USES PERMITTED

a. The permitted uses in all proposed structures labeled "Retail" in Phase I will include retail uses and/or similar active uses consistent with requirements of Condition II.E(3).

b. Multi-family residential use shall be the primary use in all proposed structures labeled "Residential" in Phase I. Uses accessory to the primary use such as small deli, convenience store, hair salon etc. are also permitted.

c. The table below lists uses permitted in existing structures in Marketplace and structures to be built as part of Phase I and labeled as "Commercial" or "Office" in the Preliminary Development Plan.

Table I: Uses Permitted in Existing Buildings and Proposed "Commercial: or "Office" Buildings in

Any uses not explicitly listed are not permitted.

Civic Uses	**Commercial Uses**
Administrative Services	Administrative & Business Offices
Community Education	Animal Sales and Services: Grooming & Pet Stores Veterinary
Community Recreation	Automotive & Equipment: Automotive Rentals
Convalescent Services	Commercial Recreation: Amusement Center Indoor Entertainment Indoor Sports & Recreation
Cultural and Library Services	Construction Sales & Services
Day Care Services	Convenience Sales & Services
Public Parking Services	Eating & Drinking Establishments Convenience Full Service
Religious Assembly	Financial Services
	Food and Beverage Retail Sales (excluding alcohol beverages)
	Lodging Services
	Medical Services
	Personal Services
	Professional Services
	Research Services
	Retail Sales
	Transportation Services
	Custom Manufacturing

All permitted uses shall be subject to the Conditions of Approval for the Marketplace PUD/PDP as well as conditions of approval of applicable Final Development Plan (FDP).

Uses on the ground floor of all buildings, except buildings designated as residential, shall be consistent with Condition II.E(3), or similar "active" uses approved by the Planning Director. The FDP Conditions of Approval shall further refine uses permitted.

d. The intent of the PDP is to achieve a vibrant, mixed use neighborhood. The Final Development Plan may allow any use, including multi-family residential and any use allowed on Table 1 above; provided however, that if any allowed use other than the allowed use designated on the Preliminary Development Plan, or any increase in the square footage or number of units is proposed in any building designated as residential in the Preliminary Development Plan, the Applicant shall submit a traffic study and the City shall require appropriate compliance with the California Environmental Quality Act prior to approval.

   If the Shellmound Building tower is not residential, then FDP shall include at a minimum 10 townhomes above the retail in the general location shown on the Plans. The applicant shall maximize unit count of townhomes to the extent possible. Non-residential buildings should be (i) developed primarily as a build-to-suit to ensure a high level of quality and (ii) shall be of high quality design and materials eligible for green building certification under the USGBC LEED program.

2. GENERAL:

   a. The applicant shall submit a FDP application for approval prior to submission of any building permit. The applicant may submit no more than one FDP application for each building. The applicant must provide a phasing plan for Phase I prior to the issuance of the first FDP. The phasing plan shall include a timeline for processing of FDP and building permits and actual construction time. This plan shall also include a plan for parking arrangements for existing tenants and/or residents during the construction period for Phase I.

   b. Prior to the issuance of the building permit of the Shellmound building, the applicant shall submit an offer to dedicate easement that shall allow public access at all times for the connection between the pedestrian bridge and Shellmound Street.

3. DESIGN RELATED:

   a. The FDP plans for the Shellmound building shall provide details of the connection with the pedestrian bridge. The pedestrian connection shall be designed to provide a usable and attractive walkway that ends in an enhanced plaza that has a significant presence on Shellmound Street.

b. Prior to the issuance of the FDP for the Shellmound building, the applicant shall conduct scale model wind tunnel or computerized computational fluid dynamics testing shall be conducted to determine how strong winds will be through the fourth floor breezeway between the Amtrak pedestrian bridge to the west side of the building. The results of the test shall be submitted to the Planning Director prior to the issuance of the FDP. If winds through the breezeway exceed 36 mph, the breezeways design shall be altered to reduce wind speeds below this threshold. Alternatively, to avoid testing, the design of the breezeway could be altered with the addition of glazing at the west side opening. (WIND-2)

c. Final design of the roof deck open space terraces on the Shellmound building shall be heavily landscaped to reduce wind and improve usability and shall incorporate porous materials or structures (e.g., vegetation, hedges, screens, latticework, perforated or expanded metal) which offer superior wind shelter compared to solid surfaces. Outdoor furnishings, such as tables, shall either be either weighted or attached to the deck. (WIND-1).

d. Prior to the issuance of the FDP for the Shellmound building site, the applicant shall submit a review of the design by a by a qualified wind consultant. The design review shall evaluate the architect's employment of one or more of the following design guidelines to reduce wind impacts: West or southeasterly building faces shall be articulated and modulated through the use of architectural devices such as surface articulation, variation, variation of planes, wall surfaces and heights, as well as the placement of step-backs and other features. Utilize properly-located landscaping to mitigate winds. Porous materials (vegetation, hedges, screens, latticework, perforated or expanded metal) offer superior wind shelter compared to a solid surface. (WIND-1, Main Street and Reduced Main Street Alterantive).

e. A Phase I FPD for the park expansion and Retail Pad #2 shall be submitted at the same as the FDP that includes the Shellmound Building. Prior to the submission of the FDP for a new park, the applicant shall solicit community input on the park design. The design of the Retail Pad #2 shall be well integrated with the design of the park, and the park design shall be suitable for informal multi-function recreational open space. The park shall also be designated on the Tentative Map for the Emeryville Marketplace and shall be offered to the City in an "as is" condition as to subsurface conditions. If the City does not accept fee title to the park, the

applicant shall retain ownership and offer the improvements to the City through a park easement. The FDP shall include all of the following:

i. design plans for new park, including reconsolidation of existing and expanded park land, hardscape and planting areas, landscape plans, and planting palette."
ii. a description of the proposed dedication mechanism to the City
iii. environmental testing results and a proposal to remediate, if feasible.
iv. proposed replacement parking for adjacent existing parking spaces to be removed for the expansion of the park.

The applicant should construct the park in conjunction with the construction of the Shellmound Building in accordance with the schedule and terms negotiated in the Owner Participation Agreement (OPA). The construction of the park shall be complete prior to the issuance of any temporary certificate of occupancy of any building in Phase II.

f. In the Phase I FDP that includes the Shellmound Building, the applicant shall include a study of the potential for a future bicycle path connecting east and west Emeryville across the railroad tracks and its impact, if any, of the building and site design.

4. TRAFFIC AND PUBLIC IMPROVEMENTS.

a. Circulation. The application for the FDP that includes the Shellmound Building shall include plans that contain sufficient detail of the internal circulation of surface parking west of Shellmound Street in front of the existing Public Market to demonstrate, to the satisfaction of the Public Works Director, that there are no conflicts with the garage entrance for the Shellmound Building. The internal circulation shall be reconfigured, if necessary, to coordinate internal circulation of both the surface parking with the Shellmound Building garage.

b. Pedestrian Signal. Install a pedestrian signal at the pedestrian crossing on Shellmound Street. Through design treatments, such as landscaping, consolidate pedestrian activity from the Shellmound Street/Woodfin Hotel/Marketplace Driveway and the Shellmound Street/Marketplace Driveway/Shellmound Garage driveway to the pedestrian crossing. The pedestrian signal shall be interconnected

and coordinated with the signal at the Shellmound Street/Shellmound Way intersection and the Shellmound Street/ Marketplace Driveway/ Shellmound Garage intersection. Each of these improvements to be implemented by the applicant shall be detailed in the Final Development Plans for Phase I and approved prior to issuance of building permit. (TRAF-28)

c. Emery Go-Round: The project applicant shall continue contributions to the Emery Go Round system, as currently performed under the Property based Business Improvement District (PBID). Contributions are based on building square footage. (Recommendation TRAF-1)

d. AC Transit Route 57: The applicant shall work with AC Transit to reorient Route 57 through the project area in conjunction with providing a formal layover with bathroom facilities for AC Transit drivers. The applicant shall provide a bus layover on the south side of 64th Street, with bathroom access provided to AC Transit drivers at the proposed retail portion of the 64th and Shellmound building. The applicant shall provide a bus stop with a pullout on the east side of Shellmound Street, north of the pedestrian crossing, for northbound buses. The applicant shall provide a southbound bus stop on the west side of Shellmound Street, south of the Shellmound Street Marketplace driveway. (Recommendation TRAF-2)

e. Pedestrian Crossing: Concentrate pedestrian crossing movements through design treatments to the mid-block crossing on Shelhnound Street. Construct sidewalks on Shellmound Street to a minimum of 12 feet wide and provide appropriate landscaping along Shellmound Street to maintain pedestrian visibility and sight distance. (Recommendation TRAF-3)

f. Elevators: The Shellmound Building elevators proposed to serve the Amtrak pedestrian bridge should be large enough to accommodate bicyclists. (Recommendation TRAF-4)

g. Bicycle Parking: For each building, the applicant shall provide three types of bicycle: (i) secured bicycle lockers on the upper levels of the garage reserved for resident use only;(ii) secured bicycle lockers on the lower levels of the garage for employee

parking; and (iii) bicycle parking on the ground floor reserved for retail patrons. (Recommendation TRAF-5)

h. Shellmound Garage: The parking area serving the new land uses on the Shellmound site shall be designed to orient the majority of outbound traffic, about 80 percent, away from the shared driveway. The Final Development Plan submittal shall include a report for a licensed traffic engineer that confirms that the design of the garage accomplishes the above. (TRAF-27)

The applicant shall install a parking space counting system at the Shellmound building garage to minimize excessive circulation within the site. (Recommendation TRAF-7)

i. Traffic Signal: The applicant shall redesign the northern driveway of the Shellmound building to align with existing surface parking across Shellmound Street. In addition, the applicant shall install a traffic signal that will be interconnected with the new pedestrian signal required above in Condition of Approval III.A.4(b).

j. Delivery Vehicles: Prior to the issuance of any FDP the applicant shall provide on outline for working of delivery vehicle access to the building. This outline will be reviewed by the Public Works Director, who can request the applicant to submit a review from a licensed traffic engineer. (Recommendation TRAF-6)

k. Traffic Signal at 64th Street and Shellmound Street: Prior to the occupancy of the last building of Phase I phase, the applicant shall provide a traffic report prepared by a licensed traffic engineer to determine whether conditions warrant a traffic signal at the intersection of 64th Street and Shellmound Street. (TRAF-6)

l. 64th and Christie Site Public Improvements: The FDP for the 64th Street and Christie Avenue building shall include traffic and public improvements directly adjacent to the 64th Street and Christie Avenue site.

5. OTHER

a. Lot Line Adjustment: Prior to issuance of the first building permit on the 64th & Christie Site, the Applicant shall submit an application for Lot Line Adjustment for the 64th & Christie

Building, or other subdivision application required by the Director of Public Works.

b. Tentative Map: Prior to the issuance of the FDP for the Shellmound building, the applicant shall submit a Tentative Map for the entire project site.

B. PHASE II A AND PHASE II B

1. USES PERMITTED

a. The permitted uses in all proposed structures labeled "Retail" in Phase II will include retail uses and/or similar active uses consistent with Condition II E (3).

b. Multi-family residential use shall be the primary use in all proposed structures labeled "Residential" in Phase I. Uses accessory to the primary use such as small deli, convenience store, hair salon etc. are also permitted.

c. The table below lists uses permitted in existing structures in Marketplace and structures to be built as part of Phase I and labeled as "Commercial" or "Office" in the Preliminary Development Plan.

Table 2: Uses Permitted in Existing Buildings and Proposed "Commercial: or "Office" Buildings in Phase IIA and IIB

Any uses not explicitly listed are not permitted.

Civic Uses	**Commercial Uses**
Administrative Services	Administrative & Business Offices
Community Education	Animal Sales and Services: Grooming & Pet Stores Veterinary
Community Recreation	Automotive & Equipment: Automotive Rentals
Convalescent Services	Commercial Recreation: Amusement Center Indoor Entertainment Indoor Sports & Recreation
Cultural and Library Services	Construction Sales & Services
Day Care Services	Convenience Sales & Services

Public Parking Services	Eating & Drinking Establishments Convenience Full Service
Religious Assembly	Financial Services
	Food and Beverage Retail Sales (excluding alcohol beverages)
	Lodging Services
	Medical Services
	Personal Services
	Professional Services
	Research Services
	Retail Sales
	Transportation Services
	Custom Manufacturing

All permitted uses shall be subject to the Conditions of Approval for the Marketplace PUD/PDP as well as conditions of approval of applicable Final Development Plan (FDP).

Uses on the ground floor of all buildings, except buildings designated as residential, shall be consistent with Condition II.E(3), or similar "active" uses approved by the Planning Director. The FDP Conditions of Approval shall further refine uses permitted.

d. The Final Development Plan may allow any use, including multi-family residential and any use allowed on Table 2 above provided that at the end of Phase II, at least 50 per cent of the square footage of the development not including parking in Phase I and Phase II is residential; provided however, that at the end of Phase II, that if any allowed use other than the allowed use designated on the Preliminary Development Plan, or any increase in the square footage or number of units is proposed in any building designated as residential in the Preliminary Development Plan, then the Applicant shall submit a traffic study and the City shall require appropriate compliance with the California Environmental Quality Act prior to approval.

e. The project site shall not include any single retail user over 100,000 square feet.

2. GENERAL:

a. The applicant shall submit a FDP application for approval prior to submission of any building permit. The applicant may not submit more than one FDP for each building. The applicant must provide a phasing plan prior to the issuance of the first FDP. The phasing plan shall include a timeline for processing of FDP and building permits and actual construction time. This plan shall also include a plan

for parking arrangements for existing tenants and/or residents during the construction period.

b. The construction of the park shall be complete prior to the issuance of any temporary certificate of occupancy for any building in Phase II.

3. DESIGN RELATED:

a. Streets shall be designed to encourage pedestrian use and sense of livable neighborhood, with entrances to commercial and residential uses lining the frontages to activate the sidewalk and ground level of structures. Pedestrian access and safety shall be a priority over vehicle movement, although appropriate vehicle circulation shall be maintained.

b. Shellmound Street right-of-way shall be designed to accommodate a future separated 2-way bike path on the East side of Shellmound to allow for future connection points along Shellmound to the north and south of the project site, so long as this design can be accomplished safely and eventually connects to future bike paths to the north and south. In the interim, Shellmound Street shall be designed to have Class II bike lanes on both sides of the street, and on-street parking on the West side of Shellmound only.

c. Prior to the issuance of the FDP for the United Theaters (UA) site, the applicant shall submit a review of the design by a qualified wind consultant. The design review shall evaluate the architect's employment of one or more of the following design guidelines to reduce wind impacts : West or southeasterly building faces shall be articulated and modulated through the use of architectural devices such as surface articulation, variation, variation of planes, wall surfaces and heights, as well as the placement of step-backs and other features. Utilize properly-located landscaping to mitigate winds. Porous materials (vegetation, hedges, screens, latticework, perforated or expanded metal) offer superior wind shelter compared to a solid surface. (WIND-1, Main Street and Reduced Main Street Alterantive).

4. TRAFFIC AND PUBLIC IMPROVEMENTS.

a. Traffic Report. Prior to the issuance of the first FDP, a traffic report shall be prepared for the project area and the project impacts assessed with current traffic counts. The City shall be responsible

for the preparation of the report and the costs of the report shall be borne by the applicant.

b. Circulation Plan. Prior to the issuance of the any FDP, the applicant shall prepare a detailed circulation plan that clearly depicts vehicle, pedestrian, and bicycle access and associated routes that will be reviewed for adequacy based on applicable pedestrian, bicycle, and parking safety standards by a licensed traffic engineer. (TRAF-29a).

c. Traffic Signals: 64th Street and Shellmound Street Intersection and 63rd Street and Christie Avenue: Prior to the issuance of first FDP for Phase II A or IIB or prior to the occupancy of Phase I (whichever comes first), the applicant shall prepared provide a traffic study prepared by licensed traffic engineer to determine whether conditions warrant a traffic signal at this intersection. The applicant shall install the traffic signals when required as determined by the traffic (TRAF-6; TRAF-17; Recommendation TRAF-8).

d. Pacific Park Plaza (PPP) Driveway: After the installation of traffic signal at 63rd Street and Christie Avenue, the applicant shall provide a feasibility study that will assess reorientation of the PPP driveway to align with 63rd Street. If the City determines that such a reorientation is necessary and desirable, then the applicant shall pay for all the costs of this driveway reorientation (Recommendation TRAF-9).

e. Garage Circulation: To minimize vehicle circulation on Shellmound Street an internal connection between the two garages on the east side of Shellmound Street shall be made. Internal signage in the garage shall direct vehicles to exit from the driveway aligned with 63rd Street. A parking space counting system at the garage shall also be installed. (TRAF-27)

f. Delivery Vehicles: Prior to the issuance of any FDP the applicant shall provide on outline for working of delivery vehicle access to the building. This outline will be reviewed by the Public Works Director, who can request the applicant to submit a review from a licensed traffic engineer.

g. Traffic Signal at 64th Street and Shellmound Street: Prior to the occupancy of the last building of Phase II phase, the applicant shall provide a traffic report prepared by a licensed traffic engineer to determine whether conditions warrant a traffic signal at the intersection of 64th Street and Shellmound Street. (TRAF-6)

C. PHASE III

1. USES PERMITTED

a. The permitted uses in all proposed structures labeled "Retail" in Phase III will include retail uses and/or similar active uses.

b. Multi-family residential use shall be the primary use in all proposed structures labeled "Residential" in Phase I. Uses accessory to the primary use such as small delis, convenience stores, hair salons etc. are also permitted.

c. The table below lists uses permitted in existing structures in Marketplace and structures to be built as part of Phase I and labeled as "Commercial" or "Office" in the Preliminary Development Plan.

Table 3: Uses Permitted in Existing Buildings and Proposed "Commercial: or "Office" Buildings in

Any uses not explicitly listed are not permitted.

Civic Uses	**Commercial Uses**
Administrative Services	Administrative & Business Offices
Community Education	Animal Sales and Services: Grooming & Pet Stores Veterinary
Community Recreation	Automotive & Equipment: Automotive Rentals
Convalescent Services	Commercial Recreation: Amusement Center Indoor Entertainment Indoor Sports & Recreation
Cultural and Library Services	Construction Sales & Services
Day Care Services	Convenience Sales & Services
Public Parking Services	Eating & Drinking Establishments Convenience

	Full Service
Religious Assembly	Financial Services
	Food and Beverage Retail Sales (excluding alcohol beverages)
	Lodging Services
	Medical Services
	Personal Services
	Professional Services
	Research Services
	Retail Sales
	Transportation Services
	Custom Manufacturing

All permitted uses shall be subject to the Conditions of Approval for the Marketplace PUD/PDP as well as conditions of approval of applicable Final Development Plan (FDP).

Uses on the ground floor of all buildings, except buildings designated as residential, shall be consistent with Condition II.E(3), or similar "active" uses approved by the Planning Director. The FDP Conditions of Approval shall further refine uses permitted.

b. The Final Development Plan may allow any use, including multi-family residential and any use allowed on Table 3 above; provided however, that if any allowed use other than the allowed use designated on the Preliminary Development Plan, or any increase in the square footage or number of units is proposed in any building designated as residential in the Preliminary Development Plan, the Applicant shall submit a traffic study and the City shall require appropriate compliance with the California Environmental Quality Act prior to approval.

2. GENERAL:

a. The applicant shall submit a FDP application for approval prior to submission of any building permit. The applicant may not submit more than one FDP for each building. The applicant must provide a phasing plan prior to the issuance of the first FDP. The phasing plan shall include a timeline for processing of FDP and building permits and actual construction time. This plan shall also include a plan for parking arrangements for existing tenants and/or residents during the construction period for Phase III.

3. DESIGN RELATED:

a. Streets shall be designed to encourage pedestrian use and sense of livable neighborhood, with entrances to commercial and residential uses lining the frontages to activate the sidewalk and ground level of structures. Pedestrian access and safety shall be a priority over vehicle movement, although appropriate vehicle circulation shall be maintained.

b. The Final Development Plan shall establish 62nd street as a pedestrian/bicycle priority street where it crosses City Park to enhance the usability and safety of the park if can be demonstrated through a focused traffic study that the elimination or reduction in automobile traffic on this portion of 62nd street does not result in any new significant traffic impacts that were not addressed in the project's Environmental Impact Report.

4. TRAFFIC AND PUBLIC IMPROVEMENTS.

a. Traffic Report: Prior to the issuance of the first FDP for Phase III, the applicant shall submit a traffic report shall be prepared for the project area that provides capacity analysis of the neighboring streets and provides recommendations to improve both vehicular and non-vehicular movement. The report shall include viability of the following measures: relocation of 64th Street driveway into Parking Area D to improve driveway spacing; installation of pedestrian signals on Shellmound Avenue at the major crossing points; necessity of extension of 62nd Street to Christie Avenue to provide a grid network of streets; and construction of a high visibility crosswalk across Christie Avenue at 62nd Street. Current traffic counts shall be utilized for the report. The City shall be responsible for the preparation of the report and the costs of the report shall be borne by the applicant (Recommendation TRAF-11, 12, 14 and 15).

b. Circulation Plan. Prior to the issuance of the any FDP, the applicant shall prepare a detailed circulation plan that clearly depicts vehicle, pedestrian, and bicycle access and associated routes that will be reviewed for adequacy based on applicable pedestrian, bicycle, and parking safety standards by a licensed traffic engineer. (TRAF-29a).

c. Delivery Vehicles: Prior to the issuance of any FDP the applicant shall provide on outline for working of delivery vehicle access to the building. This outline will be reviewed by the Public Works

Director, who can request the applicant to submit a review from a licensed traffic engineer.

d. Traffic Signal at 64th Street and Shellmound Street: Prior to the occupancy of the last building of Phase II phase, the applicant shall provide a traffic report prepared by a licensed traffic engineer to determine whether conditions warrant a traffic signal at the intersection of 64th Street and Shellmound Street. (TRAF-6)

IV. CONDITIONS APPLYING TO ALL PHASES OF DEVELOPMENT (NEW BUILDINGS AND SITE DEVELOPMENT)

A. GENERAL CONDITIONS

To the extent that any of the following general conditions are duplicative or inconsistent with the preceding Conditions and/or Mitigation Measures, the preceding Conditions and/or Mitigation measures shall control.

1. Prior To Issuance Of A Building Permit

a. Subdivision Approval. Prior to the issuance of a building permit, the Public Works Director shall confirm that the Applicant has received subdivision approval for the project through a parcel map or tentative/final map procedure and has applied for the reapportionment of the Bay-Shellmound Assessment as applicable. **[Public Works]**

b. Housing Set-Aside Program. Prior to the issuance of a building permit, the Director of Economic Development and Housing shall confirm that Applicant has entered into agreements with the City and approved by the City Council to be recorded against the property which satisfy the requirements of the City of Emeryville's Affordable Housing Set-Aside Program, as set forth in Section 9-4.621 et seq. of the Emeryville Municipal Code. **[Economic Development]**

c. Public Art Program. Prior to the issuance of a foundation permit, Applicant shall submit evidence of compliance with the Art in Public Places Ordinance (Article 4 of Title 3 of the Emeryville Municipal Code) by showing a signed contract to commission or purchase and to install the artwork on the development site, or by payment of the full amount of the in-lieu public art fee. If Applicant intends to install on-site art rather than pay the in-lieu public art fee, but has not supplied the above-specified information prior to the issuance of the foundation permit, payment of the

in-lieu public art fee will be required and will be repaid to Applicant only at such time the above-specified information is provided to City. In addition, Redevelopment-Agency supported projects may have further requirements as set forth in the applicable agreements with the Agency. **[Economic Development]**

d. Fees, Dedications and Exactions. Conditions of Approval set forth herein include certain fees, dedication requirements, reservation requirements and other exactions Pursuant to Government Code Section 66020(d)(1), this set of Conditions of Approval constitutes written notice of a statement of the amount of such fees and a description of the dedications, reservations and other exactions. Applicant is hereby further notified that the 90-day approval period in which these fees, dedications, reservations and other exactions may be protested, pursuant to Government Code Section 66020(a) will begin upon approval of the aforementioned project approvals by the City of Emeryville Planning Commission. If Applicant fails to file a protest within this 90-day period complying with all of the requirements of Section 66020, Applicant will be legally barred from challenging such exactions.

Prior to the issuance of a building permit, the Building Official shall confirm that all applicable fees due at the issuance of a building permit have been paid. **[Building]**

e. Cost Recovery Planning Fees. Prior to the issuance of a building permit, the Planning Director shall confirm that all cost recovery planning fees have been paid to date. **[Planning]**

2. PRIOR TO THE ISSUANCE OF A CERTIFICATE OF OCCUPANCY

a. Notice to Tenants and Future Owners. Prior to the issuance of a certificate of occupancy, Applicant shall provide to the Planning Director a notice in all lease and sales documents to all prospective tenants and future purchasers of the property on the site, in a form acceptable to the City Attorney, addressing: 1) the existence of nearby industrial and commercial uses which have the potential to emit noise at levels and during hours of the day that persons may find disturbing; 2) nearby commercial and manufacturing/industrial uses which may generate odors; 3) existence of truck traffic; 4) existence of a nearby mainline railroad that operates 24 hours per day seven days per week with associated train horns and other sounds and vibration; 5) the possibility of future nearby development that may block views; and 6) site has contained hazardous materials and that

measures have been undertaken to remediate any potential health risks associated with the hazardous materials and documents related to this effort are on file with the property owner, the City of Emeryville Planning Department **[City Attorney/Planning]**

b. Fees, Dedications and Exactions. Prior to the issuance of a certificate of occupancy, the Building Official shall confirm that all applicable fees due at the issuance of a certificate of occupancy have been paid. **[Building]**

c. Cost Recovery Planning Fees. Prior to the issuance of a certificate of occupancy, the Planning Director shall confirm that all cost recovery planning fees have been paid in full. **[Planning]**

d. Bay-Shellmound Contingent Assessment. Prior to the issuance of a certificate of occupancy, the Building Official shall confirm that the Bay-Shellmound Contingent Assessment has been paid. **[Building]**

e. Housing Set-Aside Program. Prior to the issuance of a certificate of occupancy, the Director of Economic Development and Housing shall inspect and approve the project for compliance with the requirements of the Agreement on Affordable Units. **[Economic Development]**

f. Condominium Plan. Any subdivision or condominium map review for purposes of dividing the residential portion of the property for sales as individual units shall include, as required, legal documentation pertaining to dedication or reservation of group or common open spaces, for the creation of a non-profit homeowners= association, for the long-term maintenance of the landscaped and common areas of the project and for performance bonds, pursuant to Emeryville Municipal Code Section 9-4.85.11 (c)(7). The map or condominium plan shall be filed prior to the issuance of a certificate of occupancy for the residential component. The map/plan and the CC&Rs for the homeowners= association shall include a condition that residential parking shall not be used for storage in lieu of needed parking. **[City Attorney's Office]**

g. Public Art Program. Prior to the issuance of a certificate of occupancy, Applicant shall notify the Economic Development and Housing Department Public Art Projects Coordinator to verify Applicant=s installation of the on-site public art. If City determines that public art has not been installed, Applicant shall be required to pay the in-lieu public art fee in full. **[Economic Development]**

B. BUILDING AND CONSTRUCTION REQUIREMENTS

1. PRIOR TO ISSUANCE OF A BUILDING PERMIT

a. Plans. Prior to the issuance of a building permit, the Building Official shall verify that the title sheet for the building permit drawings contains the following: **[Building]**

a. Permit number.
b. Zoning district.
c. FAR (density per acre for residential).
d. Lot area in square feet.
e. Total number of parking spaces with parking spaces numbered on plans in a consecutive manner and consistent with the parking summary on the title page.
f. Building heights with height of any appurtenances noted.
g. Number and type of residential units (e.g. live/work, apartment, condo).
h. Detailed breakdown of floor areas.
i. Number of floors.
j. Existing building information (if applicable).
k. Total Impervious Surface area in square feet (from the "Impervious Surface and Stormwater Treatment Measures Form" provided by the City of Emeryville).
l. The Applicant shall prepare a scorecard based on either: Build-It-Green (GreenPoint Rated) or the United States Green Building Council (LEED) of the green measures that are to be incorporated into the residential or commercial sections of the project and the total score for the project (with electronic version to be submitted to the Emeryville Public Works Department with notes on claimed points).

b. Compliance with Applicable Codes. Prior to the issuance of a building permit, the Building Official shall confirm that the building permit plans, specifications and other related information conform to the California Codes in effect at the time, and all other applicable local ordinances. Compliance with the California Codes and local ordinances shall include, but not be limited to, seismic and geotechnical requirements for Seismic Zone 4, and Title 24 energy conservation and disabled access requirements. **[Building]**

c. Utility Service. Prior to the issuance of a building permit, the Building Official shall confirm that the building permit plans, specifications and information include detailed plans for providing water, electrical, gas, telephone, and other like utilities services to the site, including a review of the existing services to the site and measures or improvements on-site that will be required to adequately serve the site, including the location and design of transformers (if above ground and if required) and all connections. All new and existing on-site electrical and communication lines shall be placed underground. All transformers shall be placed underground unless prior permission is granted by the City to place them above ground, in which case they shall be screened from public view by fencing, dense landscaping, or other acceptable means. **[Building]**

d. Traffic and Parking Management Plan during Construction. Prior to issuance of a building permit for any portion of the project, Applicant shall submit a traffic and parking management plan for review and approval by the Public Works Director. The plan shall include any City restrictions and limitations on using certain local streets for construction traffic, proposed truck delivery and haul routes, parking arrangements for construction personnel, ingress and egress, noise, efforts to address street debris and dust control and proposed on-site staging and equipment/material storage areas. **[Public Works]**

e. Construction Sign. Prior to the issuance of a building permit, Applicant shall submit a construction sign for approval by the Planning Director in accordance with the prototype provided. The sign shall be made of a permanent material with professional lettering. The sign shall be at least 3 feet by 4 feet with a minimum letter size of 3 inches. The sign shall include this information: the project name; name of the owner/developer; the name and phone number of a contact person, available at all times to address complaints and with the authority to control construction activity on the site; name and phone number of the contractor; and the approved hours of construction. The contact person should be the Noise Disturbance Coordinator listed below in Condition III.B.1.c.

The sign shall be posted at the time of placing temporary fencing and start of construction activity. At least one sign shall be placed along each public street frontage of the site in a location facing the street where the information can be easily read. Street frontages exceeding 300 feet in length shall have one sign per each 300-foot segment or fraction thereof. **[Planning]**

f. Fencing. Prior to the issuance of a building permit, Applicant shall install temporary construction fence around the perimeter of the site that provides for continued pedestrian traffic meeting the standards of the Americans with Disabilities Act as approved by the Public Works Director. **[Public Works]**

g. Approval of Regulatory Agencies. Prior to the issuance of a building permit, Applicant shall submit to the Building Official copies of all other permits necessary from the applicable regulatory agencies. **[Building]**

h. Approval of Hazardous Material Regulatory Agencies. Prior to issuance of a building or grading permit, Applicant shall submit to the Planning Director confirmation that the proposed use of the site is acceptable to the appropriate regulatory agency (e.g. Regional Water Quality Control Board, Alameda County Department of Health or Department of Toxic Substances Control) and that any conditions prior to such use have been met. If a Risk Management Plan, Health and Safety Plan or similar document is required, then Applicant shall have such plan approved by the regulatory agency; shall submit copies to the Planning Director and Public Works Director; and shall comply with all provisions of such plan. **[Planning and Public Works]**

i. Lead and Asbestos. Prior to the issuance of a demolition or building permit, the Building Official shall confirm that a survey of lead-based paint (LBP) and asbestos-containing materials (ACMs) shall be completed and all identified ACMs and any loose or peeling LBP must be abated. If intact LBP is present on the site and not abated, demolition and construction activities must comply with the State=s construction lead standard (Title 8, California Code of Regulators, Section 1532.1). **[Building]**

2. DURING CONSTRUCTION. Violations of the following conditions and any other applicable conditions may result in a stop work notice being issued or any other measures that the City deems necessary.

a. Construction Noise.

i. *Hours.* Unless the City Council grants a waiver allowing different construction hours pursuant to Section 5-13.06 of the Emeryville Municipal Code, construction hours shall be limited to 7:00 a.m. to 6:00 p.m., Monday through Friday, and pile driving activity shall be limited to 8:00 a.m. to 5:00 p.m., Monday through Friday. In an

urgent situation, the City Manager, Planning and Building Director, or Public Works Director may approve weekend or night work pursuant to Section 5-13.05(e) of the Emeryville Municipal Code.

ii. *Equipment.* All heavy construction equipment used on the project shall be maintained in good operating condition, with all internal combustion, engine-driven equipment equipped with intake and exhaust mufflers that are in good condition and as deemed to be practically feasible. All non-impact tools shall meet a maximum noise level of no more than 85 dB when measured at a distance of 50 feet. All stationary noise-generating equipment shall be located as far away as possible from neighboring property lines especially residential uses.

iii. *Noise Disturbance Coordinator.* Applicant shall designate a "Noise Disturbance Coordinator" who shall be responsible for responding to any complaints about construction noise. The Noise Disturbance Coordinator shall determine the cause of the noise complaint and shall require that reasonable measures warranted to correct the problem be implemented. Applicant shall conspicuously post a telephone number for the Noise Disturbance Coordinator at the construction site and include it in the notice sent to neighbors regarding the construction schedule. The Noise Disturbance Coordinator shall be the contact person listed on the construction sign required by Condition III.A.5 above.

b. Traffic Measures. Applicant, through its contractor, shall implement comprehensive traffic control measures as set forth in the approved Traffic and Parking Management Plan, including scheduling of major truck trips and deliveries to avoid peak hours (normally 7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.).

c. Street Debris. All mud, dirt and construction debris carried off the construction site onto adjacent streets shall be removed and cleaned daily. Failure to adequately sweep the streets may result in the City undertaking the effort at Applicant=s cost.

d. Dust Control Measures. Dust control measures to minimize air quality impacts shall be implemented including:

i. Cover stockpiles of debris, soil, sand or other materials that can be blown by the wind.

ii. Cover all trucks hauling soil, sand, and other loose materials.

iii. Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas and staging areas at site.

iv. Limit traffic speeds on unpaved roads to 5 mph.

v. Install, maintain and replace sandbags or other erosion control measures to prevent silt runoff to public roadways.

vi. Minimize removal and replant vegetation in disturbed areas as quickly as possible.

vii. No grading between October 1st and April 15th unless the Public Works Director has approved an erosion and sedimentation control plan.

e. Archeological Resources. If archeological resources are encountered during construction, then Applicant shall: cease all construction activity in the vicinity; notify the Planning Director; have the significance of the items determined by a qualified archeologist or cultural consultant; and take any further appropriate measures under the California Environmental Quality Act and other applicable laws with the Planning Director's approval. If human remains are encountered, state law requires that the County Coroner be called immediately. All work must be halted in the vicinity of the discovery until the Coroner=s approval to continue has been received.

C. PUBLIC IMPROVEMENTS

1. PRIOR TO ISSUANCE OF A BUILDING PERMIT

a. Street Improvements. Prior to the issuance of a building permit, the Public Works Director shall confirm that the building permit plans, specifications and information include detailed improvements for all street frontages of the project as indicated elsewhere in this document including, but not limited to, construction or reconstruction of the curbs, gutters, sidewalks, driveways, curb cuts, street lights and street trees in

conformance with the City of Emeryville standards and the Americans with Disabilities Act and implementing regulations and California accessibility regulations, unless the Public Works Director determines that the curb, gutter and sidewalk are already in conformance and in good condition. There shall be an effective width of at least 4 feet between obstacles (light poles, street signs, pedestrian seating, building frontages, landscaping, curb, etc.). **[Public Works]**

b. Site Grading and Storm Drainage. Development that contributes additional stormwater to an existing off-site drainage facility shall be required to perform a hydraulic review of the off-site drainage systems and shall be required to make improvements to the system as may be necessary to accommodate the additional stormwater flow **[Public Works]**

c. Sanitary Sewer. Prior to the issuance of a building permit, the Public Works Director shall confirm that the building permit plans, specifications and information include detailed plans and design calculations for providing sewer service to the site. If an existing sanitary sewer lateral is to be reused, it shall comply with the City Sanitary Sewer Infiltration/Inflow Reduction Standards. As requested by the Public Works Director, Applicant shall be required to review the existing public sanitary sewer main to determine if there is sufficient capacity to serve the proposed project and shall be responsible to perform any off-site improvements that may be necessary to serve the proposed project. **[Public Works]**

d. Underground Utility Lines. All new and existing on-site electrical and communication lines shall be placed underground.

e. Improvement Agreement. Prior to the issuance of a building permit and as deemed appropriate by the Public Works Director, Applicant shall enter into an Improvement Agreement with the City of Emeryville to ensure the faithful performance of the design, construction, inspection and installation of all public improvements secured by good and sufficient surety bond or cash deposit adequate to cover all of the costs, inspections and administrative expenses of completing such improvement in the event of a default. **[City Attorney/Public Works]**

2. PRIOR TO BEGINNING CONSTRUCTION IN THE PUBLIC RIGHT OF WAY

a. Encroachment Permit. Prior to beginning construction in the public right of way, Applicant shall apply for and receive an encroachment permit for all work and improvements within the City=s right of way or City easements. As required by the Public Works Director, Applicant shall post the required security and provide evidence of liability insurance as part of the encroachment permit process. Applicant shall pay for all inspection fees associated with work within the City=s right of way. **[Public Works]**

3. PRIOR TO ISSUANCE OF A CERTIFICATE OF OCCUPANCY

a. Completion of Public Improvements. Prior to issuance of a certificate of occupancy, the Public Works Director shall confirm that all off-site and on-site public improvements are completed in accordance with the final building permit and improvement plans or that other arrangements acceptable to the Public Works Director have been made for ensuring that the work is completed, such as an irrevocable standby letter of credit. **[Public Works]**

4. ONGOING

1. Damage to Public Facilities. Applicant shall be deemed responsible for any damage to public improvements that occurs during construction and shall repair such damage at its expense and to the satisfaction of the Public Works Director, including but not limited to sidewalk repair, street slurry seal or street reconstruction.

D. PUBLIC SAFETY REQUIREMENTS

1. PRIOR TO ISSUANCE OF A BUILDING PERMIT

a. Fire Department Standards. Prior to the issuance of a building permit, the Fire Department shall confirm that the final building plans include all fire and emergency safety measures as required by the Department, including access requirements, premises identification, key boxes, hydrants, fire protection systems and equipment and exiting and emergency illumination.

b. Site Security Management Plan. Prior the issuance of a building permit, the Police department shall confirm that the plan meets all the department's standard specifications including requirement of knox-boxes where applicable.

2. PRIOR TO ISSUANCE OF A CERTIFICATE OF OCCUPANCY

a. Site Security Management Plan. Prior to the issuance of a certificate of occupancy, Applicant shall submit a Site Security Management Plan for approval by the Police Department, including requirement knox-boxes which shall address **[Police]**

b. Fire Department Standards. Prior to the issuance of a certificate of occupancy, the Fire Chief shall confirm compliance with the applicable Fire Department standards. **[Fire]**

3. ONGOING

a. Compliance with Site Security Management Plan. Applicant shall comply with the approved Site Security Management Plan during operations. **[Police]**

b. Compliance with Fire Department Standards. Applicant shall comply with the Fire Department Standards during operations. **[Fire]**

E. DESIGN CONDITIONS AND SITE STANDARDS

1. PRIOR TO ISSUANCE OF A BUILDING PERMIT

a. Elevations/Colors/Materials/Site Plan. ***[As applicable]*** Prior to the issuance of a building permit, Applicant shall submit a color scheme, samples and details of all exterior elevations and building materials of sufficient size to the Planning Director for review and approval. Materials to be submitted shall include, but not be limited to, all perimeter gates and fences, window treatments, storefront windows and doors, awnings, outdoor furniture, paving and lighting fixtures. **[Planning]**

b. Landscaping Plans.

i. Prior to the issuance of a building permit, Applicant shall submit a detailed on-site landscaping and irrigation plan for the approval of

the Planning Director. The plans shall conform to Article 54 of Chapter 4 of Title 9 of the Municipal Code and Section B of the attached Stormwater Pollution Prevention and Source Control Measures. The plans shall include species, number of plantings, size of plantings and specifications for the irrigation system. Minimum plant sizes are flats or 1-gallon containers for ground cover, 5-gallon containers for shrubs and 24-inch box containers for trees, or as otherwise may be approved by the Planning Director. **[Planning]**

ii. Prior to the issuance of a building permit, Applicant shall submit a detailed off-site landscaping and irrigation plan for the approval of the Public Works Director. The plans shall conform to Article 54 of Chapter 4 of Title 9 of the Emeryville Municipal Code and Section B of the attached Stormwater Pollution Prevention and Source Control Measures. The plans shall include species, number of plantings, size of plantings and specifications for the irrigation system. Minimum plant sizes are flats or 1-gallon containers for ground cover, 5-gallon containers for shrubs and 24-inch box containers for trees. Alternative minimum sizes may be approved by the Public Works Director. Street trees, or other landscaping (such as vines or shrubs) to achieve the canopy and shading goals of street trees, but which can survive and thrive in the site's high saline water table conditions over time and are appropriate to the soil conditions, salinity and water table in each location, shall be of a species approved by the Public Works Director and shall be spaced no farther than 25 feet on center or as approved by the Director. As part of the encroachment permit fees, the applicant will pay to have the City Consulting Arborist perform soil and drainage tests in the public right of way areas that will have tree plantings, or alternative landscaping. The City also requires the applicant to pay for the installation of structural soil or other such measures, as per City standards and in consultation with the arborist, under sidewalk areas, to provide adequate rootable soil volume areas for healthy street trees, where feasible given the local water table, salinity and soil conditions, or alternative landscaping. The report shall also discuss proper drainage that shall be provided for all street trees or alternative landscaping. All imported soils shall be tested and the results provided to the City for approval before import. Import soil shall be amended with compost per city standards in place of other soil amendments. Street trees, or alternative landscaping, may require tree grates and an automatic

sprinkler system with a "weather smart" controller per EBMUD's definition.

Removal of any existing street trees shall comply with the provisions of Chapter 10 of Title 7 of the Emeryville Municipal Code, including, but not limited to, providing replacement trees of equal or cumulative diameter and/or payment of a replacement value fee as determined by a certified arborist, or combination thereof. The replacement trees shall be provided off-site but within the vicinity of the project site. **[Public Works]**

Note: The on-site and off-site landscaping and irrigation plans required by conditions (a) and (b) above may be combined into a single landscaping and irrigation plan showing both on-site and off-site improvements.

c. Recycled Water. Prior to the issuance of a building permit, Applicant shall submit plans for the approval of the Planning Director showing the design of a plumbing system to serve nonpotable uses in common areas including, but not limited to, landscaped areas and planters, if recycled water is available at the project site at a reasonable cost, is of adequate quality, will not be detrimental to public health, and will not adversely affect downstream water rights, degrade water quality or injure plants, fish and wildlife. In addition, Applicant shall submit a letter from the recycled water provider (East Bay Municipal Utility District) stating requirements for recycled water plumbing, prior to issuance of building permit. If Applicant is not complying with the requirements of the recycled water provider, Applicant shall provide a written explanation of its actions. **[Planning]**

d. Trash and Recycling Facilities. Prior to the issuance of a building permit, the Public Works Director shall review and approve the design and siting of trash and recycling facilities including the following elements:

• Maintenance and Service: Trash storage and recycling areas shall include adequate space for the maintenance and servicing of containers for recyclable materials that are provided by local disposal and recycling companies. Sewer drains, fire sprinklers, enclosures, and roofing (if outdoors) shall be provided as per city standards.• Adequate Space for Trash and Recyclables: The amount of space provided for the collection and storage of recyclable materials shall be at least as large as the amount of space provided for the collection and storage of trash materials and shall reflect the estimated volumes of trash and recyclable and compostable materials to be generated providing for the separate and dedicated containers for those materials with the goal of 25% or less of the total materials generated going to a landfill. An appropriately sized and designed area for wastes banned from regular trash containers such as electronics, fluorescent lamps and batteries shall be designated. Residential properties will also provide area for bulky item collection such as mattresses, furniture, tires and white goods.
• Convenience and Accessibility: The recycling area shall be at least as accessible and convenient for tenants and collection vehicles as the trash collection and storage area. If chutes are planned then separate, properly labeled (as per City Standards) and dedicated chutes must be provided for each and every collected stream of materials - not just for trash (non-recyclable and non-compostable materials.) The trash and recycling room(s) or areas shall be located on an exterior wall of the building (if indoors) with adequately-sized door or gate access to the street through the wall so as to minimize distance for the collection vehicle personnel and eliminate temporary outdoor storage of containers on collection days. If the storage area is located outside then it must be easily accessible by the collection vehicles. If the day-to-day-use trash and recycling area(s) cannot be located adjacent to the street, then service-day locations easily accessible by the collection vehicle staff, must be provided in an area on-site as per city standards in enclosures completely screened and covered from off-site view by a solid fence or masonry wall at least six feet high and in harmony with the architecture of the building(s) The applicant shall provide a diagram with the site and how vehicles will access and empty the various discarded material containers. **[Public Works]**

e. Development Sign. The project is allowed one development sign indicating developer, architect, contractor, etc. during construction that shall not exceed twelve square feet. Other development/marketing signs may be approved administratively by the Planning Director provided that they are removed prior to issuance of a final certificate of occupancy. **[Planning]**

f. Exterior Lighting. Prior to issuance of a building permit, Applicant shall provide sufficient information for the Planning Director to confirm that exterior lighting for the project complies with the following standards and criteria: **[Planning]**

i. Parking area illumination shall conform to the requirements of Article 55 of Chapter 4 of Title 9 of the Emeryville Municipal Code.

ii. Light fixtures attached to buildings shall be designed as an integral part of the building facades to highlight building forms and architectural details.

g. Noise. Prior to the issuance of a building permit, the Building Official shall confirm that the project is designed in order to limit noise exposure to those levels set forth in the Emeryville Municipal Code and General Plan. **[Building]**

2. PRIOR TO ISSUANCE OF A CERTIFICATE OF OCCUPANCY

a. Sign Permit. Applicant shall apply for a sign permit for any proposed signs not included in this approval, in accordance with the Sign Regulations at Article 61 of Chapter 4 of Title 9 of the Emeryville Municipal Code. **[Planning]**

b. Master Sign Program. Applicant shall apply for a master sign program in accordance with the Section 9-4.61.3(e)(3) of the Emeryville Municipal Code. The master sign program shall be reviewed and approved by the Planning Commission prior to implementation. Applicant shall submit to the Planning Director an overall tenant sign handbook, detailing sign requirements, restrictions, dimensions, colors, materials, approval procedures, prohibited signs, a protocol for temporary signs and other specifications for the long-term operations of the sign program. When a specific sign design is submitted to the Planning Department for approval, the sign application shall indicate how the sign is consistent with the approved master sign program. **[Planning]**

c. Completion of Landscaping.

i. Prior to issuance of a certificate of occupancy, the project landscape architect shall confirm to the Planning Director that all

on-site landscaping is completed and in accordance with the final building permit and improvement plans, including off-site and public improvements, or that other acceptable arrangements acceptable have been made for ensuring that the work is completed, such as an irrevocable standby letter of credit to cover all costs of the unfinished work plus 25 percent. **[Planning]**

ii. Prior to issuance of a certificate of occupancy, the project landscape architect shall confirm to the Public Works Director that all off-site landscaping is completed and in accordance with the final building permit and improvement plans, including off-site and public improvements, or that other acceptable arrangements acceptable have been made for ensuring that the work is completed, such as an irrevocable standby letter of credit to cover all costs of the unfinished work plus 25 percent. **[Public Works]**

d. Equipment/Storage. Prior to issuance of a certificate of occupancy, the Planning Director shall confirm that: **[Planning]**

i. All mechanical equipment, including electrical and gas meters, heating/air conditioning or ventilation units, radio/TV antennas or satellite dishes shall be appropriately screened from off-site view, and electrical transformers shall be either placed underground or appropriately screened.

ii. All trash enclosures shall be completely screened and covered from off-site view by a solid fence or masonry wall at least six feet high and in harmony with the architecture of the building(s). Alternatively, the trash facilities may be placed within the building.

iii. All visible vents, gutters, down spouts, flashings, and the like shall match the color of adjacent surfaces, or shall be incorporated into the overall exterior color and materials scheme for the building.

3. ONGOING

a. Landscaping. All landscaping improvements shall be maintained in a healthy, growing condition at all times. The landscaped areas shall be irrigated by an automatic sprinkler system designed to reduce water usage. Applicant shall replace all landscaping that dies with the exact living species, or substitutes approved by the Planning Director.

b. No Outside Storage. There shall be no outside storage of any type in parking areas. Those areas shall be kept free of obstruction and available for their designated use at all times. Boats, trailers, camper tops, inoperable vehicles and the like shall not be parked or stored on the parking areas.

c. Maintenance and Graffiti Removal. The site and improvements shall be well maintained and kept free of litter, debris, weeds and graffiti. Any graffiti shall be removed within 72 hours of discovery in a manner which retains the existing color and texture of the original wall or fence as most practically feasible.

d. Noise. The project shall operate in order to limit noise exposure to those levels set forth in the Emeryville Municipal Code and General Plan.

e. Exterior Lighting. Exterior lighting shall provide adequate illumination for on-site security and display purposes for the building, parking lots and pedestrian accessways while limiting off-site spillover of light through shielding. No light shall create a hazard for auto drivers.

f. Real Estate Signs in Public Right-of-Way. Pursuant to Section 9-4.61.3(f) of the Emeryville Municipal Code, temporary directional real-estate signs indicating that a residential dwelling is open for public inspection, containing primarily the words "open house," the address of the property and the name of the firm to contact, on an "A" frame sign with no more than four square feet of sign area on each of two sides, may be placed off-site on public property on Saturdays and Sundays between the hours of 12:00 noon and 6:00 p.m., and are exempt from design review permits. Such signs are not allowed on public property, on-site, or elsewhere at any other time.

F. STORMWATER

1. GENERAL.

   a. Design, Construction, Operation, and Maintenance. The project shall be designed, constructed, operated, and maintained in conformance with the attached "Stormwater Pollution Prevention and Source Control Measures" ("Stormwater Measures") and the City's "Stormwater Guidelines for Green Dense Redevelopment" ("Stormwater Guidelines").

   b. Cost Recovery. The applicant shall pay cost recovery fees related to the verification of permanent stormwater treatment drainage facilities planned and implemented on the site. Fees will be charged for plan check and engineering analysis of stormwater treatment system, inspection during construction of stormwater treatment facilities, and inspection before the issuance of the certificate of occupancy to verify that the stormwater treatment systems are properly functioning. Applicant shall also permit city representatives to perform inspection of said treatment facilities to enter the property during and after construction to perform said duties **[Public Works]**

2. PRIOR TO ISSUANCE OF A BUILDING PERMIT.

   a. Compliance with Stormwater Measures. Prior to the issuance of a building permit, the applicant shall submit plans as part of the building permit package, showing how the project complies with the attached Stormwater Measures, in particular with the provision C.3 requirements of the City's NPDES Stormwater Permit and with plans and calculations showing how the project meets the numeric hydraulic sizing requirements as described in Section A of the attached Stormwater Measures. The applicant shall also provide calculations showing the percentage of percentage of on-site stormwater treatment through mechanical means and percentage of on-site treatment through vegetative means. If a portion of on-site stormwater treatment is through mechanical means, then the applicant shall provide justification as to why all on-site treatment by vegetative means is not feasible. **[Public Works]**

   b. Site Grading and Storm Drainage. Prior to the issuance of a building permit, the Public Works Director shall confirm that the building permit plans, specifications and information include detailed site drainage, grading plans and hydraulic calculations in conformance with the City=s stormwater runoff requirements and specifications. All runoff from the

site shall be intercepted at the project boundary, and shall be collected and conducted via an approved drainage system through the project site to an approved public storm drain facility. Roof drainage from the structure shall be collected via a closed pipe facility to an approved drainage facility. No concentrated drainage of surface flow across sidewalks shall be permitted. Grading and drainage plans shall conform to Section A of the attached Stormwater Measures. **[Public Works]**

c. Site Plan. The site plan shall conform to Section B of the attached Stormwater Measures. **[Public Works]**

d. Operations and Maintenance Agreement. Prior to the issuance of a building permit, Applicant shall enter into a Stormwater Treatment Measures Operation and Maintenance Agreement with the City of Emeryville to ensure the faithful performance of the design, construction, operation, and maintenance of the stormwater treatment systems. **[City Attorney/Public Works]**

3. DURING CONSTRUCTION. Applicant and contractor shall comply with Section C of the attached Stormwater Measures. **[Public Works]**

4. PRIOR TO THE ISSUANCE OF CERTIFICATE OF OCCUPANCY

a. Commitment to the Stormwater Pollution Prevention Practices. Prior to the issuance of a certificate of occupancy, Applicant shall submit evidence of commitment to the stormwater pollution prevention practices, as detailed in Section D of the attached Stormwater Measures. **[Public Works]**

b. Completion of Construction of Stormwater Treatment Systems. Prior to issuance of a certificate of occupancy, the Public Works Director shall confirm that the stormwater treatment systems are properly installed and functioning. **[Public Works]**

c. ONGOING. The owner/operator of the facility shall permit, in perpetuity, allow city representatives to enter the property during and after construction in order to perform periodic inspection of stormwater treatment facilities.

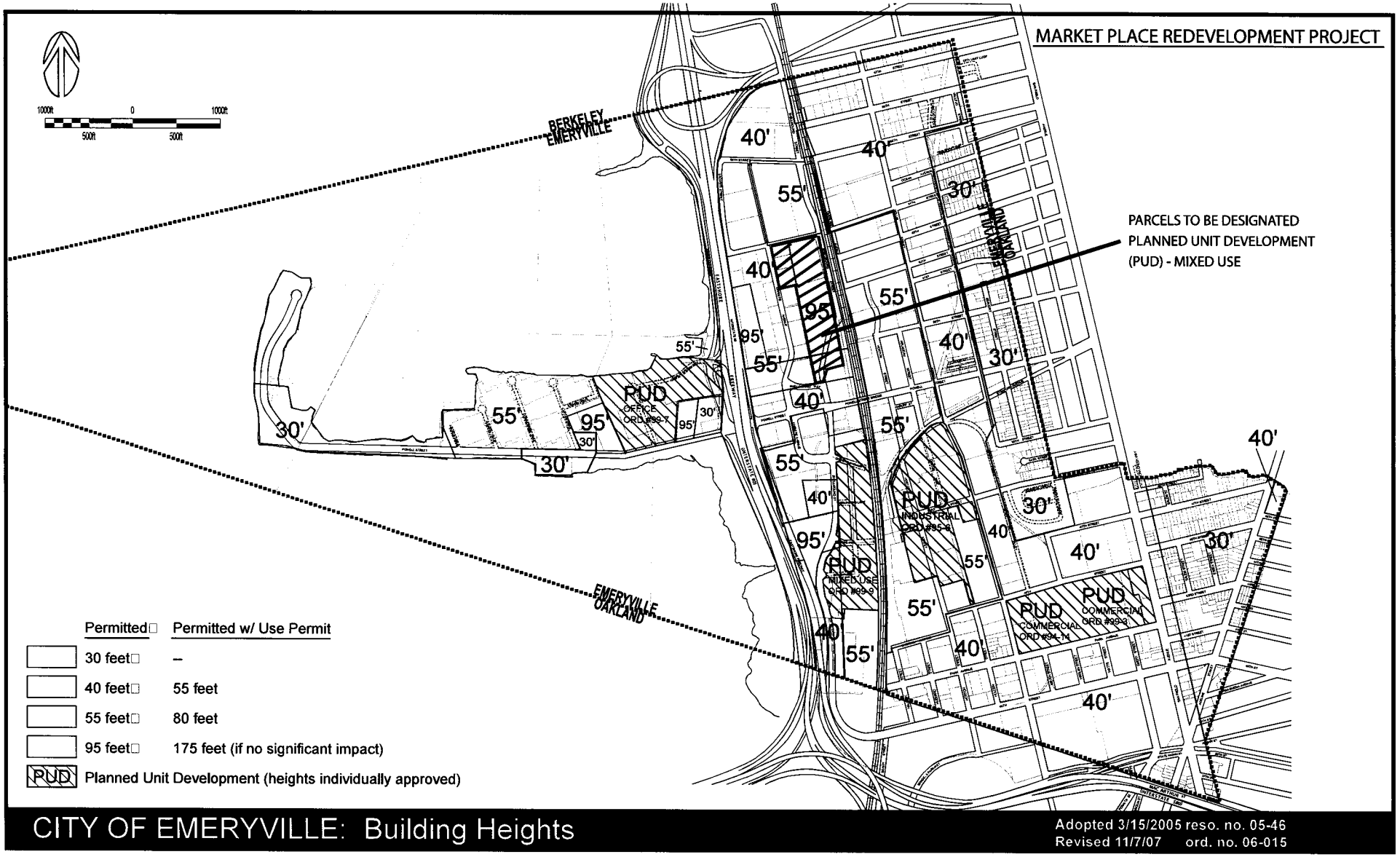
G. FUTURE LAND USE APPROVAL PROCEDURES

1. BUSINESS LICENSE REQUIREMENT. Land use approvals do not abrogate the City's requirement for any business operating within the City to have a business

tax certificate ("business license"), nor for a specific operator to obtain a cabaret or dance hall license issued through the Police and Finance Departments and approved by the City Council.

2. ACTIVITIES OUTSIDE OF BUILDING. No sales of merchandise or services, nor any business activity related to any retail or commercial space, shall take place outside of the building or in any retail kiosk without prior approval of the Director of Planning and Building.

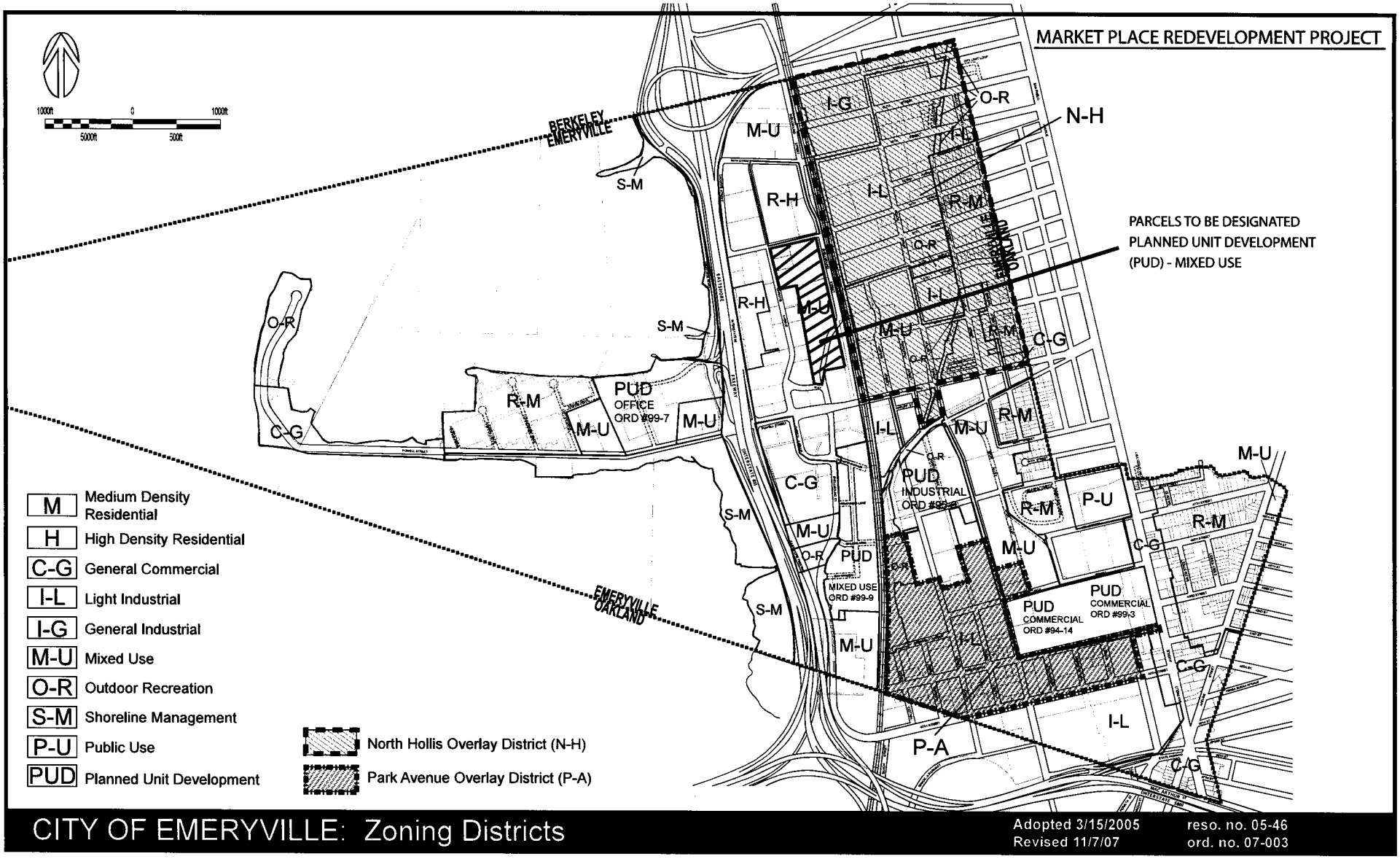
ATTACHMENT TO CITY COUNCIL ORDINANCE NO. 08-



CITY OF EMERYVILLE: Building Heights

Adopted 3/15/2005 reso. no. 05-46
Revised 11/7/07 ord. no. 06-015

ATTACHMENT TO CITY COUNCIL ORDINANCE NO. 08-



CITY OF EMERYVILLE: Zoning Districts

Adopted 3/15/2005 reso. no. 05-46
Revised 11/7/07 ord. no. 07-003

EXHIBIT B: CITY COUNCIL RESOLUTION NO. 08-__: MITIGATION MONITORING AND REPORTING PROGRAM

This Mitigation Monitoring and Reporting Program (MMRP) was formulated based on the findings of the Environmental Impact Report (EIR) prepared for the Marketplace Redevelopment Project in the City of Emeryville. This MMRP is in compliance with Section 15097 of the *CEQA Guidelines*, which requires that the Lead Agency "adopt a program for monitoring or reporting on the revisions which it has required in the project and the measures it has imposed to mitigate or avoid significant environmental effects." The MMRP lists mitigation measures recommended in the EIR and identifies mitigation monitoring requirements.

Table 1 presents the impacts and mitigation measures identified for the Reduced Main Street alternative, as this alternative was selected as the project. Each mitigation measure is numbered according to the topical section to which it pertains in the EIR. As an example, Mitigation Measure TRAF-1 is the first mitigation measure identified in the EIR for the Reduced Main Street alternative.

The first column of Table 1 identifies the impact and the second column identifies the mitigation measure from the EIR. The third column, entitled "Party Responsible for Implementing Mitigation," names the party responsible for carrying out the required action. The fourth column, "Implementation Timing," identifies the time the mitigation measure should be initiated. The fifth column, "Party Responsible for Monitoring," names the party ultimately responsible for ensuring that the mitigation measure is implemented. "Action by Monitor" outlines the steps for monitoring the action identified in the mitigation measure. The sixth column, entitled "Monitoring Timing," states the time the monitor must ensure that the mitigation measure has been implemented. The last column will be used by the City to ensure that individual mitigation measures have been monitored.

Table 1: Mitigation Monitoring and Reporting Program

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
A. Land Use – ***There are no significant Land Use Impacts***							
B. Population, Employment, and Housing – ***There are no significant Population, Employment and Housing Impacts***							
C. Transportation and Circulation							
TRAF-1: The **I-80 EB Ramps/Powell Street intersection** currently operates at LOS E during the PM peak hour and Saturday peak hour. Under the **Existing Plus Project** scenario, the intersection operation would degrade to LOS F during the PM peak hour and delay would increase by 10 seconds. On Saturday, the addition of project traffic would increase delay by 8 seconds. The addition of project traffic would also increase the 95th percentile queue lengths to four approaches that currently exceed or are projected to exceed the available storage capacity.	TRAF-1a: This development, in conjunction with other planned/approved developments in the area, would contribute to over capacity conditions at several intersections, including I-80EB Ramps/Powell Street intersection, in the near future. While it is beyond the ability of any one project to mitigate the impacts to the transportation network, measures that aim to (1) improve intersection operation with physical improvements; and (2) reduce dependence on automobile trips, and increase transit, walking and bicycling trips are recommended below. The following improvements to the I-80 EB Ramps/Powell Street intersection shall be implemented: 1) Reconstruct the off-ramp to provide dual left-turn and dual right-turn lanes. The additional lane should be about 900 feet. 2) Reconstruct the southeast corner of the Powell Street/I-80 Eastbound Ramps intersection improving the curb radii to 40 feet. 3) Relocate the north side of Powell Street 12 to 14 feet between Christie Avenue and Eastbound I-80 Ramps to align westbound Powell Street through lanes across the intersection with Eastbound I-80 Ramps. This improvement will also allow the widening of the eastbound right-turn lane at the Powell Street/Christie Avenue intersection to 14 feet and construction of a pedestrian median refuge on the west side of the Powell Street/Christie Avenue intersection. This change requires right-of-way along the north side of Powell Street between Christie Avenue and the I-80 Eastbound On-Ramp. This recommendation should be implemented with Mitigation Measure TRAF-2 to provide corridor benefits. Changes must be implemented in a manner that safety is enhanced for Bay Trail crossing for pedestrians and bicyclists. Changes shall be implemented as part of a comprehensive streetscape designs for the area where travel by all modes is optimized. This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore the City shall update its Traffic Impact Fee Program to include this improvement, and the Project Applicant shall pay their fair share cost of the improvements based on the updated Traffic Impact Fee. Each of the changes to the I-80 EB ramps requires right-of-way acquisition and an encroachment permit from Caltrans to implement both of which may be significant obstacles to overcome. Thus, the impact would remain significant and unavoidable until sufficient right-of-way can be acquired and Caltrans approves an encroachment permit.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
	TRAF-1b: Implementation of the following mitigation measure will help minimize the project's impacts on intersection operation; however as it is difficult to quantify the effects of Transportation Demand Management (TDM) measures implementation of this measure alone would not reduce this impact to a less-than-significant level. The project applicant shall prepare and implement a comprehensive TDM program that includes the following elements to encourage and enhance alternate modes of travel: • Transit amenities, including bus pull-outs, transit information and ticket kiosks, and discounted transit passes for employees and residents. • Carpool/vanpool support, including preferential parking spaces and ride-matching programs. • Carshare support, including free parking spaces, on-site information and advertising, and discounted rates/long-term contracts. Bicycle amenities, including bicycle parking racks, pilot bicycle rental program, new bicycle paths, and shower/locker facilities.	Prepare and submit Transportation Demand Management Plan prior to or with submittal of building permit	Project Applicant	City of Emeryville, Planning and Building Department	Review and approve Transportation Demand Management Plan	Prior to issuance of building permit	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-1 *Continued*	In addition, the TDM plan should discourage automobile use by incorporating the following elements: • Residential parking spaces should be unbundled from the units. • All non-residential parking should be paid parking. • Monthly parking permits should not be provided for employees. • Provision of car sharing facilities on-site could help reduce auto ownership amongst future residents/tenants of the building and encourage alternative modes for trips generated by the site. The TDM program shall be submitted to City staff for review and acceptance prior to approval of any Final Development Plans.						
TRAF-2: The **Powell Street/Christie Avenue intersection** would operate at an acceptable service level under the **Existing Plus Project** scenario. However, vehicle queue spillback affects overall intersection and system operations. The addition of project traffic would exacerbate existing queuing problems, contributing poor operations on three intersection approaches (See Table V.C-11).	TRAF-2a: Implementation of the mitigation measures by the City detailed below would reduce this impact to a less-than-significant level. However, each of the changes requires right-of-way acquisition to implement. Thus, the impact could remain significant and unavoidable until sufficient right-of-way can be acquired. The following improvements made to the intersection of Powell/Christie Avenue shall be implemented: 1) Reconstruct the westbound approach to provide a second left turn lane. The resulting two left turn lanes should be 250 feet in length. The south side of the Powell Street bridge would need to be widened by about 12 feet to accommodate the second left turn lane. 2) Reconstruct the southbound approach to provide a southbound left-turn lane (in addition to the shared left-through lane and a central median). The lane would extend from Powell Street back to Shellmound Way. This change would require widening the west side of Christie Avenue by about 20 feet. This change requires right-of-way along the west side of Christie Avenue. 3) Re-time the Powell/Christie Loop signalized intersections to coordinate the critical movements through the intersection. These recommendations should be implemented with Mitigation Measure TRAF-1a to provide corridor benefits. These changes shall be implemented as part of a comprehensive streetscape designs for the area where travel by all modes is optimized. Although it is not yet known if these mitigation measures can be implemented as both TRAF-1a and TRAF-2a will require right-of-way acquisition and an encroachment permit from Caltrans to implement, both of which may be significant obstacles to overcome. This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore, improvement the City shall update its Traffic Impact Fee Program to include this recommendation, and that the Project Applicant shall pay their fair share cost of the improvements based on the updated Traffic Impact Fee.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
	TRAF-2b: Mitigation Measure 1b, which required a TDM Plan, shall also be implemented to further minimize the project's impacts on intersection operations.	See Mitigation Measure TRAF-1b.					
TRAF-3: Under the **Existing Plus Project** scenario, the **Powell Street/Hollis Street intersection** is projected to degrade from a LOS D to LOS E. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 56 seconds, a 5-second increase.	TRAF-3: Implement Mitigation Measure 1b and protected-permitted signal phasing for the north/south left turn movements. This will require a 5- to 6-foot lane shift for northbound Hollis Street traffic approaching Powell Street and reconstruction of the southwest corner of the intersection to accommodate tractor-trailer trucks making a right-turn from Powell Street to Hollis Street. The lane shift will require right-of-way along the west side of Hollis Street. Implementation of this measure by the City would reduce the project impact to a less-than-significant level. However, reconstruction and widening of this corner is in conflict with the City's wider goal of creating a road network in the city that is friendly to bicyclists and pedestrians. Therefore, this impact would remain significant and unavoidable.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include signal phasing	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-4: The **Ashby Avenue/San Pablo Avenue intersection** is projected to operate at LOS F with an overall average delay of 81 seconds during the PM peak hour in **2010**. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 90 seconds, a 9 second increase.	TRAF-4: To reduce this impact to a less than significant level, the intersection would have to modified, when traffic conditions warrant, to provide dual northbound left-turn lanes similar to the northbound left-turn lane design on San Pablo Avenue at 40th Street. Construction of this improvement would require elimination of on-street parking along San Pablo Avenue approaching the intersection. Relocation of the bus stop for buses operating along San Pablo Avenue would also be required. The applicant shall pay a fee based on its fair share of the project's anticipated growth in traffic to the intersection toward the cost to implement this improvement. The payment shall be made to the City of Emeryville, for the benefit of the City of Berkeley, prior to issuance of the temporary certificate of occupancy for the last building. However, this intersection is located in the City of Berkeley and is also under the jurisdiction of Caltrans, since both Ashby Avenue and San Pablo Avenue are state highways at this intersection. This improvement will occur only with the agreement of City of Berkeley and Caltrans and would be designed such that the impacts to transit, pedestrians and cyclists are minimized. Therefore, the final selection of the appropriate intersection design, as well as implementation of the modifications, are not within the jurisdiction of the City of Emeryville. Therefore, this impact would be significant and unavoidable.	1. Pay calculated fair share of improvement prior to the issuance of the certificate of occupancy 2. Transfer payment to the City of Berkeley and/or Caltrans prior to construction of improvements at San Pablo and Ashby avenues	1. Project Applicant 2. City of Emeryville, Planning and Building Department	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify that Traffic Impact Fee is paid 2. Verify transfer of payment	1. Prior to the issuance of the certificate of occupancy 2. Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-5: The **Shellmound Street/65th Street and the Overland Street/65th Street intersections** would operate as one intersection in **2010** and is projected to operate at an acceptable LOS D with an overall average delay of 46 seconds during the PM peak hour. The addition of project trips during the weekday PM peak hour would degrade the LOS to E and increase overall intersection delay to 56 seconds, an 11 second increase Additionally the intersection would experience deficient operations when a train crosses over 65th Street.	TRAF-5: Implement Mitigation Measure TRAF-1a and modify signal operations to provide protected/permitted left-turns on the southbound Shellmound Street approach. Implementation of this improvement by the City would improve the overall intersection operations to LOS E in the PM peak hour in 2030, reducing the impact to a less-than-significant level. This impact also occurs in the 2010 and 2030 scenarios and can be attributed to existing traffic in the area, as well as traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include this recommendation, and that the project applicant contribute their fair share to these improvements through the payment of fees based on the updated Traffic Impact Fee.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-6: The **64th Street/Shellmound Street intersection**, a side-street stop-controlled intersection, is projected to operate at an overall acceptable service level in **2010**. The side-street is also expected to operate acceptably prior to the addition of project traffic in 2010. The addition of project traffic would result in unacceptable side-street operations in 2010, although the intersection would continue to operate at an overall acceptable service level.	TRAF-6: The applicant shall install a traffic signal at the intersection of 64th Street/Shellmound Street when warranted by actual conditions. At the occupancy of each phase the applicant shall provide a traffic report prepared by a licensed traffic engineer to determine whether conditions warrant a traffic signal at this intersection.	1. Prepare traffic report analyzing traffic conditions at intersection 2. Install traffic signal when warranted.	Project Applicant 2. Project Applicant	City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify results of traffic impact 2. Verify that signal has been installed	1. Prior to issuance of the certificate of occupancy for each phase 2. Prior to issuance of the certificate of occupancy for the phase that triggers the need for a signal	*Name:* *Date:*
TRAF-7: The **I-80 EB Ramps/Powell Street intersection** is projected to operate at LOS F during the PM peak hour and Saturday peak hour in **2010**. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity.	TRAF-7: Implement Mitigation Measure TRAF-1a and 1b.	See Mitigation Measure TRAF-1a and 1b.					

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-8: The **Powell Street/Hollis Street intersection** is projected to operate at unacceptable LOS E with an overall average delay of 80 seconds during the PM peak hour in **2010**. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS F with an overall intersection delay of 76 seconds, a 6 second increase.	TRAF-8: Implement Mitigation Measures TRAF-1a and 1b and 3.	See Mitigation Measures TRAF-1a and 1b and 3.					
TRAF-9: The **40thStreet/Hollis Street intersection** is projected to operate at an acceptable LOS D with an overall average delay of 50 seconds during the PM peak hour in **2010**. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS E with an overall intersection delay of 56 seconds, a six second increase.	TRAF- 9: Retime the traffic signals on the 40th Street corridor to improve traffic flow and minimize delay and queuing. This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation, and that the Project Applicant contribute their fair share to these improvements through the payment of fees based on the updated Traffic Impact Fee.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-10: The **40thStreet/San Pablo Avenue (CA-123) intersection** is projected to operate at an unacceptable service level E during the PM and Saturday peak hours in **2010**. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours.	TRAF- 10: Implement Mitigation Measure TRAF-1a and 1b and the planned improvements to the 40th Street/San Pablo Avenue intersection, including the provision of an exclusive eastbound right turn lane. Install this improvement with a right turn overlap phase and retiming of the signals on the 40th Street and San Pablo Avenue corridors, taking into account BART operation. The final design must accommodate cyclists. However, as San Pablo Avenue is a Caltrans facility, the City cannot assure the implementation of this measure, the impact may remain significant and unavoidable.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-11: The **Shellmound Way/Christie Avenue** intersection is projected to operate at an acceptable service level both without and with the project in **2010**. However, the addition of project traffic would result in the westbound left-turn movements, exceeding the available storage length and spilling back to Shellmound Street.	TRAF-11: Implement Mitigation Measure TRAF-2a and 1b.	See Mitigation Measure TRAF-2a and 1b.					
TRAF-12: The **Shellmound Way/ Shellmound Street intersection** is projected to operate at an acceptable service level both without and with the project in **2010**. However, the addition of project traffic would result in the 95th percentile eastbound vehicle queues exceeding the available storage, resulting in vehicle queue spillback to Christie Avenue.	TRAF-12: Implement Mitigation Measure TRAF-2 and 1b.	See Mitigation Measure TRAF-2 and 1b.					

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-13: The **Powell Street/Christie Avenue intersection** would operate at an acceptable service level in **2010**, both without and with the project. However, vehicle queue spillback would affect overall intersection and system operations. The addition of project traffic would exacerbate existing queuing problems, contributing to poor operations for the southbound through movement, the westbound right-turn movement and the eastbound right-turn movement during the weekday PM and Saturday afternoon peak hours.	TRAF-13: Implement Mitigation Measures TRAF-2a and 1b.	See Mitigation Measures TRAF-2a and 1b.					
TRAF-14: The **Ashby Avenue/San Pablo Avenue intersection** is projected to operate at LOS F with an overall average delay of 128 seconds during the PM peak hour in **2030**. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 135 seconds, a seven second increase.	TRAF-14: Implement Mitigation Measures TRAF-4 and 1b.	See Mitigation Measures TRAF-4 and 1b.					
TRAF-15: The **Shellmound Street/65th Street and the Overland Street/65th Street** would operate as one intersection in **2030** and is projected to operate at an unacceptable service level F with an overall average delay of 96 seconds during the PM peak hour and at an acceptable service level D with an overall average delay of 43 seconds during the Saturday peak hour. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 119 seconds, a 23 second increase. The addition of project trips during the Saturday afternoon peak hour would degrade the intersection to LOS F and increase overall intersection delay to 156 seconds, a 113 second increase. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM and Saturday afternoon peak hours.	TRAF-15: Implement Mitigation Measures TRAF-5 and 1b.	See Mitigation Measures TRAF-5 and 1b.					
TRAF-16: The **65thStreet/Hollis Street intersection** is projected to operate at an acceptable service level D with an overall average delay of 40 seconds during the PM peak hour in **2030**. The addition of project trips during the weekday PM peak hour would degrade the intersection to LOS E with an overall intersection delay of 59 seconds, a 19 second increase.	TRAF-16: Retime this traffic signal to improve traffic flow and minimize delay and queuing. This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. Therefore, it is recommended that the City update the Traffic Impact Fee Program to include the recommendation, and that the Project Applicant contribute their fair share to these improvements through the payment of fees based on the updated Traffic Impact Fee.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-17: The **64th Street/Shellmound Street intersection**, a side-street stop-controlled intersection, is projected to operate at an overall acceptable service level in **2030**. The side-street is also expected to operate acceptably prior to the addition of project traffic in 2030. The addition of project traffic would result in unacceptable side-street operations in 2030, although the intersection would continue to operate at an overall acceptable service level.	TRAF-17: Implement Mitigation Measures TRAF-6 and 1b.	See Mitigation Measures TRAF-6 and 1b.					

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-18: The **I-80 EB Ramps/Powell Street intersection** is projected to operate at LOS F during the PM peak hour and Saturday peak hour in **2030**. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity.	TRAF-18: Implement Mitigation Measure TRAF-1a and 1b.	Mitigation Measure TRAF-1a and 1b.					
TRAF-19: The **Powell Street/Hollis Street intersection** is projected to operate at LOS F with an overall average delay of 114 seconds during the PM peak hour in **2030**. The addition of project trips during the weekday PM peak hour would increase overall intersection delay to 122 seconds, a 8 second increase.	TRAF-19: Implement Mitigation Measure 1b and 8.	See Mitigation Measure 1b and 8.					
TRAF-20: The **40thStreet/Horton Street intersection** is projected to operate at an unacceptable service level F during the PM peak hour in **2030**. The addition of project trips during the weekday PM peak hour would increase delay by more than 4 seconds. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM peak hour.	TRAF-20: Construct an exclusive southbound left-turn lane and change the phasing of the northbound and southbound approaches from split phasing to simultaneous north/south left-turn phasing. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits. This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. It is recommended that split phasing be implemented but not construction of the left turn lane as this measure is in conflict with the City's wider goal of creating a road network that is bicycle and pedestrian friendly. This impact, therefore, would remain significant and unavoidable.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1. Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-21: The **40thStreet/Hollis Street intersection** is projected to operate at an unacceptable service level F with an overall average delay of 82 seconds during the PM peak hour in **2030**. The addition of project trips during the weekday PM peak hour would increase intersection delay to 90 seconds, an eight second increase. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM peak hour.	TRAF-21: Implement Mitigation Measure TRAF-1b and 9.	See Mitigation Measure TRAF-1b and 9					
TRAF-22: The **40thStreet/Emery Street intersection** is projected to operate at an unacceptable service level F during both the PM and Saturday peak hours in **2030**. The addition of project trips during the weekday PM and Saturday afternoon peak hours would increase delay by more than 4 seconds. The addition of project traffic would also increase the 95th percentile queue lengths for several approaches that currently exceed or are projected to exceed the available storage capacity during the weekday PM and Saturday afternoon peak hours.	TRAF-22: Construct an exclusive southbound left-turn lane and re-stripe the northbound approach to provide an exclusive left-turn lane and a shared through/right-turn lane. Change the phasing of the northbound and southbound approaches from split phasing to phasing that allows for protected north/south lag/lead left turns with a lagging northbound left turn and a leading southbound left-turn. This lead/lag configuration is needed because these turns cannot be served at the same time since their paths would cross. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits. This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. It is recommended that split phasing be implemented but not construction of the left turn lane as this measure is in conflict with the City's wider goal of creating a road network that is bicycle and pedestrian friendly. This impact, therefore, would remain significant and unavoidable.	1.Pay Traffic Impact Fee prior to the issuance of the certificate of occupancy 2. Update Traffic Impact Fee Program to include this improvement	1.Project Applicant 2. City of Emeryville, Planning and Building Department	1.City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1.Verify that Traffic Impact Fee is paid 2. Verify that the Traffic Impact Fee Program is updated	1.Prior to the issuance of the certificate of occupancy 2.Prior to the issuance of the certificate of occupancy	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-23: The **40th Street/San Pablo Avenue (CA-123) intersection** is projected to operate at an unacceptable service level F during the PM and Saturday peak hours in **2030**. The addition of project traffic would increase delay by more than 4 seconds during both the PM and Saturday peak hours.	TRAF-23: Implement Mitigation Measure TRAF-1b and 10.	See Mitigation Measure TRAF-1b and 10.					
TRAF-24: The **Mandela Parkway/Horton Street intersection** is projected to operate at an unacceptable service level F during both the PM and Saturday peak hours in **2030**. The addition of project trips during the weekday PM and Saturday afternoon peak hours would increase delay by more than 4 seconds.	TRAF-24: Install a traffic signal and construct an exclusive southbound right-turn lane with overlap phasing. Implementation of this measure would reduce the project impact to a less-than-significant level. Implement with Mitigation Measures TRAF-1a and 1b to provide corridor benefits. This impact can be attributed to traffic from approved, planned, and potential developments in and around Emeryville. The applicant shall pay a fee based on its fair share of the project's anticipated growth in traffic to the intersection toward the cost to implement this improvement. The payment shall be made to the City of Emeryville, for the benefit of the City of Berkeley, prior to issuance of the temporary certificate of occupancy for the last building. However, this intersection is located in the City of Oakland. Therefore, the final selection of the appropriate intersection design, as well as implementation of the modifications, are not within the jurisdiction of the City of Emeryville. Therefore, this impact would be significant and unavoidable.	1. Pay calculated fair share of improvement prior to the issuance of the certificate of occupancy 2. Transfer payment to the City of Oakland prior to construction of improvements at San Pablo and Ashby avenues	1. Project Applicant 2. City of Emeryville, Planning and Building Department	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify that Traffic Impact Fee is paid 2. Verify transfer of payment	1. Prior to the issuance of the certificate of occupancy 2. Prior to the issuance of the certificate of occupancy	*Name:* *Date:*
TRAF-25: The **Shellmound Way/Christie Avenue intersection** is projected to operate at an acceptable service level both without and with the project in **2030**. However, the addition of project traffic would result in the westbound left-turn movements exceeding the available storage length and spilling back to Shellmound Street during the Saturday peak hour.	TRAF-25: Implement Mitigation Measure TRAF-1b and 2.	See Mitigation Measure TRAF-1b and 2.					
TRAF-26: The **Powell Street/Christie Avenue intersection** would operate at an acceptable service level in **2030**, both without and with the project. However, the addition of project traffic would exacerbate existing queuing problems, contributing to poor operations on some intersection approaches.	TRAF-26: Implement Mitigation Measures TRAF-1b and 2.	Mitigation Measures TRAF-1b and 2.					
TRAF-27: The addition of project traffic would worsen side street operations at the Shellmound Street/Woodfin Hotel/ Marketplace Driveway intersection to LOS F with buildout of the project.	TRAF-27: The driveway serving the Woodfin Hotel cannot accommodate significant additional traffic flows. The parking area serving the new land uses on the Shellmound site shall be designed to orient the majority of outbound traffic, about 80 percent, away from the shared driveway. Alternatively, this driveway could be restricted to right-in/right out operation. When Phase IIA (option 1) is developed, an internal connection between the two garages would be constructed. Internal signage when the Phase II A (option 1) garage is built, shall direct vehicles to exit from the driveway aligned with 63rd Street. The Final Development Plan submittals shall be reviewed by the City Engineer prior to approval to ensure this is accomplished.	1. Prepare design plans for Woodfin Hotel driveway 2. Modify driveway	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Planning and Building Department; Public Works Department 2. City of Emeryville, Planning and Building Department; Public Works Department	1. Review and approve of Phase IIA Final Development Plans 2. Verify construction of driveway modifications	1. Prior to approval of Phase IIA Final Development Plans 2. Prior to issuance of certificate of occupancy of Phase IIA	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
TRAF-28 Vehicle queues at the pedestrian crossing are expected to increase as pedestrian activity increases around the project site. This queuing would contribute to deficient operations at the Shellmound Street/Woodfin Hotel/Marketplace Driveway and the Shellmound Street/Marketplace Drive-way/Shellmound Garage driveway.	TRAF-28: Install a pedestrian signal at the pedestrian crossing on Shellmound Street. Through design treatments, such as landscaping, consolidate pedestrian activity from the Shellmound Street/Woodfin Hotel/Marketplace Driveway and the Shellmound Street/Marketplace Driveway/Shellmound Garage driveway to the pedestrian crossing. The pedestrian signal shall be interconnected and coordinated with the signal at the Shellmound Street/Shellmound Way intersection and the Shellmound Street/ Marketplace Driveway/ Shellmound Garage intersection. Each of these improvements to be implemented by the applicant shall be detailed in the Final Development Plans for Phase I and approved prior to issuance of building permit. It should be noted that the Shellmound Street corridor from Shellmound Way through the Marketplace Driveway would operate better in the mitigated scenario than the unmitigated scenario even though vehicle queues would periodically spill back through the corridor, resulting in a significant and unavoidable queuing impact on the Shellmound Street corridor. However, the installation of a pedestrian signal would improve pedestrian safety across Shellmound Street as traffic volumes increase through the corridor, reducing the pedestrian impact to a less-than-significant level.	1. Prepare design plans for pedestrian improvements 2. Construct pedestrian improvements	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Planning and Building Department; Public Works Department 2. City of Emeryville, Planning and Building Department; Public Works Department	1. Review and approve Phase I Final Development Plans 2. Verify construction of pedestrian improvements	1. Prior to approval of Phase I Final Development Plans and issuance of building permit 2. Prior to issuance of certificate of occupancy of Phase I	*Name:* *Date:*
TRAF-29: The Reduced Main Street alternative could result in vehicle, pedestrian, and bicycle conflicts and inadequate pedestrian and bicycle access.	TRAF-29a: The applicant shall prepare a detailed circulation plan that clearly depicts vehicle, pedestrian, and bicycle access and associated routes prior to obtaining a grading or building permit. The City shall review the plan for adequacy based on applicable pedestrian, bicycle, and parking safety standards prior to issuing a grading or building permit. Additional mitigation has been identified as a result of the Applicant submitting a detailed circulation plan depicting vehicle, pedestrian, and bicycle access.	Prepare circulation plan prior to issuance of grading and building permits	Project Applicant	City of Emeryville, Planning and Building Department	Review and approve circulation plan	Prior to approval issuance of grading and building permits	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
D. Air Quality							
AIR-1: Demolition and construction period activities could generate significant dust, exhaust, and organic emissions.	AIR-1: Consistent with guidance from the BAAQMD, the following actions shall be required of construction contracts and specifications for the project. *Demolition.* The following controls shall be implemented during demolition: • Water during demolition of structures and break-up of pavement to control dust generation; • Cover all trucks hauling demolition debris from the site; and • Use dust-proof chutes to load debris into trucks whenever feasible. *Construction.* The following controls shall be implemented at all construction sites: • Water all active construction areas at least twice daily and more often during windy periods; active areas adjacent to existing land uses shall be kept damp at all times, or shall be treated with non-toxic stabilizers to control dust; • Cover all trucks hauling soil, sand, and other loose materials; • Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all unpaved access roads, parking areas, and staging areas at construction sites; • Sweep daily (with water sweepers) all paved access roads, parking areas, and staging areas at construction sites; water sweepers shall vacuum up excess water to avoid runoff-related impacts to water quality; • Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets; • Apply non-toxic soil stabilizers to inactive construction areas; • Enclose, cover, water twice daily, or apply non-toxic soil binders to exposed stockpiles (dirt, sand, etc.); • Limit traffic speeds on unpaved roads to 15 mph; leaving the site; and • Suspend excavation and grading activity when winds (instantaneous gusts) exceed 25 mph. Implementation of this mitigation measure would reduce construction period air quality impacts to a less-than-significant level. • Install sandbags or other erosion control measures to prevent silt runoff to public roadways; • Replant vegetation in disturbed areas as quickly as possible; • Install baserock at entryways for all exiting trucks, and wash off the tires or tracks of all trucks and equipment in designated areas before	Implement all the dust control measures listed in Mitigation Measure AIR-1 during construction	Project Applicant and Construction contractor	City of Emeryville, Public Works Department	Visit project site and verify that dust control measures are being implemented	During project construction	*Name:* *Date:*
AIR-1 (Main Street and Reduced Main Street alternatives): Implementation of the Reduced Main Street alternative would result in regional emissions that exceed the BAAQMD standards for ozone precursor emissions.	AIR-1 (Main Street and Reduced Main Street alternatives): The *BAAQMD CEQA Guidelines* document identifies potential mitigation measures for various types of projects. The following are considered to be feasible and effective in further reducing vehicle trip generation and resulting emissions from the project. These measures shall be implemented at the project site: • Provide transit facilities (e.g., bus bulbs/turnouts, benches, shelters). • Provide bicycle lanes and/or paths, connected to community-wide network. • Provide sidewalks and/or paths, connected to adjacent land uses, transit stops, and/or community-wide network. • Provide secure and conveniently located bicycle and storage.	1. Prepare Transportation Demand Management Plan prior to or with submittal of building permit application 2. Include facilities identified by the BAAQMD as listed in AIR-1 (Main Street and Reduced Main Street alternatives) in Final Development Plans	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Review and approve Transportation Demand Management Plan 2. Confirm inclusion of recommended facilities in design plans	1. Prior to issuance of building permit 2. Prior to issuance of building permit	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
AIR-1 (Main Street and Reduced Main Street alternatives) *Continued*	• Implement feasible transportation demand management (TDM) measures including a ride-matching program, coordination with regional ridesharing organizations and provision of transit information. Implementation of an aggressive trip reduction program with the appropriate incentives for non-auto travel would reduce impacts of the alternative by approximately 10 to 15 percent. Even with this reduction, ozone precursor emissions would still exceed the significance thresholds. As a result, the Reduced Main Street alternative would have a greater impact on regional air quality impacts than the proposed project, and the impact would remain significant and unavoidable after implementation of available mitigation measures.						
E. Noise and Vibration							
NOISE-1: Local traffic will generate long-term exterior noise exceeding Normally Acceptable levels on the project site and could expose site users to unacceptable noise levels.	NOISE-1: Mechanical ventilation, such as air conditioning systems or passive ventilation, shall be included in the design for all units in the Shellmound building and units of the mixed use 64th & Christie building that face 64th Street or Christie Avenue to ensure that widows can remain closed for prolonged periods of time to meet the interior noise standard and Uniform Building Code Requirements.	Implement the noise-reducing measures described in Mitigation Measure NOISE-1	Project Applicant	City of Emeryville, Public Works Department	Verify that the features listed in Mitigation Measure NOISE-1 are included in the detailed project plans	Prior to project construction	*Name:* *Date:*
NOISE-2: Train activity from tracks adjacent to the proposed Shellmound building site would generate long-term exterior noise exceeding Normally Acceptable levels on the project site.	NOISE-2a: Mitigation Measure Noise-1 shall be implemented.	See Mitigation Measure Noise-1.					
	NOISE-2b: Windows with a minimum rating of STC-32 shall be installed for all units within the Shellmound building directly exposed to the railroad tracks at all heights.	Implement the noise-reducing measures described in Mitigation Measure NOISE-2b and include in construction specifications as part of building permit submittal	Project Applicant	City of Emeryville, Public Works Department	Verify that the features listed in Mitigation Measure NOISE-2b are included in the detailed project plans	Prior to issuance of building permits	*Name:* *Date:*
NOISE-3: The proposed project could expose future residents of the Shellmound building to excessive ground-borne vibration levels.	NOISE-3: An acoustical engineer shall prepare a detailed ground-borne noise assessment for the proposed project. The assessment shall include an analysis of the vibration isolation provided in the proposed construction design and provide future calculations for the vibration levels on each of the floors to be used for residential dwellings. The assessment shall include recommendations if necessary to reduce vibration levels to 72 VdB or less. Any vibration isolation and reduction design features provided by the acoustical engineer shall be incorporated in the final engineering plans for the project. The assessment shall be submitted and accepted by the City prior to the issuance of building permits for the Shellmound building.	1. Prepare assessment of ground-borne noise 2. Include vibration isolation and reduction design features as recommended in the report in the final engineering plans for the project	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Public Works Department 2. City of Emeryville, Public Works Department	1. Verify results of the ground-borne noise assessment 2. Verify inclusion of the vibration isolation and reduction design features in the final engineering plans	1. Prior to issuance of building permits 2. Prior to issuance of building permits	*Name:* *Date:*
NOISE-4: On-site construction activities would potentially result in short-term noise impacts on adjacent residential uses.	NOISE-4: The project construction contractors shall comply with the following noise reduction measures: • All heavy construction equipment used on the project site shall be maintained in good operating condition, with all internal combustion, engine-driven equipment equipped with intake and exhaust mufflers that are in good condition. • All stationary noise-generating equipment shall be located as far away as possible from neighboring property lines, especially residential uses.	Implement the noise-reducing measures described in Mitigation Measure NOISE-4 and include in all construction contracts and on the permit plans	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Review plans and specifications to ensure measures are detailed on the permit plans; visit project site and verify that noise control measures are being implemented	Prior to issuance of building permit; during project construction	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
NOISE-4 *Continued*	• Prohibit and post signs prohibiting unnecessary idling of internal combustion engines. • Designate a "noise disturbance coordinator" who would be responsible for responding to any local complaints about construction noise. The disturbance coordinator would determine the cause of the noise complaints (e.g., beginning work too early, bad muffler) and institute reasonable measures warranted to correct the problem. A telephone number for the disturbance coordinator would be conspicuously posted at the construction site. • Utilize "quiet" models of air compressors and other stationary noise sources where such technology exists. To further reduce potential pile driving and/or other extreme noise generating construction impacts greater than 90dBA, as many additional noise-attenuating technologies, such as the following, shall be implemented as feasible: • Erect temporary plywood noise barriers around the construction site, particularly in areas adjacent to residential buildings; • Implement "quiet" pile driving technology (such as pre-drilling of piles or the use of more than one pile driver to shorten the total pile driving duration), where feasible, in consideration of geotechnical and structural requirements and conditions; • Evaluate the feasibility of noise control at the receivers by temporarily improving the noise reduction capability of adjacent buildings by the use of sound blankets for example; and • Monitor the effectiveness of noise attenuation measures by taking noise measurements.						
NOISE-5: Based on the upper range of predicted construction vibration levels, pile driving on the project site has the potential to generate ground-borne vibration levels in excess of 0.2 inches per second at structures adjacent to and within the site.	NOISE-5: Based on the construction vibration damage criteria for specific building categories established by the FTA as shown in Table IV.E-13, the project applicant shall prepare a vibration impact assessment to determine potential vibration impacts to structures located within 75 feet of new construction based on the types of construction activities proposed on the project site. Recommendations shall be made for impacts that exceed the vibration damage criteria for adjacent building types (as indicated in Table IV.E-13) to ensure construction activities would not damage adjacent buildings. All recommendations in the impact assessment shall be incorporated into construction plans for the project.	Prepare assessment of vibration impacts and include vibration isolation and reduction design features as recommended in the report in the construction plans for the project	Project Applicant	City of Emeryville, Public Works Department	Verify results of the ground-borne noise assessment and inclusion of the vibration isolation and reduction design features in the construction plans	Prior to issuance of grading and building permits	*Name:* *Date:*
F. Hazardous Materials/Public Health and Safety							
HAZ-1: Exposure of construction workers and the public to existing contamination in soil, soil gas, and/or groundwater could result in adverse health effects.	HAZ-1a: Prior to any excavation or subsurface work in the areas subject to the two Covenants to Restrict Use of Property for the Emeryville Marketplace and the Bay Street Extension, the property owner/developer shall submit to DTSC a site health and safety plan in accordance with the requirements of the covenants. The owner shall address all DTSC requirements in the preparation of the plan. In addition to these requirements, the health and safety plan shall include health and safety procedures for workers to follow during potential contact with dewatered groundwater and exposure to methane gas. The health and safety plan shall be prepared by a qualified environmental professional and approved by DTSC prior to implementation. For areas not within the covenant areas (i.e., Retail Pad 1 and 2, 64th & Christie building), a health and safety plan shall also be prepared, as described above with regulatory agency oversight and implemented during excavation or subsurface work at these locations. The plan(s) shall be provided to agencies and contractors who would direct others or assign their personnel to construct infrastructure on the project site in areas subject to the requirements of the health and safety plan.	Submit to DTSC a site health and safety plan in accordance with the requirements of the covenants; provide approved plan to contractors and ensure all recommendations are implemented during excavation or subsurface work	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Verify with DTSC that health and safety measures, including the site-specific health and safety plan, meets their requirements; review evidence that approved plan has been provided to all applicable contractors	Prior to issuance of grading and building permits	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
HAZ-1 *Continued*	HAZ-1b: A soil management plan shall be developed by the property owner/developer and approved by the City Engineer and DTSC for the proposed project (including the proposed location of the 64th & Christie building). The plan shall be submitted prior to issuance of demolition, grading, or building permits by the City. The plan shall include provisions for management of potentially contaminated excavated soil and dewatered groundwater, requirements for clean imported fill material, inspection of areas for gross contamination prior to backfilling by a qualified environmental professional, and requirements for immediate reporting to DTSC and the City Engineer in the event that previously unidentified contamination is encountered during construction/redevelopment activities. The soil management plan shall also include a contingency plan for sampling and analysis of previously unknown hazardous substances contamination in coordination with, and with oversight from, DTSC (See also Mitigation Measure HYD-2 from the Hydrology and Storm Drainage section). For areas not within the covenant areas (i.e., Retail Pads 1 and 2, and 64th & Christie building), a soil management plan shall also be prepared, as described above, with approval by the City Engineer. The soil management plan(s), including any requirements for remediation, shall be provided to agencies and contractors who would direct others or assign their personnel to construct infrastructure on the project site in areas subject to the plans.	Implement the health and safety measures described in Mitigation Measure HAZ-1b, including preparation of a soil management plan	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Verify with DTSC that health and safety measures, including the soil management plan, meets their requirements	Prior to issuance of grading and building permits	*Name:* *Date:*
	HAZ-1c: The property owner/developer shall satisfy all requirements of the Alameda County Department of Environmental Health to obtain closure for the former leaking underground storage tank located at 6340 Christie Avenue. The requirements shall be satisfied prior to issuance of demolition, grading or building permits by the City for this property. If a deed restriction is required as a condition of closure, the restriction shall be recorded in Alameda County and all conditions of the deed restriction shall be met during and following construction by the property owner/developer.	Obtain closure of former leaking underground storage tank site at 6430 Christie Avenue from Alameda County Department of Environmental Health	Project Applicant	City of Emeryville, Public Works Department	Verify with Alameda County Department of Environmental Health that requirements for closure of former leaking underground storage tank have been met	Prior to issuance of demolition, grading or building permits	*Name:* *Date:*
	HAZ-1d: The property owner/developer shall ensure that appropriate design elements are incorporated into the building design for proposed on-site structures to address the potential for methane gas venting (e.g., installation of a vapor barrier, passive soil venting system or active soil venting systems). The design shall comply with California Title 27 Section 20919 et seq, including the requirement that the concentration of methane in facility structures not exceed 25 percent of the lower explosive limit[1] for methane in facility structures (excluding gas control or recovery system components). The design shall be submitted to the City Engineer, Emeryville Fire Department, and DTSC for review. The Emeryville Fire Department, the local enforcement agency for methane, shall provide final approval of the methane mitigation design prior to issuance of building permits and shall inspect the system(s) implemented annually or as otherwise required.	Implement the health and safety measures described in Mitigation Measure HAZ-1d	Project Applicant	City of Emeryville, Fire Department	Verify with DTSC that design elements are adequate to protect public health and safety	Prior to issuance of grading and building permits	*Name:* *Date:*
	HAZ-1e: All cracks/cap damage in the existing capped areas of the Emeryville Marketplace site shall be sealed at the time of site redevelopment activities by the contractor(s) in accordance with DTSC's recommendations in the five-year review. All existing and areas proposed for capping under the proposed project shall also be maintained by the site owner/developer to prevent exposures to contaminants in soil and groundwater.	Implement the health and safety measures described in Mitigation Measure HAZ-1e	Project Applicant	City of Emeryville, Public Works Department	Verify with DTSC that design elements are adequate to protect public health and safety	Prior to issuance of grading and building permits	*Name:* *Date:*
HAZ-2: Demolition of structures containing lead-based paint, asbestos-containing building materials, or other hazardous materials could release airborne particles of hazardous materials, which may affect construction workers and the general public.	HAZ-2a: As a condition of approval for a demolition permit for the buildings located at 6340 and 6390 Christie Avenue, a lead-based paint and asbestos survey shall be performed by a qualified environmental professional. Based on the findings of the survey, all loose and peeling lead-based paint and identified asbestos hazards shall be abated by a certified contractor in accordance with local, state, and federal requirements, including the requirements of the Bay Area Air Quality Management District (Regulation 11, Rule 2). The findings of the survey shall be documented by the qualified environmental professional and submitted to the City.	Conduct surveys for lead-based paint and asbestos	Project Applicant	City of Emeryville, Planning and Building Department	Verify that surveys have been performed	Prior to issuance of demolition permits	*Name:* *Date:*

[1] The Lower Explosive Limit (LEL) is the lowest percent by volume of explosive gases in air that will propagate a flame at 25 degrees Celsius and atmospheric pressure.

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
	HAZ-2b: Other hazardous materials and wastes generated during demolition activities, such as fluorescent light tubes and mercury switches, shall be managed and disposed of by the demolition contractor(s) in accordance with applicable universal and hazardous waste regulations. Federal, State and local worker health and safety regulations shall apply to demolition activities, and required worker health and safety procedures shall be incorporated into the contractor's specifications for the project.	Include waste disposal and safety requirements identified in HAZ-2b in construction specifications	Project Applicant	City of Emeryville, Planning and Building Department	Verify that waste disposal and safety requirements are included in the construction specifications	Prior to issuance of demolition, grading or building permits	*Name:* *Date:*
HAZ-3: Use and potential accidental spills of hazardous materials during the construction of the proposed project could result in soil and/or groundwater contamination and adverse health effects to construction workers, the public, and the environment.	HAZ-3a: The Storm Water Pollution Prevention Plan (SWPPP) required for the project (See Mitigation Measure HYD-1 in the Hydrology and Storm Drainage Section) shall include emergency procedures for incidental hazardous materials releases.	See Mitigation Measure HYD-1					
	HAZ-3b: Best Management Practices for the project include requirements for hazardous materials storage during construction to minimize the potential for releases to occur (See Mitigation Measure HYD-1 in the Hydrology and Storm Drainage Section). All use, storage, transport, and disposal of hazardous materials during construction activities shall be performed in accordance with existing local, state, and federal hazardous materials regulations.	See Mitigation Measure HYD-1					
	HAZ-3c: The Health and Safety plan required under Mitigation Measure HAZ-1b requires the inclusion of an emergency response plan for safe and effective responses to emergencies, including the necessary personal protective equipment and other equipment, and spill containment procedures.	See Mitigation Measure HAZ-1b					
HAZ-4: The proposed project is identified on a hazardous materials release site database compiled pursuant to Government Code Section 65962.5 and could result in a safety hazard for people residing or working in the area.	HAZ-4: See Mitigation Measures HAZ-1a through HAZ-1f, above, for mitigation.	See Mitigation Measure HAZ-1a through 1f					
HAZ-1 (Main Street and Reduced Main Street alternatives): The Mixed Use Building located north of the Marketplace Tower and Public Market would be within the Covenant Area, which does not currently allow residential use because existing contamination may present an unacceptable risk to future residents.	HAZ-1 (Main Street and Reduced Main Street alternatives): The property owner/developer shall work with the City and DTSC to determine whether contaminants in soil vapor or other media in the area north of the Marketplace Tower and Public Market present an unacceptable risk to future residents. Environmental samples shall be collected and analyzed to determine whether chemicals present in environmental media, including vapors in air, are present in concentrations that would potentially harm future residents. If sample concentrations exceed California Human Health Screening Levels (CHHSLs), risk management measures that would prevent harm to future residents and that are acceptable to the DTSC shall be implemented.	1. Collect environmental samples as described in HAZ-1 (Main Street and Reduced Main Street alternatives), submit results to DTSC and implement risk management measures as acceptable to DTSC to prevent harm to future residents	Project Applicant	City of Emeryville, Planning and Building Department	Verify that environmental samples are collected and that measures recommended by the DTSC are included in construction and engineering plans	Prior to issuance of grading and building permit	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
G. Geology, Soils and Seismicity							
GEO-1: Seismically-induced ground shaking at the project site could result in damage to life and/or property.	GEO-1: Prior to the issuance of any site-specific grading or building permits, a design-level geotechnical investigation shall be prepared and submitted to the City of Emeryville Planning and Building Department for review and confirmation that the proposed development fully complies with the California Building Code (Seismic Zone 4). The report shall determine the project site's geotechnical conditions and address potential seismic hazards such as liquefaction. The report shall identify building techniques appropriate to minimize seismic damage. In addition, the geotechnical investigation shall conform to the California Division of Mines and Geology (CDMG) recommendations presented in the *Guidelines for Evaluating Seismic Hazards in California*, CDMG Special Publication 117. All mitigation measures, design criteria, and specifications set forth in the geotechnical and soils report shall be followed. It is acknowledged that seismic hazards cannot be completely eliminated even with site-specific geotechnical investigation and advanced building practices (as provided in the mitigation measure above). However, exposure to seismic hazards is a generally accepted part of living in the San Francisco Bay Area and therefore the mitigation measure described above would reduce the potential hazards associated with seismic activity to a less-than-significant level	Conduct geotechnical investigation and incorporate all mitigation measures recommended in the report into engineering specifications for the project	Project Applicant	City of Emeryville, Planning and Building Department, Public Work Department	Review geotechnical report and engineering specifications	Prior to issuance of grading and building permit	*Name:* *Date:*
GEO-2: Structures or property at the project site could be adversely affected by expansive soils or by settlement of project soils.	GEO-2: In locations underlain by expansive soils and/or non-engineered fill, the designers of building foundations and other improvements (including sidewalks, roads, and underground utilities) shall consider these conditions. The design-level geotechnical investigation, to be prepared by licensed professionals and approved by the Emeryville Planning and Building Department, shall include measures to ensure potential damages related to expansive soils and non-uniformly compacted fill are minimized. Mitigation options may range from removal of the problematic soils and replacement, as needed, with properly conditioned and compacted fill to design and construction of improvements to withstand the forces exerted during the expected shrink-swell cycles and settlements. All mitigation measures, design criteria, and specifications set forth in the geotechnical investigation shall be followed to reduce impacts associated with shrink-swell soils and settlement to a less-than-significant level.	Conduct geotechnical investigation and incorporate all mitigation measures recommended in the report into engineering specifications for the project	Project Applicant	City of Emeryville, Planning and Building Department, Public Work Department	Review geotechnical report and engineering specifications	Prior to issuance of grading and building permit	*Name:* *Date:*
GEO-3: Differential settlement at the project site could result in damage to project buildings and other improvements.	GEO-3: Prior to issuance of a grading permit, a site-specific grading plan shall be prepared by a licensed professional and submitted to the Emeryville Planning and Building Department for review and approval. The plan shall include specific recommendations for mitigating potential differential settlement associated with Bay Mud, fill placement and areas of different fill thickness.	Prepare grading plans	Project Applicant	City of Emeryville, Planning and Building Department	Review grading plans	Prior to issuance of grading permit	*Name:* *Date:*
GEO-4: Liquefaction at the project site could result in damage to buildings and other improvements.	GEO-4: The Emeryville Planning and Building Department shall approve all final design and engineering plans. Project design and construction shall be in conformance with current best standards for earthquake resistant construction in accordance with the California Building Code (Seismic Zone 4), applicable local codes and in accordance with the generally accepted standard of geotechnical practice for seismic design in Northern California. The design-level geotechnical investigation shall include measures to minimize that potential damage related to liquefaction.	Prepare final design and engineering plans in conformance with requirements of Mitigation Measure GEO-4	Project Applicant	City of Emeryville, Planning and Building Department	Review final design and engineering plans	Prior to issuance of grading and building permit	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
H. Hydrology and Storm Drainage							
HYD-1: Construction activities could result in degradation of water quality in the Bay by reducing the quality of storm water runoff.	HYD-1: The project contractor shall comply with the City of Emeryville Municipal Code relating to grading projects and erosion control (Section 6-13.204): *Any person engaged in activities which will or may result in pollutants entering the City storm sewer system shall undertake all practicable measures to reduce such pollutants. Best Management Practices for New Developments and Redevelopments. Any construction contractor performing work in the City shall endeavor, whenever possible, to provide filter materials at the catchbasin to retain any debris and dirt flowing into the City's storm sewer system. The Director of Public Works may establish controls on the volume and rate of storm water runoff from new developments and redevelopments as may be appropriate to minimize the discharge and transport of pollutants.* In addition, the project proponent shall prepare a SWPPP designed to reduce potential impacts to surface water quality through the construction period of the project. The SWPPP must be maintained on-site and made available to City inspectors and/or RWQCB staff upon request. The SWPPP shall include specific and detailed BMPs designed to mitigate construction-related pollutants. At a minimum, BMPs shall include practices to minimize the contact of construction materials, equipment, and maintenance supplies (e.g., fuels, lubricants, paints, solvents, adhesives) with storm water. The SWPPP shall specify properly designed centralized storage areas that keep these materials out of the rain. BMPs designed to reduce erosion of exposed soil may include, but are not limited to: soil stabilization controls, watering for dust control, perimeter silt fences, placement of hay bales, and sediment basins. The potential for erosion is generally increased if grading is performed during the rainy season as disturbed soil can be exposed to rainfall and storm runoff. If grading must be conducted during the rainy season, the primary BMPs selected shall focus on erosion control that is, keeping sediment on the site. End-of-pipe sediment control measures (e.g., basins and traps) shall be used only as secondary measures. Entry and egress from the construction site shall be carefully controlled to minimize off-site tracking of sediment. Vehicle and equipment wash-down facilities shall be designed to be accessible and functional during both dry and wet conditions.	1. Prepare a SWPPP 2. Comply with City of Emeryville Municipal Code requirements for grading and erosion control	1. Project Applicant and construction contractor 2. Project Applicant and construction contractor	1. City of Emeryville, Public Works Department 2. City of Emeryville, Public Works Department	1. Verify preparation of SWPPP. 2. Visit project site and verify that erosion control measures are being implemented	1. Prior to issuance of grading permit 2. During project construction	*Name:* *Date:*
HYD-2: Dewatering effluent may contain contaminants and if not properly managed could cause impacts to construction workers and the environment.	HYD-2: The construction-period SWPPP shall include provisions for the proper management of construction-period dewatering effluent. At minimum, all dewatering effluent shall be contained prior to discharge to allow the sediment to settle out, and filtered, if necessary, to ensure that only clear water is discharged to the storm or sanitary sewer system, as appropriate. In areas of suspected groundwater contamination (i.e., underlain by fill or near sites where chemical releases are known or suspected to have occurred), groundwater shall be analyzed by a State-certified laboratory for the suspected pollutants prior to discharge. Based on the results of the analytical testing, the project proponent shall acquire the appropriate permit(s) prior to discharge of the effluent. Discharge of the dewatering effluent would require a permit from the RWQCB (for discharge to the storm sewer system or to San Francisco Bay) and/or East Bay Municipal Utility District (EBMUD) (for discharge to the sanitary sewer system).	1. Prepare a SWPPP 2. Implement SWPPP	1. Project Applicant and construction contractor 2. Project Applicant and construction contractor	1. City of Emeryville, Public Works Department 2. City of Emeryville, Public Works Department	1. Review SWPPP and verify that it contains provisions for proper disposal of dewatering effluent in areas with groundwater contamination 2. Visit project site and verify that dewatering control measures are being implemented	1. Prior to issuance of grading permit 2. During project construction	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
HYD-3: Operation-phase use of the site could result in degradation of water quality in the Bay by reducing the quality of storm water runoff.	HYD-3: The City shall ensure that the proposed project drainage design meets all the requirements of the current Countywide NPDES Permit (NPDES Permit No. CAS0029831). The drainage plan shall include features and operational Best Management Practices to reduce potential impacts to surface water quality associated with operation of the project. These features shall be included in the project drainage plan and final development drawings. Specifically, the final design shall include measures designed to mitigate potential water quality degradation of runoff from all applicable portions of the completed development. In general, "passive," low-maintenance BMPs (e.g., storm water planters, rain gardens, grassy swales, porous pavements) are preferred over active filtering or treatment systems. As required by the City of Emeryville's 2005 *Storm Water Guidelines for Green, Dense Redevelopment.* *Storm Water Quality Solutions: The storm water treatment design consultant shall make a good faith effort to meet the entire treatment requirement using vegetative solutions. If the storm water treatment design consultant concludes that vegetative solutions are not feasible due to site characteristics, building uses or other legitimate reasons, and the City concurs, the City will consider allowing on-site mechanical solutions. In some cases, upon recommendation of the storm water treatment design consultant, a combination of vegetative and mechanical solutions may be allowed. If mechanical solutions are utilized, the mechanism must be approved by the City, and the developer must demonstrate that the mechanical design will remove fine sediments and dissolved metals as well as trash and oil.* An operations and maintenance plan shall be developed and implemented to inspect and maintain BMPs in perpetuity. If paved surfaces within covered parking areas are washed with water, this water shall not be directed to the storm drainage system. This wash water effluent shall either be directed to the sanitary sewer or contained and transported off-site for proper disposal. The project would not be required to evaluate or mitigate potential impacts associated with hydromodification of downstream creeks because the downstream receiving waters between the site and the Bay are concrete lined and not subject to erosion. The final design team for the project shall review and incorporate as many concepts as practicable from *Start at the Source, Design Guidance Manual for Storm water Quality Protection*[1] and the California Storm water Quality Association's *Storm water Best Management Practice Handbook, Development and Redevelopment*, the City of Emeryville 2005 *Storm Water Guidelines for Green, Dense Redevelopment*, and forthcoming Alameda County Clean Water Program (ACCWP) technical guidelines. The City Public Works Department shall review and approve the drainage plan prior to approval of the grading plan.	1. Incorporate BMPs for storm water drainage cited in HYD-3 into engineering drainage plans 2. Prepare operations and maintenance plan to inspect and maintain BMPs 3. Implement operations and maintenance plan to inspect and maintain BMPs in perpetuity	1. Project Applicant 2. Project Applicant 3. Project Applicant	1. City of Emeryville, Public Works Department 2. City of Emeryville, Public Works Department 3. City of Emeryville, Public Works Department	1. Review engineering plans and verify that they contain provisions for BMPs 2. Review operations and maintenance plan 3. Review inspection log on a yearly basis	1. Prior to issuance of grading and building permits 2. Prior to issuance of grading and building permits 3. During project operation	*Name:* *Date:*

[1] Bay Area Storm water Management Agencies Association, 1999. *Start at the Source*, Design Guidance Manual for Storm water Quality Protection.

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
I. Cultural and Paleontological Resources							
CULT-1: The proposed project may result in the destruction of possibly significant archaeological deposits.	CULT-1a: Prior to project construction, a qualified professional archaeologist[1] shall prepare a monitoring plan to address potentially significant cultural resources encountered during construction. Preparing the plan may require subsurface examination to determine the presence, nature, extent, and potential significance of archaeological deposits that may be encountered by project activities. At a minimum, the monitoring plan should (1) refine the understanding of the project site's archaeological sensitivity; (2) determine the likelihood that archaeological deposits have retained integrity; (3) identify the types of artifacts and features that may be encountered during project construction; (4) determine during which phases of construction subsurface deposits may be encountered; and (5) provide guidelines for in-field assessment of archaeological deposits identified during monitoring. Based on the information noted above, the monitoring plan should determine the appropriate level of construction monitoring necessary to avoid significant impacts to archaeological resources, and provide guidance for the implementation of such monitoring.	Prepare cultural resources monitoring plan prior to construction	Project Applicant	City of Emeryville, Planning and Building Department	Review cultural resources monitoring plan	Prior to issuance of grading permits	*Name:* *Date:*
	CULT-1b: A qualified professional archaeologist shall monitor all ground-disturbing activities that occur at depths within the project area determined to be archaeologically sensitive in the archaeological monitoring plan. Monitoring shall continue until the archaeologist determines that impacts to archaeological deposits are unlikely to occur. In the event that archaeological deposits are identified during monitoring, the monitor must be empowered to redirect all work within 25 feet of the find. Any such archaeological deposits identified during monitoring shall be recorded and, if possible, avoided by project activities. If avoidance is not feasible, as determined by the City after consultation with the project engineer, these deposits shall be evaluated by a qualified archaeologist to determine their eligibility for listing on the California Register. If the deposits are not eligible for the California Register, then no further study or protection is necessary. If the deposits are eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines PRC Section 15126.4 (b)(3)(C) and the recommendations of the evaluating archaeologist. Human remains shall be handled in accordance with Health and Safety Code Section 705055. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the Northwest Information Center (NWIC) at Sonoma State University in Rohnert Park, California.	Monitor ground-disturbing activities during construction for archaeologically sensitive resources as described in Mitigation Measure CULT-1b	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Visit project site and verify that measures are being implemented	During project construction	*Name:* *Date:*

[1] "Qualified" is defined as meeting the professional standards established by the Secretary of the Interior. These standards can be found at: <http://www.cr.nps.gov/local-law/archstnds9.html>.

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
CULT-1 *Continued*	CULT-1c: In the event that archaeological deposits are identified during project activities *not* monitored by an archaeologist, it is recommended that project impacts to such deposits be avoided. If impact avoidance is not feasible, work within 25 feet of the finds shall be redirected and a qualified professional archaeologist shall be contracted to record the find and evaluate its California Register eligibility. If the deposits *are not* eligible for the California Register, then no further study or protection is necessary. If the deposits *are* eligible for the California Register, they shall be avoided by project activities. If avoidance is not feasible, project impacts shall be mitigated in a manner consistent with CEQA Guidelines PRC Section 15126.4 (b)(3)(C) and treatment of human remains in accordance with Health and Safety Code Section 70505. Following the completion of the archaeological monitoring, a report shall be prepared to document the methods and findings of the monitoring archaeologist. The report shall be submitted to the City, the project applicant, and the NWIC. Prehistoric materials can include flaked-stone tools (e.g. projectile points, knives, choppers) or obsidian, chert, basalt, or quartzite toolmaking debris; bone tools; culturally darkened soil (i.e., midden soil often containing heat-affected rock, ash and charcoal, shellfish remains, faunal bones, and cultural materials); and stone milling equipment (e.g., mortars, pestles, handstones). Prehistoric archaeological sites often contain human remains. Historical materials can include wood, stone, concrete, or adobe footings, walls and other structural remains; debris-filled wells or privies; and deposits of wood, glass, ceramics, metal, and other refuse. Implementation of Mitigation Measures CULT-1a, -1b, and -1c would reduce this impact to less-than-significant level.	Document and report archaeological deposits encountered during project construction; prepare and submit report to City, Project Applicant and NWIC	Construction contractor	City of Emeryville, Planning and Building Department	Visit project site and verify that measures are being implemented; verify that any reports are submitted to NWIC	During project construction	*Name:* *Date:*
CULT-2: Ground disturbance associated with the proposed project may disturb human remains, including those interred outside of formal cemeteries.	CULT-2: If human remains are encountered, work within 25 feet of the discovery shall be redirected, and the County Coroner shall be notified immediately. At the same time, an archaeologist shall be contacted to assess the situation. If the human remains are of Native American origin, the Coroner must notify the Native American Heritage Commission within 24 hours of this identification. The Native American Heritage Commission will identify a Most Likely Descendant (MLD) to inspect the site and provide recommendations for the proper treatment of the remains and associated grave goods. Upon completion of the assessment, the archaeologist shall prepare a report documenting the methods and results, and provide recommendations for the treatment of the human remains and any associated cultural materials, as appropriate and in coordination with the recommendations of the MLD. The report shall be submitted to the City, the project applicant, and the NWIC.	Stop work within 25 feet of any human remains discovered during project construction; prepare and submit report of finds to City, Project Applicant and NWIC	Construction contractor	City of Emeryville, Planning and Building Department	Visit project site and verify that measures are being implemented; verify that any reports are submitted to NWIC	During project construction	*Name:* *Date:*
CULT-3: Ground disturbing activities within the proposed project site could adversely impact paleontological resources.	CULT 3a: A qualified paleontologist shall be present during initial project ground-disturbance at or below 5 feet from original ground surface. The paleontologist will then determine if further monitoring, periodic site inspections, or if no further monitoring is necessary. Prior to project ground-disturbing construction, pre-field preparation by a qualified paleontologist shall take into account specific details of project construction plans for the project area, as well as information from available paleontological, geological, and geotechnical studies. Limited subsurface investigations may be appropriate for defining areas of paleontological sensitivity prior to ground disturbance.	Monitor ground-disturbing activities during construction for paleontologically sensitive resources as described in Mitigation Measure CULT-3a	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Visit project site and verify that measures are being implemented	During project construction	*Name:* *Date:*
	CULT-3b: A qualified paleontologist shall monitor ground-disturbing activities at and below 5 feet from the original ground surface in accordance with the initial monitoring needs assessment. The monitoring shall continue until the paleontologist determines that impacts to paleontological resources are unlikely to occur. If paleontological resources are encountered during project activities, all work within 25 feet of the discovery shall be redirected until the paleontological monitor can evaluate the resources and make recommendations. If paleontological deposits are identified, it is recommended that such deposits be avoided by project activities. Paleontological monitors must be empowered to halt construction activities within 25 feet of the discovery to review the possible paleontological material and to protect the resource while it is	Monitor ground-disturbing activities during construction for paleontologicall sensitive resources as described in Mitigation Measure CULT-3b	Project Applicant and construction contractor	City of Emeryville, Public Works Department	Visit project site and verify that measures are being implemented	During project construction	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
CULT-3 *Continued*	being evaluated. If avoidance is not feasible, as determined by the City after consultation with the project engineer, adverse effects to such resources shall be mitigated in accordance with the recommendations of a qualified paleontologist. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon project completion, a report shall be prepared documenting the methods and results of monitoring, and copies of this report shall be submitted to the City, project applicant, and to the repository at which any fossils are accessioned.						
	CULT-3c: In the event that paleontological resources are identified in the soil layer for which paleontological monitoring is *not* recommended, all work within 25 feet of the discovery shall be redirected until a qualified paleontologist has evaluated the discoveries, prepared a fossil locality form documenting the discovery and made recommendations regarding the treatment of the resources. If the paleontological resources are found to be significant, adverse effects to such resources shall be avoided by project activities. If project activities cannot avoid the resources, adverse effects should be mitigated. At a minimum, mitigation shall include data recovery and analysis, preparation of a data recovery report or other reports, as appropriate, and accessioning fossil material recovered to an accredited paleontological repository, such as the University of California Museum of Paleontology (UCMP). Upon completion of project activities, a report that documents the methods and findings of the mitigation shall be prepared and copies submitted to the City, project applicant, and to the repository at which any fossils are accessioned.	Document and report paleontological deposits encountered during project construction; prepare and submit report to City, Project Applicant and an appropriate paleontological repository	Construction contractor	City of Emeryville, Planning and Building Department	Visit project site and verify that measures are being implemented; verify that any reports are submitted to the appropriate repository	During project construction	*Name:* *Date:*
J. Aesthetic Resources							
AES-1: The proposed project would alter the intrinsic architectural character of the project site and its surroundings.	AES-1: Each of the following five measures shall be incorporated into the final project design: • The proposed structures shall adequately reference, and be visually compatible with and not detract from the surrounding industrial buildings. • Create streetscape vitality and enhance the pedestrian experience through detailed treatment of building facades, including entryways, fenestration, and signage, vertical walls broken up with architectural detailing, protruded and recessed tower elements, stepped-back upper floors to provide appropriate building height transitions to adjacent buildings, and through the use of carefully chosen building materials, texture, and color. • Design of building facades shall include sufficient articulation and detail to avoid the appearance of blank walls or box-like forms. • Exterior materials utilized in construction of new buildings, as well as site and landscape improvements, shall be high quality and shall be selected for both their enduring aesthetic quality and for their long term durability, and their compatibility with the design motif of surrounding buildings. Detailed designs for the public plazas shall be developed. The plaza designs shall emphasize the public nature of the space and pedestrian comfort and sun/shade patterns during mid-day hours throughout the year. The plaza designs shall be sensitively integrated with the streetscape.	Incorporate design measures described in Mitigation Measure AES-1 into the final project design	Project Applicant	City of Emeryville, Planning and Building Department	Review final project plans and verify that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*
AES-2: The proposed development would provide additional sources of day and nighttime light and glare in Emeryville.	AES-2a: The specific reflective properties of project building materials shall be assessed by the City during review of the Final Development Plans for the proposed project. Final Development Plan review shall ensure that the use of reflective exterior materials is minimized and that proposed reflective material would not create additional daytime or nighttime glare.	Incorporate design measures described in Mitigation Measure AES-2a into the final project design	Project Applicant	City of Emeryville, Planning and Building Department	Review Final Development Plans and verify that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*
	AES-2b: Specific lighting proposals shall be submitted and reviewed as part of each Final Development Plan for each new building on the project site and approved by the City prior to issuance of building permit. This review shall ensure that any outdoor night lighting for the project is downward facing and shielded so as not to create additional nighttime glare and shall conform with light and glare performance standards established by Zoning Ordinance Article 59 and the Maximum Intensity of Light Sources table.	Incorporate design measures described in Mitigation Measure AES-2b into the final project design	Project Applicant	City of Emeryville, Planning and Building Department	Review Final Development Plans and verify that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
K. Public Services and Utilities							
PS-1: Demolition and construction waste generated by the project could conflict with Measure D requirements.	PS-1: The project applicant shall recycle 75 percent of the waste materials generated by project construction. The applicant shall submit a pre-construction recycling management plan to the City Public Works Department for review and approval prior to the issuance of a grading permit. Prior to issuance of the Certificate of Occupancy, the project applicant shall post a construction report with weight tags stating where construction materials were recycled, and demonstrating that the 75 percent recycling rate of Measure D has been achieved.	Prepare pre-construction recycling management plan; post construction report	Project Applicant	City of Emeryville Public Works Department	Review and approve plan; verify posting of construction report	Prior to issuance of certificate of occupancy	*Name:* *Date:*
PS-2: The waste generated by the on-going operation of the project could conflict with Measure D requirements.	PS-2: The project applicant shall install an internal system designed to increase recycling and composting. The recycling and composting system shall include dedicated chutes for garbage, recycling and green waste (including food scraps). Final design plans shall include areas for the storage and loading of recycling materials and containers in accordance with Emeryville Municipal Code Title 6, Chapter 4, Collection of Solid Waste and Recyclables and Title 6, Chapter 14, Food Service Waste Reduction.	Incorporate recycling measures described in Mitigation Measure PS-2 into the final design plans	Project Applicant	City of Emeryville Public Works Department	Review Final Development Plans and verify that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*
PS-1 (Main Street and Reduced Main Street alternatives): Implementation of the Reduced Main Street alternative could increase demand for fire and police services, requiring the construction of new facilities.	PS-1 (Main Street and Reduced Main Street alternatives): The Emeryville Police and Fire Departments shall review proposed development plans for the Reduced Main Street alternative to determine whether existing police and fire facilities would be able to accommodate increased demand for emergency services. If existing facilities would be inadequate, the project sponsor shall contribute a pro rata share of the cost to construct new facilities.	1. Review demand for police and fire services 2. Pay pro rata share of the cost to construct new facilities	1. City of Emeryville, Police and Fire Departments 2. Project Applicant	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify that review of demand has been performed 2. Verify that fee has been paid	1. Prior to issuance of building permits 2. Prior to issuance of building permits	*Name:* *Date:*
PS-2 (Main Street and Reduced Main Street alternatives): Implementation of the Reduced Main Street alternative would substantially increase demand for water.	PS-2 (Main Street and Reduced Main Street alternatives): A Water Supply Assessment shall be prepared for the Reduced Main Street alternative. If the Water Supply Assessment shows that existing water supplies would be inadequate to serve the proposed alternative, the alternative shall be modified to reduce water demand (e.g., through the reduction of water-intensive commercial or residential uses, water conservation measures, and/or recycling of rain and graywater) such that existing water entitlements would be adequate to serve the site.	1. Prepare Water Supply Assessment 2. Implement recommendations to reduce water demand as described in Mitigation Measure PS-2 (Main Street and Reduced Main Street alternatives)	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify that Water Supply Assessment has been performed 2. Verify that measures to reduce water demand have been incorporated into the Final Development Plans	1. Prior to issuance of building permits 2. Prior to issuance of building permits	*Name:* *Date:*
PS-3 (Main Street and Reduced Main Street alternatives): Wastewater conveyance pipes may have inadequate capacity to accommodate additional wastewater flows from the Reduced Main Street alternative.	PS-3 (Main Street and Reduced Main Street alternatives): The applicant shall prepare a sewer capacity study to determine if there is adequate sanitary sewer conveyance capacity to accommodate the proposed alternative, as shown in the utility plan. If it is determined that there is inadequate capacity for additional flows from the Reduced Main Street alternative, either of the following actions shall occur: PS-3a: The utility plan shall be designed to convey all sewage flows on the site to the 30-inch TC pipe in the northern portion of the site. If the topography of the site is such that sanitary sewer flows would not be able to gravity feed into the 30-inch TC pipe, a sewage lift pump shall be included in the utility plan to convey wastewater to the northern basin; or PS-3b: The project applicant shall design and fund its fair share of construction of additional downstream improvements to accommodate the increased flows from the project in the southern system which drains to the EBMUD interceptor via the existing system in Powell Street. If downstream improvements to the existing system in Powell Street are required to accommodate additional flows draining to the south, additional environmental review may be required if construction would occur outside of the existing right-of-way or involve construction beyond the scope of standard construction methods evaluated in this EIR.	1. Prepare sewer capacity study 2. Implement PS-3a or PS-3b (Main Street and Reduced Main Street alternatives)	1. Project Applicant 2. Project Applicant	1. City of Emeryville, Planning and Building Department 2. City of Emeryville, Planning and Building Department	1. Verify that sewer capacity study has been performed 2. Verify that one of the methods recommended to accommodate flows has been incorporated into the Final Development Plans	1. Prior to issuance of building permits 2. Prior to issuance of building permits	*Name:* *Date:*

Table 1 *continued*

Impacts	Recommended Mitigation Measures	Action and Implementation Timing	Party Responsible for Implementing Mitigation	Party Responsible for Monitoring	Action by Monitor	Monitoring Timing	Verification of Compliance Name/Date
L. Wind							
WIND-1: The proposed massing and shape of the Shellmound building could create accelerated wind areas in roof deck terraces and within the fourth floor pedestrian crossing connection with the Amtrak bridge that could substantially affect pedestrian comfort.	WIND-1a: Final design of the roof deck open space terraces on the Shellmound building shall be heavily landscaped to reduce wind and improve usability and shall incorporate porous materials or structures (e.g., vegetation, hedges, screens, latticework, perforated or expanded metal) which offer superior wind shelter compared to solid surfaces. Outdoor furnishings, such as tables, shall either be either weighted or attached to the deck.	Incorporate measures in the final design plans as described in Mitigation Measure WIND-1a to reduce wind	Project Applicant	City of Emeryville, Planning and Building Department	Verify that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*
	WIND-1b: Scale model wind tunnel or computerized computational fluid dynamics testing shall be conducted to determine how strong winds will be through the fourth floor breezeway between the Amtrak pedestrian bridge to the west side of the building. If winds through the breezeway exceed 36 mph, the breezeways design shall be altered to reduce wind speeds below this threshold. Alternatively, to avoid testing, the design of the breezeway could be altered with the addition of glazing at the west side opening. Testing or design modifications would reduce this impact to a less-than-significant level.	Perform modeling or testing or add glazing to the breezeway design as described in Mitigation Measure WIND-1b to reduce wind in the final design plans	Project Applicant	City of Emeryville, Planning and Building Department	Verify that testing or modeling has been performed of that design elements have been incorporated	Prior to issuance of building permits	*Name:* *Date:*
WIND-1 (Main Street and Reduced Main Street alternatives): The construction of the Shellmound mixed use and high-rise tower buildings and UA Cinema site could substantially increase ground-level winds.	WIND-1 (Main Street and Reduced Main Street alternatives): Final design of the buildings constructed on the Shellmound and UA Cinema building sites shall be subject to review by a qualified wind consultant. The design review shall evaluate the architect's employment of one or more of the following design guidelines to reduce wind impacts to a less-than-significant level: • West or southeasterly building faces shall be articulated and modulated through the use of architectural devices such as surface articulation, variation, variation of planes, wall surfaces and heights, as well as the placement of step-backs and other features. • Utilize properly-located landscaping to mitigate winds. Porous materials (vegetation, hedges, screens, latticework, perforated or expanded metal) offer superior wind shelter compared to a solid surface. • Avoid narrow gaps between buildings where westerly or southeasterly winds could be accelerated. Avoid "breezeways" or notches at the upwind corners of the building. Wind tunnel or computerized computational fluid dynamics testing shall be required if a review of the final architectural design of the proposed mid-rise buildings is insufficient to determine whether the buildings would result in adverse wind impacts. Testing shall be used to determine if wind accelerations generated by the structure could reach hazardous levels and to develop design modifications that would reduce impacts to a less-than-significant level.	Engage qualified wind consultant to conduct design review and analysis for wind effects, including any testing or modeling as described in Mitigation Measure WIND-1 (Main Street and Reduced Main Street alternatives)	Project Applicant	City of Emeryville, Planning and Building Department	Verify that designs have been reviewed and that design elements have been incorporated into the Final Development Plans	Prior to issuance of building permits	*Name:* *Date:* *Name:* *Date:*
M. Shade and Shadow							
SHADE-1 (Main Street and Reduced Main Street alternatives): The Reduced Main Street alternative would create substantial shadow coverage over public spaces throughout the site.	SHADE-1 (Main Street and Reduced Main Street alternatives): No mitigation measure is available to reduce this impact to a less-than-significant level.	No mitigation is available					*Name:* *Date:*

EXHIBIT C - FINDINGS OF FACT CONCERNING ALTERNATIVES

I. INTRODUCTION

In accordance with the CEQA Guidelines (Section 15126), an EIR must describe the range of reasonable alternatives to the project, or the location of the project that would feasibly attain most of the basic objectives of the project, but would avoid or substantially lessen any of the significant effects of the project and evaluate the comparative merits of the alternatives. If a project alternative will substantially lessen the significant environmental effects of the project analyzed in an EIR, the decision maker should not approve the project unless it determines that specific economic, social or other considerations make the project alternative infeasible.

Although an EIR must include alternatives that will reduce or avoid environmental impacts, the EIR may also include alternatives that will have greater density or intensity and provide greater project benefits. (See e.g., *Village Laguna of Laguna Beach, Inc., Board of Supervisors* (1982) 134 CA3rd 1022; *Sequoyah Hills Homeowners Ass'n v. City of Oakland* (1993); see also Mira *Mar Mobile Community v. City of Oceanside* (2004) CA4th 477). The findings with respect to the alternatives identified in the FEIR are described in this section. The City Council finds that Proposed Project (the Reduced Main Street alternative) was developed in responses to comments made on the EIR Project and alternatives during the review of the Draft EIR, was included in the Final EIR and was analyzed in detail and determined to be within the scope of alternatives discussed below and does not result in any new significant impacts that were not analyzed in the Draft EIR.

II. FINDINGS PERTAINING TO PROJECT ALTERNATIVES ANALYZED IN THE FEIR

A. **Range of Alternatives**. The project analyzed in Chapter III, Project Description of the Draft EIR includes 340 multi-family residential units and 77,000 square feet of commercial (retail/restaurant) development and up to 444 new parking spaces and site improvements (the "EIR Project"). The EIR Project proposes to develop two mid-rise, mixed use buildings and three single-story retail/restaurant pads. The Shellmound Building located just south of the Woodfin Hotel adjacent to the UPRR railroad tracks would be up to 95 feet or 9 stories, and the 64th & Christie Building would be 90 feet or 8 stories. The City Council finds that the FEIR identifies, describes, analyzes and compares a range of reasonable alternatives to the EIR Project, which could feasibly attain most of the basic objectives of the EIR Project. Further, the FEIR analyzed all of the alternatives at the same level of detail as the EIR Project and contains a series of more detailed tables comparing and contrasting the various levels and types of potential impacts that may occur if any of the alternatives were developed.

B. **Proposed Project**. The project now being recommended by staff and agreed to by the applicant is the Reduced Main Street Project Alternative ("Proposed Project"), as described in detail in Chapter V of the Response to Comments Document. The Reduced Main Street Alternative is comprised of 674 multi-family residential units, 180,000 square feet of retail, and 120,000 square feet of office, including parking spaces, infrastructure and landscaping improvements in a phased development. In comparison to the Proposed Project, the Reduced Main Street Alternative has 334 more residential units, 179,875 additional square feet of commercial/retail space, 105,140 square feet more office space and 40,000 square feet less entertainment space (due to the eventual redevelopment of the UA Theater Site). Compared to the Main Street Alternative, the Reduced Project Alternative has 336 more residential units, but 11,690 square feet less commercial/retail space and 309,860 less square feet of office space. The FEIR includes

a detailed analysis of the Reduced Main Street Alternative, including a comparison of impacts to both the proposed project and the Main Street Alternative. The City Council hereby finds that the overall analysis contained in the FEIR, specifically Section V. - Alternatives, has adequately addressed all of the potentially significant impacts that may result and moreover, provides sufficient analysis to compare adequately the Reduced Main Street Alternative with the EIR Project and the Main Street Alternative. Pursuant to CEQA Guidelines Section 15126.6, the City Council finds that a reasonable range of alternatives have been fully and adequately assessed in the FEIR and that the City Council has the basis upon which to evaluate the comparative merits and potential impacts of each alternative in relation to the Proposed Project.

C. **Project Objectives**. The City Council has evaluated the Proposed Project and the alternatives in relation to the basic objectives of the EIR Project, as set forth in FEIR Section III.C, "Statement of Project Objectives":

1. Adds residents to an existing mixed use neighborhood to add life, vitality and improve the pedestrian experience.

2. Improves and modifies the Marketplace site to create a lively transit-oriented mixed use neighborhood with attractive and safe pedestrian pathways.

3. Proposes buildings situated to create walking destinations throughout the Marketplace site with attractive architecture that respects the pedestrian experience and surrounding architectural context while adding the residential density necessary to create a lively neighborhood.

4. Improved the site landscape and circulation plan by attractively landscaping new building edges, adding street trees, new plazas, attractive hardscape and clarifying pedestrian routes through the site. Gathers people traveling through the site to common walkways to increase their vitality.

5. Promotes smart growth, environmentally sensitive and green design concepts.

III. DESCRIPTION AND FINDINGS FOR EACH ALTERNATIVE

(The following discussion amplifies the analysis contained in the FEIR)

A. **No Project Alternative** (Alternative 1)

1. Brief Description: Under the "No Project Alternative," the site would remain in its current condition.

2. Findings: The No Project Alternative would result in no substantial changes to the current site conditions (i.e., no development occurs on the site) and consequently no impacts would occur. However, the City Council finds that this alternative would not accomplish the City's General Plan goals, policies and objectives for the site; the objectives of the redevelopment plans for the site; and the applicant's objectives for the project.

Specifically, the No Project Alternative is not favored because the Emeryville General Plan anticipates new, more economically viable land uses and development for the site. Under the No Project Alternative, none of Emeryville's General Plan objectives for the Project Site would be met. No surface parking lots would be replaced by transit-oriented development. The Project Site would not become a lively, mixed use neighborhood, nor would it contribute to the objective of economic revitalization of Emeryville. No jobs would be created, and no direct or indirect revenues would be generated, and no additional housing units would be added to the City's or the region's housing stock or affordable housing stock.

Without the development going forward, the Redevelopment Agency would not be able to recoup some of its costs incurred for assembling and remediating the project site. Consequently, funding for other capital improvement projects, unrelated to the project, would be jeopardized.

Additionally, under the No Project Alternative, the substantial infrastructure and other public improvements anticipated would not occur, including improvements to the roadway and the pedestrian and bicycle circulation network, and site landscaping would not be improved.

Accordingly, the City Council rejects the No Project Alternative because it is not a feasible means of meeting the Project Objectives and of meeting Emeryville's immediate and long-term planning and redevelopment goals for this portion of the Marketplace Site.

B. **Reduced Footprint Alternative** (Alternative 2)

1. Brief Description:

The Reduced Footprint Alternative analyzed in the FEIR involved 140 less residential units, 43,400 square feet less retail/restaurant uses and 157,000 square feet more office within similar locations but in reduced building footprints. The footprint of the Shellmound building would be approximately 50% smaller in size with a 175-foot tall office tower to reduce view impacts to residential neighborhoods to the east. The remainder would remain surface parking. The 64th & Christie Building site would not be adjusted by lot line adjustment, and the building would be reduced to a six-story, 55 foot mid-rise building with 40 fewer units and a similar amount of ground floor retail. Without the lot line adjustment, the project site would not include realigning the drive aisle with 63rd Street nor would this alternative include the same level of vehicular, pedestrian or bicycle circulation improvements to the site.

2. Findings: The City Council hereby finds that the Reduced Project Alternative would generally achieve the objectives for the proposed project. In addition, the Reduced Project Alternative reduces visual impacts to certain residential neighborhoods to the east by reducing the bulk of the Shellmound Building and reduced shading impacts from the 64th & Christie Building

However, the Reduced Footprint Alternative is not favored because it does significantly reduce environmental impacts and does not accomplish the objectives of the project as effectively as the proposed project. The Reduced Project Alternative would not result in the replacement of as much surface parking area, and would not achieve the same level of improvements of vehicular, pedestrian and bicycle circulation improvements. Accordingly, the City Council rejects the No Project Alternative.

C. Tower Alternative (Alternative 3)

1. Brief Description: The Tower Alternative includes two high rise tower buildings with and additional 172,370 square feet of office space, 48 more residential units, and 40,000 square feet less entertainment space (due to the future redevelopment of UA Theater). The development would include an 18-story, 175 foot tower on the northern portion Shellmound Site, with a 40 foot tall parking and retail area on the southern portion of the Shellmound Site. The 64th & Christie Site would be developed with an 18-story, 175-foot tower including 24,000 square feet of ground floor retail and 208 residential units. In addition, the UA Theater Site would be redeveloped with a 60-foot high, two-story, 160,000 square feet for an anchor retail tenant. Site improvements would be similar to the Proposed Project, except that Shellmound Street would not be realigned.

2. Findings: The City Council hereby finds that although the Tower Alternative would accomplish the applicant's objectives for the project, it is not favored because it results in greater environmental impacts and does not accomplish the objectives of the project as effectively as the Proposed Project. Accordingly, the City Council rejects the Tower Alternative.

D. Main Street Alternative (Alternative 4)

1. Brief Description: The Main Street Alternative analyzed in the FEIR involved the redevelopment of a substantially greater area of the site to remove all surface parking lots, realign Shellmound Street and improve two drive aisles as public streets to create an more urban street grid, and develop 388 residential units, 209,500 square feet of commercial/retail, 415,000 square feet of office, and 40,000 square feet less entertainment (with the future redevelopment of the UA Theater). This development would occur in seven new buildings, including two 240- foot towers between the railroad tracks and the realigned portion of Shellmound Street and one 175-foot tower on the northern portion of the Shellmound Site. The 64th & Christie Building would be 8-stories.

2. Findings: The City Council hereby finds that the Main Street Alternative would accomplish the applicant's objectives for the project. The Main Street Alternative calls for more development than the EIR Project, and less than the Proposed Project. Compared to the Proposed Project, the Main Street Alternative has 334 less residential units, but 11,690 square feet more commercial/retail and 309,860 more square feet of office. The Main Street Alternative encourages a mixture of uses in a vibrant urban setting, establishes an urban street grid, and promotes the

development of additional housing stock. In addition, it replaces all surface parking lots on the site.

However, the Main Street Alternative would result in greater environmental impacts than the Proposed Project and does not present an environmentally superior alternative. Therefore, the City Council hereby rejects the Main Street Alternative.

E. Reduced Main Street Alternative

1. Brief Description: The Reduced Main Street Alternative is comprised of 674 multi-family residential units, 180,000 square feet of retail, and 120,000 square feet of office, including parking spaces, infrastructure and landscaping improvements in a phased development. In comparison to the Proposed Project, the Reduced Main Street Alternative has 334 more residential units, 179,875 additional square feet of commercial/retail space, 105,140 square feet more office space and 40,000 square feet less entertainment space (due to the eventual redevelopment of the UA Theater Site). Compared to the Main Street Alternative, the Reduced Project Alternative has 336 more residential units, but 11,690 square feet less commercial/retail space and 309,860 less square feet of office space. The FEIR includes a detailed analysis of the Reduced Main Street Alternative, including a comparison of impacts to both the proposed project and the Main Street Alternative.

2. Findings: The City Council hereby finds that the overall analysis contained in the Response to Comments Document of the Final EIR, specifically Section V. - Alternatives, has adequately addressed all of the potentially significant impacts that may result and moreover, provides sufficient analysis to compare adequately the Reduced Main Street Alternative with the EIR Project and the Main Street Alternative. The City Council acknowledges that while the Reduced Main Street Alternative does reduce view impacts to the neighborhood east of the Shellmound Building by consolidating the building on the northern portion of the site, it has generally greater impacts to traffic, air quality, hazardous materials, aesthetics, public services, wind and shade and shadow.

Nonetheless, the City Council finds that the Reduced Main Street Project Alternative best achieves the project objectives and most closely fulfills the goals, objectives and policies of the Emeryville General Plan, the 1976 Emeryville Redevelopment Plan, as follows:

a. The combination of residential, office, commercial/retail with the existing site uses are superior to just one type of land use because it will result in a more balanced sense of community and help to meet the City's and region's housing demands. The combination of uses, in addition to the proposed intensity, will best suit the dense, urban character for the area and will serve to complement the surrounding retail, service and employment centers in the area.

b. The addition of housing and hotel use will serve to strengthen the financial feasibility of the project, thus assuring that the City's goal of removing blight will be met.

c. The relocation of nearly all surface parking lots into structures, reconfigured roadways, improved vehicular, pedestrian and bicycle circulation, and intensification and distribution of mixed use buildings will create a more efficient, accessible and useable neighborhood than the EIR Project or any other alternative.

d. The smart growth, urban neighborhood design, transit management and green building principals may allow the Reduced Project Alternative to qualify for the LEED for Neighborhood Development certification. Neither the EIR Project nor any other alternative would qualify.

Accordingly, the City Council finds that the Proposed Project (Reduced Main Street Alternative) is the most feasible way of meeting the project objectives and Emeryville's immediate and long-term planning and redevelopment goals for the Project Site. It fulfills all City and project applicant's goals while presenting no significant increase in the level or type of impacts assessed in the Final EIR with respect to the Main Street Alternative. Therefore, the City Council adopts the Reduced Main Street Alternative as the Proposed Project.

F. EIR Project

1. Brief Description: The EIR Project involved 340 multi-family residential units and 77,000 square feet of commercial (retail/restaurant) development and up to 444 new parking spaces and site improvements. The EIR Project proposes to develop two mid-rise, mixed use buildings and three single-story retail/restaurant pads. The Shellmound Building located just south of the Woodfin Hotel adjacent to the UPRR railroad tracks would be up to 95 feet or 9 stories, and the 64th & Christie Building would be 90 feet or 8 stories.

2. Findings: The City Council finds that although the EIR Project is environmentally superior to the Proposed Project, for the reasons discussed under Section E, above, the EIR Project does not as completely fulfill the objectives in the General Plan, Redevelopment Plans and for project objectives as the Reduced Main Street Alternative to create an efficient, accessible and useable neighborhood. Therefore, the City Council rejects the EIR Project.

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.

CITY COUNCIL RESOLUTION NO. 08-127

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EMERYVILLE RESCINDING THE EXISTING MASTER USE PERMIT FOR THE MARKETPLACE PROJECT; AND APPROVING A GENERAL PLAN AMENDMENT FOR FLOOR AREA RATIO ON A 15-ACRE SITE BOUNDED BY 64TH STREET TO THE NORTH, SHELLMOUND WAY TO THE SOUTH, THE AMTRAK/UNION PACIFIC RAILROAD TRACKS TO THE EAST AND CHRISTIE AVENUE TO THE WEST.

WHEREAS, in connection with the redevelopment of the Marketplace area, the City of Emeryville (the "City") has prepared a Draft Environmental Impact Report ("Draft EIR") to be used as the basis for environmental review for a mixed use development on approximately 15 acres of the Marketplace area, bounded by 64th Street to the north, Shellmound Way to the south, the Amtrak/Union Pacific Railroad tracks to the east, and Christie Avenue to the west; and

WHEREAS, the Draft EIR (State Clearinghouse No. 2005122006) was published on June 21, 2007 and circulated for public comment for a 45 day period beginning on June 21, 2007 and ending on August 6, 2007; and

WHEREAS, on July 26, 2007, the Planning Commission held a public hearing to consider the Draft EIR and to receive public testimony; and

WHEREAS, the verbal and written comments (the "Comments") received by the City at the public hearing and during the public comment period, as well as the City's responses to the Comments (the "Responses"), are contained in the Final Environmental Impact Report ("Final EIR"), along with the Draft EIR, Introduction, Text Changes, Corrections and Clarifications, Additional Mixed Use Alternative and Appendices; and

WHEREAS, on December 13, 2007, the Planning Commission recommended that the City Council certify the Final EIR as adequate under the California Environmental Quality Act (Resolution No. EIR07-01); and

WHEREAS, on January 15, 2008, the City Council certified the Final EIR as adequate under California Environmental Quality Act (Resolution No. 08-09); and

WHEREAS, on August 18, 2005, the Applicant, TMG Partners, submitted to the City an application to redevelop an existing, underutilized mixed-use site with additional mixed-use development in four new buildings containing a total of 340 for-sale condominium units, up to 75,000 square feet of new retail space, approximately 444 new parking spaces; and

WHEREAS, the project under consideration is a mixed use project that is comprised of 674 multi-family residential units, 180,000 square feet of retail, 120,000 square feet of

office, including parking garages, infrastructure and landscaping improvements in a phased development that is analyzed as the Reduced Main Street Alternative in the Final EIR ("Project"); and

WHEREAS, there is an existing Master Use Permit (UP88-7) for the project area; and

WHEREAS, a General Plan Amendment is proposed that seeks to modify the Building Intensity Map of the General Plan to allow an increase from the existing floor area ratio (FAR) of 1.5 to an FAR of 2.0 for Assessor's Parcel Numbers 49-1492-10-1; and 49-1492-11 (revised FAR map attached); and

WHEREAS, on May 22, 2008 the Planning Commission recommended approval for the rescinding the existing Master Use Permit and approving the General Plan Amendment to modify the Building Intensity Map of the General Plan to allow an increase from the existing floor area ratio (FAR) of 1.5 to an FAR of 2.0 for Assessor's Parcel Numbers 49-1492-10-1; and 49-1492-11 (revised FAR map attached); and

WHEREAS, on July 15, 2008, the City Council held a public hearing and took testimony about the Project from the public, staff, the Applicant and consultants and independently reviewed and analyzed the Final EIR, the staff report, the mitigation measures identified in the Final EIR as they pertain and are relevant to mitigating the environmental impacts of the Project, the Record for the Project, the Findings of Fact Regarding Impacts and Mitigation Measures, the Mitigation Monitoring and Reporting Program for the Project, the Findings of Fact Concerning Alternatives and the Statement of Overriding Considerations; and

WHEREAS, on July 15, 2008, at a public hearing, the City Council adopted Resolution No. 08-_, reviewing and applying the Final EIR to the Project; recommending that the City Council adopt the Mitigation Measures and making findings as required by the California Environmental Quality Act; now, therefore, be it

RESOLVED, that Master Use Permit (UP88-7) is hereby rescinded; and be it, further

RESOLVED that based on its review and consideration of the entire record, including the foregoing documents and the testimony received at the July 15, 2008 public hearing, the City Council of the City of Emeryville makes the following findings regarding approval of the General Plan Amendment for Floor Area Ratio pursuant to Emeryville Municipal Code Section 9-4.85.5:

Section 1: General Plan Amendment:

1. **The proposed amendment to the Building Intensity Map of the General Plan is in the public interest of the people of the City and the surrounding region.**

2. **The proposed amendment to the Building Intensity Map of the General Plan will not adversely impact density, but will allow for highest and best land uses within the City while avoiding congestion and overcrowding.**

3. **The proposed amendment to the Building Intensity Map of the General Plan will accommodate the densities proposed by the Project.**

4. **The amendment to the Building Intensity Map with respect to the density of future development conforms to the General Plan growth estimates.**

5. **The General Plan Amendment will not require amendment of any other plans.**

BE IT FURTHER RESOLVED that based on the findings set forth in this Resolution and the entire record before the City Council, the City Council hereby approves the proposed amendment to the City of Emeryville General Plan Building Intensity Map, attached hereto to allow an increase to the building intensity from FAR 1.0 to an FAR of 2.0 for Assessor's Parcel Numbers 49-1492-10-1; and 49-1492-11.

PASSED AND ADOPTED by the City Council of the City of Emeryville at a regular meeting held on Tuesday, July 15, 2008, by the following votes:

AYES: (4)Mayor Bukowski, Vice Mayor Atkin and Councilmembers Davis and Kassis

NOES: (1) Councilmember Fricke **ABSTAINED:** None

EXCUSED: None **ABSENT:** None

MAYOR

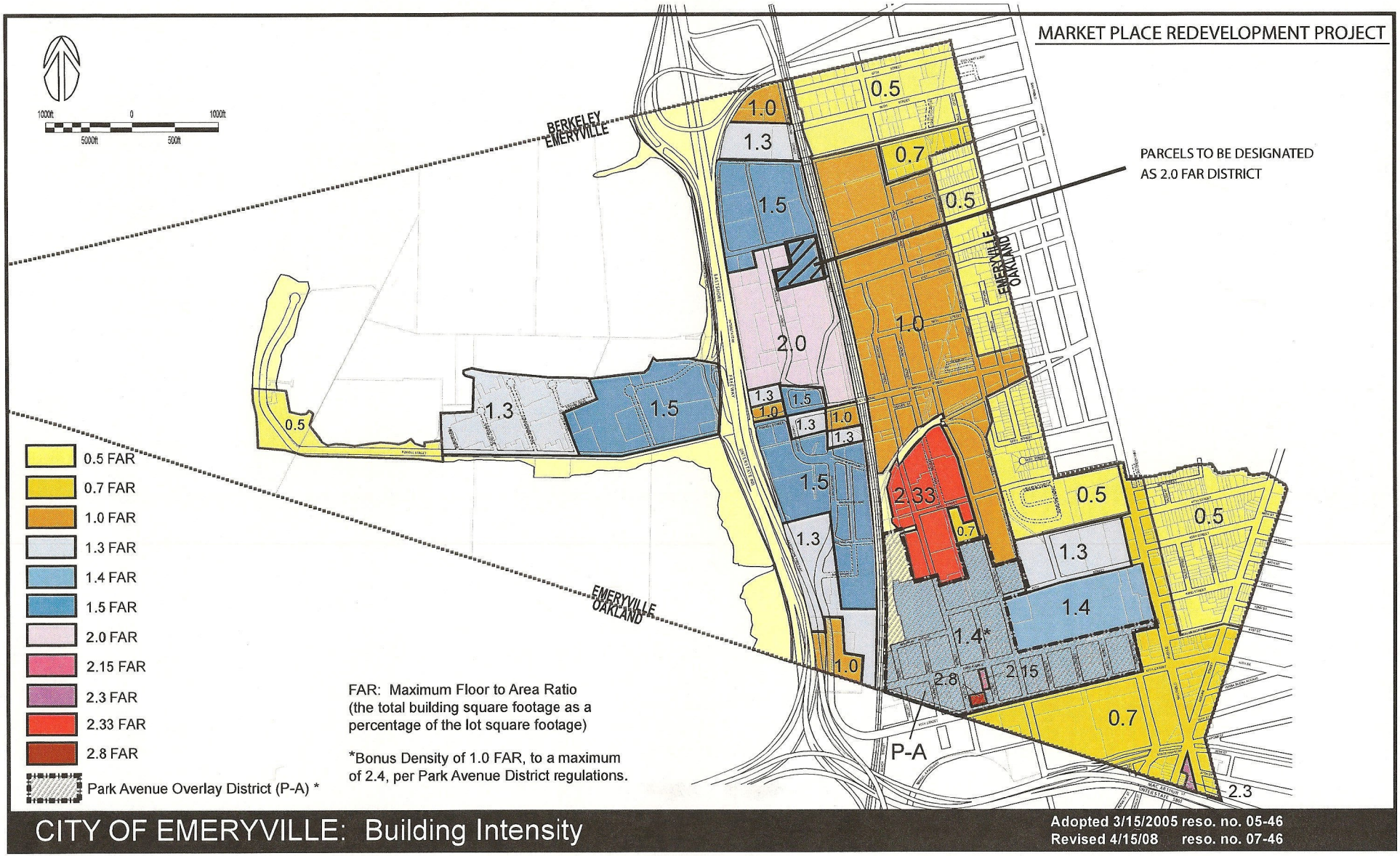
APPROVED AS TO FORM:

CITY CLERK

CITY ATTORNEY

Attachment:
Building Intensity Map showing revised FAR

ATTACHMENT TO CITY COUNCIL RESOLUTION NO. 08-



CITY OF EMERYVILLE: Building Intensity

Adopted 3/15/2005 reso. no. 05-46
Revised 4/15/08 reso. no. 07-46