**Exhibit A: BAYPORT/ALAMEDA LANDING MASTER PLAN WATERFRONT AMENDMENT**

*(Proposed insert at end of "Sub-Area Development Programs" at the end of Master Plan page 50)*

## Maritime Commercial and Residential Variant (Sub-Areas 1 and 2)

The Maritime Commercial and Residential Variant land use program permits an alternative to the Sub Area Development Programs for Sub-Areas 1 and 2, to facilitate the reuse and revitalization of the Alameda Landing Waterfront. The land use program for this Variant permits maritime commercial uses (as further defined below) in existing warehouses in the Maritime Commercial Sub-Area and residential uses in the Residential Sub-Area, as shown in the illustrative drawing below. Under the Maritime Commercial and Residential Variant the Area wide Permitted Mix of Uses described on page 49 would change as shown in the table below:

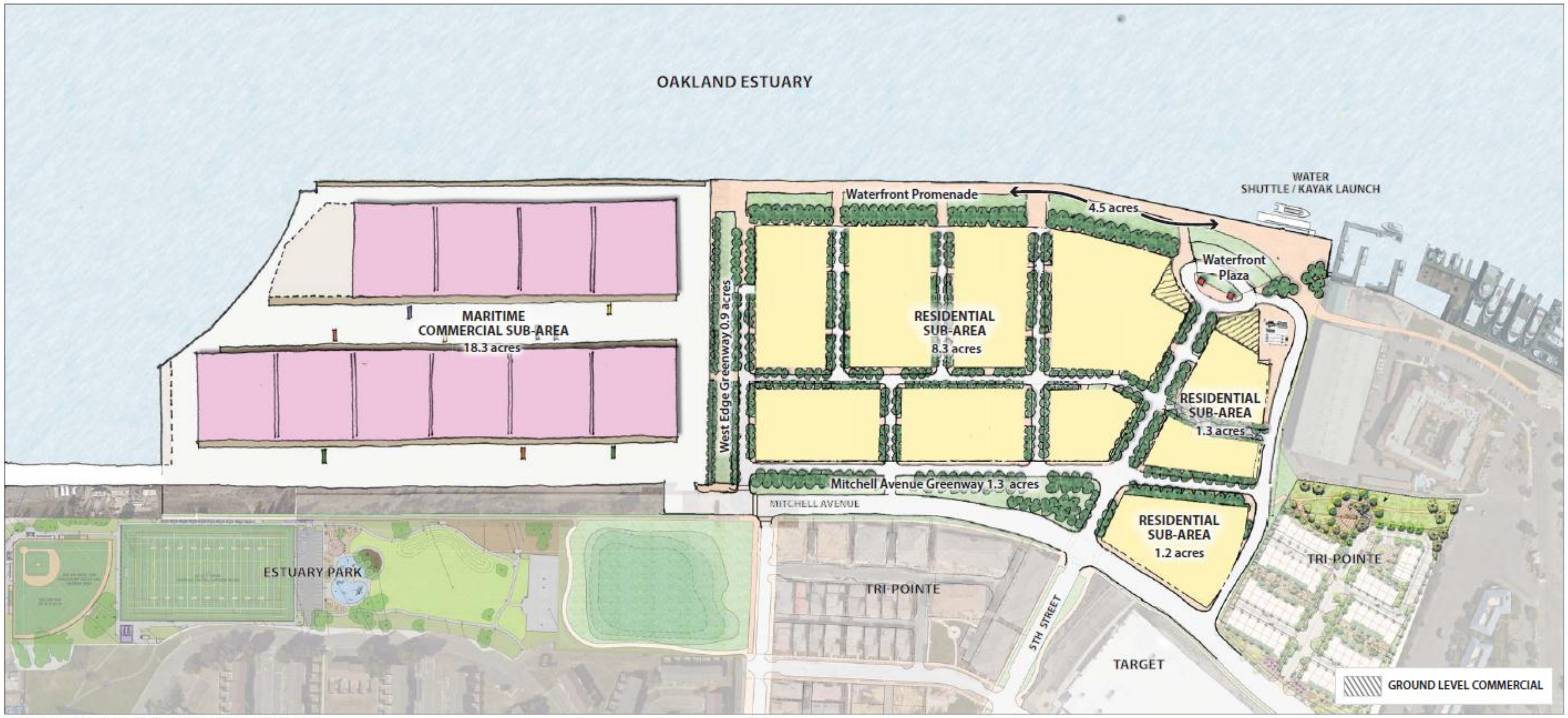
| | Master Plan | Master Plan with Maritime Commercial Residential Variant |
|---|---|---|
| Office with supporting retail uses | 400,000 sq.ft. | 0 |
| Maritime Commercial | 0 | 364,000 sq. ft. |
| Health Club | 20,000 sq. ft. | 0 |
| Shopping Center/Retail | 300,000 sq. ft. | 296,000 sq. ft. + 6,700 sq. ft. office |
| Residential | 300 units | Maximum 700 units (actual number subject to traffic cap but in no event will exceed 700 units) |

The Maritime Commercial and Residential Variant is subject to a cap on the number of daily and peak hour automobile trips, as set forth in Table 1 - Alameda Landing Trip Matrix. Table 1 establishes:

1. The number of Alameda Landing trips disclosed in the 2006 Supplemental Environmental Impact Report for the 2006 Master Plan.
2. The number of trips associated with the development of the first phases of the Alameda Landing portion of the Master Plan since 2006 based on applicable trip generation rates from the Institute of Traffic Engineers (ITE).
3. The number of trips associated with reuse of the existing 364,000 square feet of warehouses for maritime commercial purposes, based on ITE trip generation rates.
4. The remaining trip budget (before the credit described in item 5 below) ("Unadjusted Trip Budget") for the final waterfront residential phase of the Master Plan.
5. A Transportation Demand Management (TDM) trip adjustment ("TDM Adjustment") will be added to the Unadjusted Trip Budget based on the performance of the Alameda Landing TDM Program, as measured by commute period ridership data provided by the Alameda Landing TDM administrator. Specifically, the TDM Adjustment will be the most recent six-month average of the number of riders on the Alameda Landing BART Shuttle during the respective two-hour morning (outbound) and evening (inbound) commute periods. For example, if over the course of six months, the Alameda Landing BART Shuttle had an average of fifty riders during the two-hour morning commute period and an average of fifty riders during the two-hour evening commute period, the TDM Adjustment would be 50 trips for the morning peak period and 50 trips for the evening peak period. The sum of the Unadjusted Trip Budget and the applicable TDM Adjustment is the "Remaining Trip Budget" for the Residential Sub-Area. The actual mix of uses in the Residential Sub-Area shall be subject to compliance with the applicable Remaining Trip Budget. In the event that, upon full buildout of the Residential Sub-Area, there are unused trips

remaining within the Remaining Trip Budget (the "Unused Trips"), then those Unused Trips shall be allocated to the Maritime Commercial Sub-Area.

**Illustrative Diagram: Maritime Commercial and Residential Variant**




NOTE: Illustrative as to number, location, and configuration of development blocks, alignment of streets and access drives, and configuration of greenways, open space, ground level commercial space, and public facilities.

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Alameda Landing
*Prepared by ROMA Design Group*
JUNE 1, 2017

## Table 1- Alameda Landing Trip Matrix.

### 1. 2006 Supplemental EIR Trip Estimate

| | | | | AM Peak Hour | | | PM Peak Hour | | |
|---|---|---|---|---|---|---|---|---|---|
| **Land Use** | **ITE Code** | **Size** | **Daily** | **Total** | **In** | **Out** | **Total** | **In** | **Out** |
| Single Family Detached | 210 | 200 | 1,914 | 150 | 38 | 113 | 202 | 127 | 75 |
| Low-Rise Apartments (Rental Apartments) | 221 | 50 | 330 | 23 | 5 | 18 | 29 | 19 | 10 |
| Duplexes | n/a | 50 | 400 | 32 | 6 | 26 | 40 | 28 | 12 |
| Office | 710 | 400 | 4,404 | 620 | 546 | 74 | 596 | 101 | 495 |
| Shopping Center | 820 | 317.5 | 14,390 | 313 | 191 | 122 | 1,342 | 644 | 698 |
| Fast Food w/Drive Through | 934 | 2.5 | 1,240 | 133 | 68 | 65 | 87 | 45 | 42 |
| **Total** | | | **22,678** | **1,271** | **853** | **418** | **2,296** | **965** | **1,331** |
| *Internal Trips AM* | *4%* | | | *-51* | *-34* | *-17* | | | |
| *Internal Trips PM* | *12.5%* | | | | | | *-287* | *-121* | *-166* |
| **Grand Total** | | | | **1,220** | **819** | **401** | **2,009** | **844** | **1,165** |

### 2. Constructed or Under Construction since 2006

| | | | | AM Peak Hour | | | PM Peak Hour | | |
|---|---|---|---|---|---|---|---|---|---|
| **Land Use** | **ITE Code** | **Size** | **Daily** | **Total** | **In** | **Out** | **Total** | **In** | **Out** |
| Single Family Detached | 210 | 91 | 866 | 68 | 17 | 51 | 91 | 57 | 34 |
| Attached Single Family for Sale Townhomes (2 or 3 story unit w/2-car garage) | 231 | 124 | 817 | 83 | 21 | 62 | 97 | 56 | 41 |
| Flats less than 1,200 sf (not including stairs) | 232 | 22 | 92 | 7 | 1 | 6 | 8 | 5 | 3 |
| Affordable (deed-restricted) Units | 223 | 48 | 316 | 14 | 4 | 10 | 19 | 11 | 8 |
| Office (second floor over retail) | 710 | 6.7 | 74 | 10 | 9 | 1 | 10 | 2 | 8 |
| Target | n/a | 140 | 7,650 | 275 | 184 | 91 | 758 | 372 | 387 |
| Rest of Alameda Landing shopping Center | 820 | 151 | 8,877 | 200 | 124 | 76 | 790 | 379 | 411 |
| **Total** | | | **18,693** | **659** | **361** | **298** | **1,772** | **882** | **891** |
| *Internal Trips AM* | *4%* | | | *26* | *14* | *12* | | | |
| *Internal Trips PM* | *12.5%* | | | | | | *222* | *110* | *111* |
| **Grand Total** | | | | **633** | **347** | **286** | **1,551** | **772** | **780** |

### 3. Reuse of Maritime Commercial Warehouse

| | | | | AM Peak Hour | | | PM Peak Hour | | |
|---|---|---|---|---|---|---|---|---|---|
| **Land Use** | **ITE Code** | **Size** | **Daily** | **Total** | **In** | **Out** | **Total** | **In** | **Out** |
| Warehouse | 150 | 364 | 1,296 | 109 | 86 | 23 | 116 | 29 | 87 |
| | | | | | | | | | |
| *Waterfront Residential Sub Area (theoretical residential development)* | | | | | | | | | |
| Single Family Detached | 210 | 38 | 362 | 29 | 7 | 21 | 38 | 24 | 14 |
| Attached Single Family for Sale Townhome with 2-car garage | 231 | 105 | 692 | 70 | 18 | 53 | 82 | 48 | 34 |
| Flats less than 1,200 sf (not including stairs) | 232 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Multifamily Stacked Flats For Sale (Building 3+ stories) | 232 | 120 | 502 | 41 | 8 | 33 | 46 | 28 | 17 |
| Ground Floor Commercial | 820 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Affordable (deed-restricted) Units | 223 | 47 | 310 | 14 | 4 | 10 | 18 | 11 | 8 |
| Multifamily Stacked Rental Apartments (Building 3+ stories) | 223 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total** | | | **3,161** | **263** | **123** | **140** | **300** | **139** | **161** |
| *Internal Trips AM* | *4%* | | | *11* | *5* | *6* | | | |
| *Internal Trips PM* | *12.5%* | | | | | | *38* | *17* | *20* |
| **Grand Total** | | | | **252** | **118** | **134** | **263** | **122** | **141** |

| | | | | AM Total | AM In | AM Out | PM Total | PM In | PM Out |
|---|---|---|---|---|---|---|---|---|---|
| **4. Unadjusted Trip Budget** | | | **824** | **335** | **354** | **-19** | **195** | **-50** | **244** |
| **5. TDM Trip Adjustment (estimated)** | | | | | | **50** | | **50** | |
| (to be determined pursuant to the Master Plan Amendment) | | | | | | | | | |
| **6. Remaining Trip Budget** | | | **824** | **335** | **354** | **31** | **195** | **0** | **224** |

*Maritime Commercial Sub-Area*

In the Maritime Commercial and Residential Variant, the land use program for the Maritime Commercial Sub-Area permits (a) reuse and rehabilitation of the 364,000 square feet of existing warehouses and associated wharf and land areas, (b) subject to compliance with applicable Building Code requirements, repair and/or replacement of the existing warehouses in the event of casualty (including damage or destruction due to fire, flood, earthquake, or other circumstances outside the reasonable control of the property owner), and/or (c) subject to compliance with applicable Building Code requirements, replacement in kind of all or any portion of the existing 364,000 square feet of warehouses, consisting of replacement within the same footprint with buildings of substantially similar exterior design as the existing warehouses, with no increase in square footage and no new or substantially more severe significant environmental impacts than the existing warehouses.

In the Maritime Commercial and Residential Variant, permitted uses in the Maritime Commercial Sub-Area are those authorized by or consistent with the CM Commercial Manufacturing Zoning District, including research and development, warehousing, light industrial uses, maritime uses such as: tugboat, lightering, piloting and other marine transportation and ship assist services; maintenance, repair and construction of ferries, submersibles, and other vessels and/or their components; ship chandleries; maritime and other primarily commercial supply; and waterfront and water-oriented uses. Uses that require long-term outdoor storage of materials and vehicles shall be subject to Conditional Use Permit approval. Distribution and trucking uses that generate more than 80 semi-truck trips a day shall be prohibited.

Given the reuse of the existing warehouses and the active maritime use in this Variant, the following Master Plan requirements shall not apply to the Maritime Commercial Sub-Area:

**Streets and Parks:** Master Plan requirements for streets, access drives, public access and circulation (including pedestrian and bicycle access and internal circulation), parks and open space, recreational and other public facilities, landscaping, and Waterfront Promenade requirements of the Master Plan, the 2007 Waterfront Promenade Development Plan, and the Site-Wide Landscape Development Plan.

**View Corridors:** Master Plan requirements for views and view corridors.

**Retail and Vertical Mixed Use**: Master Plan requirements for retail, restaurant, entertainment, and personal and consumer-oriented business services, visitor-serving or water-oriented uses; for vertical mixed use or second floor uses; for each Sub-Area to contain a mix of uses; or of the Alameda Landing Mixed-Use Center Guidelines or the Sub-Area Development Program for Waterfront Commercial Center – Office (Sub-Area 1).

**Parking and Loading:** Master Plan requirements regarding parking, loading, and service areas, provided that parking shall comply with applicable state laws regarding accessibility.

**Design Guidelines**: Master Plan Sub-Area Site-Planning Guidelines for Sub-Area 1 Waterfront Commercial Center-Office, Master Plan requirements for building heights and massing, and Master Plan Architectural Concepts, except that the Reuse Building Standards shall apply.

**Mitchell Extension**: Master Plan requirements for the extension of Mitchell Avenue, except as necessary to provide access and utilities to the eastern boundary of the Maritime Commercial Sub-Area at the approximate location depicted above.

**Development Plans:** Master Plan Conditions of Approval requirements found in Development Plan/Design Review on page 88 and Construction on pages 90 -91 except that all rehabilitation activities shall be subject to Building Permit and all exterior improvements requiring a Building Permit shall be subject to Design Review pursuant Alameda Landing Municipal Code Sections 30-36 and 30-37. Development Plan review shall not be required. Conveyance parcels may be created by lot line adjustments provided that the adjustments are permitted by the Subdivision Map Act.

Given the active maritime use in this Variant, the Maritime Commercial Sub-Area may be fenced to provide security for on-site uses and visual screening from public viewpoints.

In the event the reuse of the existing buildings and wharf in the Maritime Commercial Sub-Area is discontinued and the Maritime Commercial Sub-Area is redeveloped with new construction (other than replacement in kind or replacement in the event of casualty, as permitted above), then all provisions of this Master Plan (including the Master Plan Conditions of Approval) applicable to Sub-Area 1 shall apply to such new construction. Prior to Development Plan approval, the City shall calculate (a) the trip generation for the proposed uses, (b) an appropriate TDM Adjustment, and (c) the Unused Trips (if any). In the event that the calculated daily or peak hour trips exceed the daily or peak hour trips for the existing warehouses shown in the Alameda Landing Traffic Matrix, as adjusted by the TDM Adjustment and the Unused Trips, the applicant shall revise the mix of uses to eliminate such exceedance or apply for a Master Plan amendment.

*Residential Sub-Area*

In the Maritime Commercial and Residential Variant, permitted uses in the Residential Sub-Area are the uses authorized by or consistent with the R-4 Residential Zoning District.

Uses in the Residential Sub-Area must fall within the Remaining Trip Budget calculated in accordance with the Alameda Landing Traffic Matrix as set forth above, which compliance shall be determined at the time of Development Plan approval. Prior to Development Plan approval, the City shall calculate (a) the trip generation for the proposed residential product mix based on applicable ITE rates and (b) an appropriate TDM Adjustment. In the event that the calculated daily or peak hour trips exceed the Remaining Trip Budget, the applicant shall revise the residential product mix to eliminate such exceedance or apply for a Master Plan amendment. In the event that the calculated daily or peak hour trips are less than or equal to the Remaining Trip Budget, then the City shall not condition approval of the Development Plan on reduction of unit count or any other reduction of density.

In the Maritime Commercial and Residential Variant, development within the Residential Sub-Area shall include:

**Land Use Buffer Area:** Provide a minimum 50 foot-wide buffer area between the maritime commercial eastern property line and the western-most residential buildings to minimize land use conflicts between the maritime commercial uses and the adjacent residential buildings. The buffer area may include roadways, landscaped areas, and recreational facilities. The buffer area shall provide public bicycle and pedestrian access from Mitchell Avenue to the public waterfront improvements.

**Land Use Disclosures:** Provide disclosures to all future residents of the residential area that the existing environment includes adjacent and nearby maritime manufacturing industries, the Port of Oakland, and heavy industrial uses such as Schnitzer Steel which may operate 24 hours a day.

**Public Access:** Comply with the applicable public access and circulation (including pedestrian and bicycle access), park and open space, recreational facilities, landscaping, and Waterfront Promenade requirements of the Master Plan, including a Waterfront Promenade and Waterfront Plaza totaling 4.5 acres and a public water shuttle landing (which shall accommodate public kayak launching) and appropriate improvements to allow and facilitate public access to the waterfront and the public landing. In addition, the open space plan shall include a minimum 0.9 acre open space buffer described above and the 1.3 acre greenway along Mitchell Avenue. Prior to or concurrent with submittal of a Development Plan for the residential area, the project applicant shall submit an amendment to the approved 2007 Waterfront Promenade Development Plan. The amendment shall provide for (i) a public water shuttle landing (which shall accommodate public kayak launching) and (ii) a waterfront park construction phasing plan to ensure that the park is completed in phases concurrent with the completion of the residential units.

**Mixed Use**: The Master Plan Sub-Area requirements for retail, restaurants, health club space, entertainment space, personal and consumer-oriented business services space, visitor-serving uses, water-oriented uses, the Waterfront Plaza Node, vertical mixing of uses, or a mix of uses shall not apply, provided that the residential development plan includes a minimum of 5,000 square feet of ground floor commercial space with 12 foot floor to ceiling dimensions for commercial, retail, and/or commercial recreational uses consistent with the CC Zoning District regulations facing the Waterfront Plaza and water shuttle landing or along 5th Street. Buildings with ground floor commercial space may exceed five stories. All other buildings shall be five stories or fewer in height. The ground floor commercial space may be in freestanding buildings without a vertical mixing of uses.

**View Corridors**: Provide view corridors from Mitchell to the north along the land use buffer area between the maritime commercial and residential subareas, and along the 5th Street corridor. The 5th Street view corridor to Broadway in Oakland shall maintain a minimum 75-foot right-of-way. Upon review of the Development Plan, the Planning Board may reduce the required width without a Master Plan amendment, if it is determined at that time that a full 75 feet is not required for an Estuary Crossing, as described below. The Fifth Street extension shall include two travel lanes, two bicycle lanes, two on-street parking lanes and space for water shuttle drop-offs and kayak launch staging. Other view corridors may be provided but are not required.

**Estuary Crossing**: Provide access for future bicycle, pedestrian, and/or transit tube or bridge to Oakland within the public rights-of-way along 5th Street and land use buffer corridor.

**Estuary Park Access**: Provide vehicle and pedestrian access by either: (1) constructing a service road, not to exceed 25 feet in width along the planned alignment of the Mitchell Avenue extension to the planned parking lot for Estuary Park, or (2) constructing a service road, not to exceed 21 feet in width along the planned alignment of the Mitchell Avenue extension to the planned parking lot for Estuary Park and constructing a pedestrian and bicycle path not to exceed six (6) feet around the southwest border of the detention pond from the existing Tri Pointe bicycle path to the eastern end of the Estuary Park.

**Bicycle Path Crossing**: Provide a safe and convenient bicycle path crossing from Bette Street across the Mitchell extension to the waterfront.

**Affordable Housing**: Provide deed restricted affordable housing units consistent with the requirements of the Alameda Municipal Code Inclusionary Housing Ordinance.

**Middle Income/Smaller Units**: At least 10% of the market rate units shall be 1,200 square feet in size or less.

**Parking:** Provide a maximum of two (2) private off-street parking spaces for each detached single-family unit and each attached single-family unit (townhome). The maximum number of private off-street parking spaces allowed for flats and low income or very low-income deed restricted units shall be 1.5 spaces per unit averaged over the total number of flats and deed restricted low- and very-low income units. Guest and visitor parking for the open space, commercial and/or recreation uses shall be provided by public on-street parking.

**TDM Assessments:** Impose annual assessments on each residential unit for transportation services as follows:

- Single Family Detached home with 2 car garage: $550
- Attached Single Family home with 2 car garage: $450
- Flats with shared parking and Townhomes less than 1,500 square feet in size: $350

All fees to increase annually consistent with Bay Area Consumer Price Index for the San Francisco-Oakland-San Jose Metropolitan Area.

**Universal Design**: The Development Plan, Design Review, and building permit plans shall specify that at least 15% of the units have a ground floor bedroom, full bathroom and kitchen facilities. All ground floor living space shall include:

- Accessible route of travel to dwelling unit from public sidewalk to the unit's primary entrance or an easily adaptable route and an accessible route of travel from garage/parking to the unit's primary entrance.
- Minimum 32" clear primary entry doorway and a "no step entry" (1/2" or less threshold) with dual peephole and doorbell. All exterior and interior doors to meet Chapter 11a. code required maneuvering clearances, hardware, thresholds, and strike side clearances.
- An accessible route of travel with a minimum 42" wide hallway to all bedrooms, living rooms, kitchens, and bathrooms on the primary accessible floor.
- Rocker light switches, electrical receptacles, and environmental controls at accessible heights on the primary accessible floor.
- Minimum required work/floor clearance of 30"x48" in front of stove, refrigerator, dishwasher, sink, and oven, accessible countertops with a 30" wide workspace and/or one or more 15" breadboards installed between 28-32" high and under-cabinet lighting.
- Bathroom with standard shower stall and toilet with grab bar reinforcement, removable base cabinets, lower towel racks, and accessible toilet tissue holder.

**Housing Mix**: Provide a variety of housing types, but in no event shall more than 30% of the units be detached single family homes.

In cases where any Master Plan requirement conflicts with the requirements stated above for the Maritime Commercial and Residential Variant, the requirements of this Maritime Commercial Residential Variant shall rule. In the Maritime Commercial and Residential Variant, the Sub-Area Development Programs for the Sub-Area 1 and Sub-Area 2 on page 50 shall not apply.