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DATE: October 9, 2007

TO: Mayor and City Council

FROM: Director of Community and Economic Development

SUBJECT: Request by Legacy Partners Related to the South of Route 92 Development Project

I. Mitigated Negative Declaration, Initial Study, Mitigation Monitoring and Reporting Program and Technical Memorandum;
II. General Plan Amendment Application No. PL-2007-0019 - Request to Amend the General Plan Land Use Map Designation for Portions of the South of Route 92 Specific Plan Area from "Industrial Corridor" to "Retail and Office Commercial" and "Medium Density Residential;"
III. Specific Plan Amendment - Request to Amend the *South of Route 92/Oliver & Weber Properties Specific Plan* Land Use Designation for Portions of the Area from "Business Park" to "Retail Commercial" and "Residential," and Make Related Text Changes;
IV. Development Guidelines Revisions – Request to Revise the *South of Route 92 Oliver/Weber Properties Development Guidelines* Associated with Proposed Specific Plan Amendments;
V. Zone Change Application No. PL-2007-0232 - Request to Amend the Zoning District for Portions of the South of Route 92 Specific Plan Area from "Business Park" and "Commercial Retail" to "Medium Density Residential," "Neighborhood Commercial," and "Regional Commercial;" and
VI. Zoning Text Amendment Application No. PL-2007-0233 – Request to Delete the "Commercial Retail" District and Add a New "Regional Commercial" District, and Amend the "Business Park" District and "Neighborhood Commercial" District

RECOMMENDATION

That Council adopts the attached resolution and introduces the attached ordinances adopting the Mitigated Negative Declaration, Initial Study, Mitigation Monitoring and Reporting Plan and Technical Memorandum, and approving the General Plan Amendment, Specific Plan Amendment, Development Guidelines Revisions, Zoning Changes and Zoning Text Amendment.

SUMMARY

The project proposed by proponent Legacy Partners (Legacy) will provide immediate benefits in the short-term through the provision of a needed neighborhood retail center that would serve the southwestern Hayward community and surrounding areas in Union City, as well as a regional-serving commercial use that would contribute to the City's economic well-being. The proposed reduction in vacant land that would be available for business park uses may affect the City's eventual ability to attract campus-style complexes; however, the City's Industrial Corridor also contains other vacant and underutilized parcels that have the potential for being redeveloped with the types of office uses that generate higher-paying jobs.

Compared to development that could be realized in accordance with the existing Specific Plan, Legacy's proposal is superior in terms of projected absorption and fiscal impacts to the City's General Fund (nearly $40 million versus $10 million net positive impact). Also, Legacy's proposal would generate less peak hour traffic trips (960 less a.m. peak hour trips and 450 less p.m. peak hour trips).

Compared to a development scenario that would provide similar retail uses but no housing, Legacy's proposal would be more attractive to retail tenants, who seek nearby residents for support. Also, Legacy's concept would entail an overall plan consisting of a mixture of uses that promotes less reliance on the automobile and places housing near a neighborhood retail center and existing 25-acre sports complex. The fiscal impacts to the General Fund of a land use scenario comprised of only retail and office uses would be similar to those associated with the Legacy proposal; however, they are not comparable if the applicant is not inclined to move in that direction, as has been indicated.

The land designated as business park use has not been developed with *any* office-flex or research and development uses for the nearly 10 years since the original Specific Plan was adopted, and a market analysis indicates such land is likely not going to be developed to full potential in at least the next 15 to 20 years. The single-use business park as envisioned in the Specific Plan is a less viable planning model in the current economy and is less attractive than development incorporating a variety of uses in closer proximity to each other, which would lend to a more cohesive, integrated, environmentally-friendly development.

BACKGROUND

Specific Plan

In 1998, the City of Hayward certified a Program Environmental Impact Report (EIR) associated with the approval of the South of Route 92 General Plan Amendment, Zone Change and Specific Plan for the Oliver Estate/Weber Properties. In 1999, the City approved and executed the Mount Eden Business and Sports Park Community Development Agreement in connection with the Oliver Estate properties. The original Specific Plan provided for a mixed-use development consisting of a business park, high-quality single-family housing, light manufacturing, open space and a 25-acre sports park on 333.5 acres. The Plan sought to expand the supply of owner-occupied housing and increase the variety of the City's housing stock, particularly housing for professionals, technical specialists and managers and business owners, and create opportunities for businesses that provide

higher wage jobs and/or sales tax revenues to develop and expand in Hayward. The sports park and the 537-unit Eden Shores residential community have been completed.

In November of 2005, the Specific Plan, Development Guidelines and Development Agreement were amended, as were the City's General Plan and Zoning Ordinance, to allow for residential development (Eden Shores East) on approximately 29 acres formerly designated for light manufacturing just east of the railroad tracks. The Bridgeport and Crossings projects, consisting of 139 single-family units and 122 condominiums, respectively, are now under construction by Standard Pacific.

In 2006, Legacy Eden Shores, who acquired the property from Standard Pacific, expressed an interest in exploring other potential land uses for the remaining undeveloped approximately 57 acres. An approximately 0.67-acre parcel located in the northwest portion of the study area along the railroad tracks is owned by the City and contains wetlands. Such land would need to be acquired by a future developer as part of the office/business park development proposed in that area. That land is all currently zoned "Business Park," except for approximately three acres, which is zoned "Commercial Retail" (see Attachment A). In response, in November of 2006, the City Council authorized a study to evaluate potential revisions to the Specific Plan which would allow for consideration of a greater variety of land uses.

Summary of Study

The study, conducted over the past several months, began with the preparation of a market analysis, followed by the formulation of three land use alternatives (including a previous version of Legacy's proposal, Alternative 2). Alternative 1 represents development under the existing Specific Plan designations, while Alternative 3 shows office designations in place of the housing shown in the property owner's alternative. Additional technical studies, including a fiscal impact analysis and a traffic impact analysis, were also completed for each alternative. The three Alternatives are shown as conceptual development plans in Attachment D.

Major findings of the technical studies and aspects of the study were reviewed with the Planning Commission and City Council at three joint work sessions, held in September of last year and on February 27 and May 1 of this year. The majority of Council members and Commissioners expressed support for the additional retail designations, but some expressed concerns with additional housing, especially at the expense of potential future additional office space.

Staff also hosted three community meetings in the Eden Shores neighborhood, which occurred in November of last year and on March 7 and May 16 of this year. Broad support was expressed for the project proponent's proposal, in part because of the greater mix of land uses, including the provision of commercial retail opportunities and the transition between the current housing and proposed development. Attendees expressed the desire to have high-quality retail stores and an Asian-American market, but voiced concerns with traffic, as well as visual impacts to the Eden Shores Boulevard-Hesperian Boulevard entry into their neighborhood. Some residents suggested that the regional retail use be moved to be closer to the Industrial/Hesperian Boulevards intersection. A letter of support was received from the Eden Shores Homeowners' Association president in June.

In response to comments received on its previous proposal (Alternative 2), Legacy initiated revisions to its concept. A joint work session was held on September 11 to present the revised proposal, which is summarized below.

Legacy's Revised Proposal

The current proposal (see Attachment B) is indicating three-story office buildings along Industrial Boulevard and in the northwest portion of the project area. Along the east side of Marina Drive, the site plan indicates a larger, three-story medical office building and several single-story, smaller office buildings. Also shown is a 42,000 square foot fitness center. Although such use is shown within the office/business park area, it would provide a service for both residents and workers in the area and would be compatible with and complement the business park/medical offices uses. Legacy's current proposal shows office uses on 0.4 more acres compared to the previous proposal, but slightly less square footage (2,500 square feet). Additionally, due to a reconfiguration of uses, buildings with a parking structure in the northwest portion of the site are arranged in a more traditional, interconnected campus style development, rather than in a linear configuration along Industrial Boulevard as was previously shown. Also, the potential noise impacts from trains to residents associated with the previous proposal has been eliminated since such housing has been replaced by office uses. Furthermore, office uses are now shown along the east side of Marina Drive, south of Industrial Boulevard, which would replace parking lot area for the regional retail use that was previously shown across from the Bridgeport residential development being constructed along Marina Drive. In summary, the amount of parking lot area across from the Bridgeport residential development has been greatly reduced and deeper business park/office areas have been provided to allow potential for a more traditional campus style development that would contain a variety of interconnected buildings to enhance the environment for workers.

The amount of neighborhood serving retail use has been reduced by 10,500 square feet and 0.9 acres. The reduction in square footage is mainly attributable to consideration of a smaller specialty grocery store, rather than a larger traditional one, which would be more compatible with the proposed regional retail use. Also, the relocation of the center to north of Eden Shores Boulevard would provide greater opportunities to cater to the neighborhood and enhance the aesthetic environment along Eden Shores Boulevard for residents in that area, compared to the previous proposal. The relationship and shared parking potential for the regional and neighborhood serving retail is also enhanced with the revised proposal.

The regional retail building and parking lot are shown relocated northward to take greater advantage of the major intersection of Industrial Boulevard and Hesperian Boulevard. Such relocation would minimize traffic and noise impacts to residential uses to the east and would provide easier access for shoppers of that facility. Additionally, such location would provide easier access for future business park and office users along Industrial Boulevard eastward toward I-880.

The number of residential units is approximately the same, though on two less acres. The biggest difference with regards to the residential units is that the current proposal now shows all the units together adjacent to Hesperian Boulevard and Eden Shores Boulevard, north of the 25-acre sports complex. Additional parking is shown between the two residential developments, to accommodate overflow parking from the sports complex during peak activity, as has been requested by staff of the

Hayward Area Recreation and Park District. If the proposal is approved, issues associated with sports field lighting impacts on the residents would need to be addressed at the design level stage, as would noise impacts from Hesperian Boulevard traffic for those townhouse units that would face onto that busy arterial.

A summary of possible development scenarios under the three land use alternatives and the revised proposal from Legacy is shown in the following table.

Alternatives Development Summary

Land Use Alternative	Office-flex/R&D	Neighborhood Retail	Regional Retail	Residential
Alternative 1: Existing Specific Plan	53.4 ac. 1,400,000 sf	3.0 ac. 33,000 sf	None	None
Alternative 2: Owner's Previous Proposal	20.1 ac. 502,500 sf	6.3 ac. 66,500 sf	15.5 ac. 160,000 sf	14.6 ac. 174 units
Owner's Revised Proposal*	**20.5 ac. 500,000 sf****	**5.4 ac. 56,000 sf**	**16.5 ac 160,000 sf**	**14.4 ac. 167 units**
Alternative 3: Office/Biotech/Retail	34.7 ac. 907,000 sf	6.3 ac. 66,500 sf	15.5 ac 160,000 sf	None

*revised per the project proponent in response to comments received on previous proposal
** includes 42,000 square foot fitness facility

It should be noted that at this stage in the process, General Plan Land Use and Zoning designations are being contemplated, along with associated changes to the Specific Plan and its Development Guidelines. Specific review of development projects would occur at a later time, which would entail analysis of proposed building designs and layout and, depending on the specific uses, review of conditional use permit applications. Although the development figures shown in Attachment D represent only conceptual illustrative site plans, the development program assumptions provided the basis for the analyses in the technical studies. Major findings of the technical studies are summarized below.

DISCUSSION

Technical Studies:

Because the revisions to Legacy's proposal essentially entail relocation of uses, additional analyses were not conducted. The following discussions relate to the previous proposal from Legacy (Alternative 2), which are still applicable to the current proposal.

Market Analysis

The market study prepared by Keyser Marston Associates (KMA) forecast trends for selected land uses over the next approximately ten years (2016). Major findings are summarized below:

- *Research & Development (R&D).* It is anticipated that R&D space demand of approximately 500,000 sq. ft. in the City will be adequately met by the existing 1.2 million sq. ft. of vacant inventory and that no net new demand would exist. However, given the limited amount of large, vacant and readily developable land in the City, there may be niche opportunities within the Specific Plan area to compete successfully for a share of the overall R&D demand in the region.

- *Office/Flex.* The subject site has the potential for capturing up to 100% of the net office/flex space demand, about 300,000 sq. ft. (or approximately 17 acres) projected for the City between 2006 and 2016.

- *Retail.* Within the one-mile trade area, opportunities exist for convenience retail goods (food and drugs) in the form of a new neighborhood retail center (3 to 4 acres), anchored by a grocery store in the range of roughly 35,000 to 40,000 sq. ft. Within the five-mile trade area, significant opportunities – in the range of 500,000 sq. ft. to 900,000+ sq. ft. - exist in the City for nearly all types of comparison retail goods, i.e., apparel, general merchandise, specialty retail and home furnishings. These needs might be met by a regional retail center or "big box" retail use.

- *Residential.* According to the market analysis, an estimated net new housing demand for 1,200 residential units is projected for the City between 2006 and 2016. The net demand is derived from the number of projected new households minus the number of vacant housing units and the number of housing units under construction or in approved and pending projects. It should be noted that the net new demand does not reflect potential additional housing units not known at this time but which may be developed on vacant or underutilized land (e.g., South Hayward BART Concept Plan area and other infill areas throughout the City).

Based on the market analysis, of the three land use alternatives analyzed, Alternative 2 had the most market potential due to three key factors, as follows:

1. *Multiple Land Use Program* – The mix of office/flex, regional and neighborhood retail, and residential proposed in Alternative 2 is consistent with the market opportunities identified. The mix of different land uses on the site will help to reduce the development's absorption time as compared with Alternatives 1 and 3, both of which include a high concentration of office/flex use and no residential. The faster absorption potentially increases the probability of project success and accelerates the timing of the flow of fiscal revenue to the City.

2. *Amount of Projected Demand* – The amount of development proposed in Alternative 2 is within or close to the range of demand estimated by KMA. The estimated share of demand projected to be potentially available to the subject site for office flex use is estimated at about 300,000 sq. ft. (vs. 502,500 sq. ft. of total office/R&D space in Alternative 2); 35,000 to 40,000 sq. ft. grocer anchor in a neighborhood retail center (vs. 66,500 sq. ft. total in Alternative 2); 500,000 to 900,000 sq. ft. for regional retail

(vs.160,000 sq. ft. in Alternative 2); and 1,200 residential units (vs. 169 units in Alternative 2). In contrast, the 1,394,000 sq. ft. of office/flex proposed in Alternative 1 and 914,000 sq. ft. of office/flex proposed in Alternative 3 significantly exceed the amount of space projected to be supportable between 2006 and 2016.

3. *Absorption Timing* – Given the above conclusions, it is anticipated that the projected amount of space in Alternative 2 can reasonably be absorbed within a 10 to15 year horizon, much of the space within five years. With the larger amounts of office/flex space proposed in Alternatives 1 and 3, the absorption horizon will likely be longer, i.e., in the 15 to 20+ year timeframe. The longer time frame will impact the City's ability to begin receiving fiscal revenues, i.e., property tax, sales tax, etc., which can potentially be generated from the envisioned land uses. The tradeoff of a shorter absorption time frame with a smaller amount of office/flex space and with residential uses, as in Alternative 2, is the loss of future jobs. Another tradeoff of a shorter absorption time frame by not waiting for R&D opportunities is the potential loss of higher quality and/or higher-paying jobs which are often generated by R&D uses as opposed to industrial or retail jobs.

Traffic Impact Analysis

The traffic impact analysis prepared by DKS Associates estimated the number of vehicle trips generated at project build-out and calculated levels of service at key intersections for the same three land use alternatives. When assessing traffic impacts, trip generation at peak hour times is analyzed.

In summary, the owner's proposal would result in less peak hour trips than that projected for development under the existing Specific Plan. The added AM peak hour trips for the proposed project would be less than that envisioned in the Specific Plan: 1,281 compared to 2,241. Similarly, the PM peak hour trips would be 1,919 (as compared to 2,368).

In comparison, Alternative 3 would generate about 7,100 more average daily trips than the existing General Plan for a total increase of 25,762 trips over existing conditions. Alternative 3 would yield an additional 1,817 AM peak hour trips and an additional 2,409 PM peak hour trips. Alternative 1 is the existing General Plan.

Level of Service analysis was performed using the developed trip generation and assumptions on distribution of that traffic to the street network based on knowledge of existing traffic patterns. All three land use alternatives would generate significant transportation impacts at the intersection of Hesperian Boulevard and Industrial Boulevard. Alternative 2 would result in Level of Service (LOS) D in the AM peak hour and LOS F in the PM peak hour. However, the analysis identifies a mitigation measure that would achieve acceptable levels of service (Level of Service E in the PM peak hour). The mitigation measure involves adding an additional left-turn lane on Industrial Boulevard in the westbound direction. Adding a left-turn lane would require modification to the east, west and south legs of the intersection as well as modification to the traffic signal. These improvements can be accommodated within the existing right-of-way. This mitigation measure is included in the Mitigated Negative Declaration attached to this report.

Alternative 2, as well as the other two alternatives, also would result in the unsignalized left turn from Industrial Parkway to the NB I-880 ramps deteriorating to LOS F in the PM peak hour. This impact is significant and essentially the result of anticipated homeward-bound business park workers accessing northbound I-880 since the trip distribution assumption for this type of use indicates 42% of those office workers will use this ramp to return home. The analysis indicates that constructing a left turn only traffic signal on Industrial Parkway will achieve LOS B in the PM peak hour. Timing of this mitigation should be coordinated with any other improvements at the interchange, and because there is uncertainty in when that might occur, it should also be tied to the amount of office development at which the intersection would expect to be at LOS E (estimated at about 50% with Alternative 2). Coordination will also be needed with Caltrans since, even today, the metering lights at the northbound ramps impact through movements on Industrial.

Additionally, Hayward's General Plan Circulation Element also identifies the need for an improvement to the Industrial Parkway interchange to add a northbound I-880 off-ramp, which would include a signal at this location. Such measure, though not identified as needed to mitigate impacts of this project to the Industrial/880 interchange, would help further mitigate impacts in the future.

Below are tables summarizing impacts and levels of service (LOS) at the two significantly impacted intersections, including LOS with and without mitigation.

Hesperian Boulevard and Industrial Boulevard (signalized)
Levels of Service in Peak Hour

Alternative	Existing AM/PM	Build-out AM/PM	Mitigated AM/PM
1 - **Existing Plan**	**D/D**	**F/F**	**E/E**
2 - **Property Owner**	**D/D**	**D/F**	**D/E**
3 - **Office/Retail**	**D/D**	**F/F**	**D/E**

Delays with LOS: LOS B (5-15 seconds); LOS C (15-25 seconds); LOS D (25-40 seconds); LOS E (40-60 seconds); LOS F (>60 seconds)

Industrial Parkway and I-880 Northbound Ramps (unsignalized)
Level of Service in Peak Hour

Alternative	Existing AM/PM	Build-out AM/PM	Mitigated AM/PM
1 - **Existing Plan**	**B/C**	**C/F**	**A/D**
2 - **Property Owner**	**B/C**	**C/F**	**A/B**
3 - **Office/Retail**	**B/C**	**C/F**	**A/B**

Delays with LOS: LOS B (10-15 seconds); LOS C (15-25 seconds); LOS D (25-35 seconds); LOS E (35-50 seconds); LOS F (>50 seconds).

Staff Analysis:

General Plan Amendment

The applicant is requesting to amend the General Plan Land Use Map designation for portions of the study area from Industrial Corridor to Medium Density Residential and Retail and Office Commercial (see map attached to attached resolution).

As detailed in the attached Planning Commission agenda report, the appropriateness of the site for housing is a significant issue because the loss of a portion of land zoned for business park uses must be weighed against the benefits of housing, of which there is a shortage in the Bay Area and in Hayward. In Hayward, housing that will be attractive to moderate and higher income residents is a particular niche that needs to be filled, and the City has been pursuing this strategy in recent years. Additional housing would also help support retail developments in the immediate area.

With respect to the loss of land for business park uses, the Industrial Corridor does contain approximately 300 acres classified as vacant land. However, there are very few large parcels of land available which might attract campus-style business park developments. Although the market for office/flex uses may be relatively weak now, the long-term outlook is positive according to the market analysis conducted for this study. On the other hand, the Association of Bay Area Governments projects by the year 2025, there will be a surplus of Hayward jobs (93,300) over the number of employed residents (84,500), and this ratio would lend support to the use of industrial land for residential purposes.

Given the number of housing units in the plan area, which is relatively isolated from existing commercial areas, there is a strong demand for retail commercial establishments to serve the convenience needs of the residents. Expansion of the designated neighborhood retail site, as well as provision of a site for regional commercial uses, may be appropriate, even at the expense of land zoned for business park uses, to provide for adequate opportunities for shopping and access to personal services.

Specific Plan Amendment

The proposed amendments are consistent with key objectives contained in the Specific Plan as noted below:

- *Add to the economic vitality of the City of Hayward by providing more homes, jobs and revenue generating land uses.*
- *Develop a plan that results in net positive revenues for the City from the plan area.*
- *Ensure that the planned development is both financially and fiscally viable.*
- *Locate retail uses at major access points to the plan area.*
- *Provide an array of land uses that is complementary with surrounding development.*
- *Create a cohesive mixed-use development that can be shared by residents, workers and those pursuing recreational activities.*

- *Establish an implementation process that maintains the integrity of the Specific Plan, but allows for adequate flexibility to accommodate market changes.*
- *Provide the opportunity for distinctive business park development.*

The shift to a more mixed-use business park follows models of locating housing closer to shopping and to work, and limiting single-use parks that cause employees to drive to services and shopping. The intent of the conceptual site plan is to create an accessible and walkable, as well as regional, mixed-use center. Currently, the City has adequately zoned lands for business and industrial conversion. Land assemblage and conversion of uses in our underutilized areas also provide opportunities for business park expansions.

Zone Changes

The applicant is requesting to change the zoning for portions of the area from BP-Business Park (33.3 acres) and CR-Commercial Retail (3.0 acres) to RM-Residential Medium Density (14.4 acres), CN-Neighborhood Commercial (5.4 acres), and a new zoning district of CR-Regional Commercial (16.5 acres) (see map attached to attached ordinance).

If the zone changes are approved as proposed, the City's Inclusionary Housing Ordinance will require that 15 percent of the 167 dwelling units (25 units) within the developments will be affordable to moderate income households. The ordinance states that the affordable units should be "integrated with the project as a whole" and "the number of bedrooms must be the same as those in the market rate units." The ordinance also states: "In a residential project which contains single family detached homes, affordable units may be attached dwelling units rather than detached homes."

Zoning Text Amendments

In conjunction with the rezoning of portions of the study area, amendments to the text of the Zoning Ordinance for the Business Park (BP), Neighborhood Commercial (CN) and Regional Commercial (CR – new district) districts are proposed (see attached ordinance).

Business Park – BP District: As summarized in the attached Planning Commission report, revisions to the *Uses, Lot Requirements, Yard Requirements* and *Minimum Design and Performance Standards* are proposed, reflective of Legacy's proposal.

Regional Commercial – CR District: The existing Commercial Retail district is deleted and a new Regional Commercial district is recommended to be created. The existing CR District does not fully encompass the uses associated with a regional-serving commercial area as envisioned for the plan area. The market study documented a significant demand for regional retail uses in Hayward and indicated this location would assist in capturing sales tax revenue now lost from the City. Consequently, it is proposed that the existing CR District be deleted and a new district be created entitled Regional Commercial – CR, and applied in the northeastern portion of the study area. Major features of this new district include a requirement that the primary permitted use be a major retail anchor with a minimum building size of 100,000 square feet.

Neighborhood Commercial – CN District: The existing CR District was originally conceived as a unique commercial area providing for the workers in the Business Park and previously existing Light Manufacturing districts and surrounding Industrial Corridor. However, with the approval and construction of over 800 housing units in the plan area, the new residents have expressed a desire for a greater variety of convenience goods and services in close proximity. Therefore, the Neighborhood Commercial – CN District is proposed along the north side of Eden Shores Boulevard in the study area. The CN District, unlike the existing CR District, allows for such uses as a nail salon, pet store, and toy store. Also, a sentence is recommended to be added to the "Minimum Design and Performance Standards" provisions of the CN Zoning District to indicate development on CN-zoned properties in this area is subject to the provisions of the Specific Plan and Development Guidelines.

Development Guidelines Revisions

The revisions reflect amendments to the Specific Plan as well as the General Plan and Zoning Ordinance. Revisions to the Development Guidelines are attached to the attached resolution.

Development Agreement Amendment

The amendment to the Development Agreement addresses several items (see Exhibit G), including:

(1) the change in land use from Business Park uses to Regional Commercial, Neighborhood Commercial and Residential uses;
(2) the establishment of a landscape and lighting district (LLD) with an annual assessment of $160 per residential lot or unit (indexed to San Francisco Bay Area cpi) for the purpose of providing partial funding for the ongoing maintenance of the neighborhood serving features of the sports park complex;
(3) an acknowledgement that provision of future on-site open space areas and/or payment of in-lieu fees as determined by the City and the establishment of the LLD constitute complete satisfaction of obligations for parkland and open space;
(4) a voluntary agreement by the applicant to pay a school impact fee of at least $3.25 per square foot, which is in excess of the current fee of $2.62 currently required to meet school impact obligations;
(5) to demonstrate that the City and Legacy have a viable regional retail tenant, a letter of intent submitted form the developers' legal representative to the Hayward city attorney will be verified by senior staff before building permits for residential units will be issued. (Such letter has been submitted to the City Attorney, who is reviewing the letter.)

Refer to the attachment to the attached development agreement amendment ordinance for a complete indication of the revisions to the agreement. The amended Development Agreement is consistent with the General Plan, as amended.

Planning Commission Hearing:

As reflected in Attachment H, the Planning Commission was split on the proposal, voting 3-3 on a motion in support of it. Those Commissioners that dissented with the motion expressed concerns with additional housing, particularly in this location, as well as concerns with not knowing who future tenants may be. Legacy representatives indicated that they were pursuing a Rite-Aid use and a specialty grocer for the neighborhood retail center, but could not reveal due to contractual obligations with what regional retailer they were in negotiations.

The Commissioners who voted in support of the project felt the proposal was a good balance of mixed uses and was configured in a manner that would lead to a desirable, environmentally-friendly set of developments in the near future. Commissioners who voted for the motion had also recommended that a provision be added that would require that at least 30% of the business park acreage be developed prior to the residential developments. That acreage would represent the office/business park area to the east of Marina Drive. The project proponent also indicated at the September 11 joint work session that he anticipated that the regional and neighborhood retail areas would be developed in the very near future. If Council supports the project, such phasing could be required as part of the development agreement terms.

Environmental Review:

A Final Program EIR was certified by the City when it adopted the South of Route 92 Specific Plan in 1998. The 1998 Program EIR found that unavoidable impacts occurred relating to loss of open space and farmland and the City Council adopted a Statement of Overriding Considerations that indicated the benefits of the Plan outweighed the negative environmental impacts of it.

The previously proposed project by Legacy (Alternative 2) requesting modifications to the Specific Plan and other related documents was reviewed according to the standards and requirements of the California Environmental Quality Act (CEQA) and an Initial Study was prepared. The Initial Study was prepared to determine whether the project would result in significant environmental effects that were not examined in the 1998 Program EIR or an increase in severity of previously identified impacts. Issues with potentially significant impacts discussed in the checklist are in regard to air quality, biological resources, cultural resources, hazards and hazardous materials, hydrology/water quality, noise, recreation and traffic. It was determined that the previously proposed project, as conditioned to include the recommended mitigation measures, would not result in significant effects on the environment. Therefore, a Draft Mitigated Negative Declaration was distributed for review on May 11, 2007. The Draft Mitigated Negative Declaration tiers off the 1998 EIR and implements necessary mitigation measures from that EIR, as well as new measures, pertinent to impacts documented in the attached Mitigated Negative Declaration.

The public review period for the Mitigated Negative Declaration ended on June 11, 2007. Comments were received from five entities: California Public Utilities Commission, California Department of Fish and Game, Alameda County Congestion Management Agency, City of Union City and California Highway Patrol. Responses to those comments are included in Section 3.0 of the attached Final Mitigated Negative Declaration, which also includes a Mitigation Monitoring and Reporting Program. No comments raised the need for additional environmental analysis and all areas of concern were adequately addressed in the Final Mitigated Negative Declaration.

To address the currently proposed project, a Technical Memorandum was developed, which describes the project revisions and indicates that such revisions do not generate any new significant impacts, nor require additional mitigation measures.

FISCAL IMPACT

A fiscal impact analysis was conducted for the original three land use alternatives, which included Legacy's previous proposal (Alternative 2). As stated previously, additional analysis was not conducted for the revised proposal, since it is similar to Alternative 2.

Alternative 2 was anticipated to provide a net fiscal benefit to the General Fund of about $39.4 million over a twenty-year period to 2026. This type of and retail development mix, especially one which includes a regional retailer, generates significant General Fund revenues, about $54.3 million, in the form of sales taxes, property taxes and property transfer tax revenue. However, the presence of the housing component in the development mix also results in additional service costs in the City budget of about $14.9 million, resulting in the net benefit of $39.4 million over 20 years.

In comparison, the existing Specific Plan (Alternative 1, which represents status quo), includes a mix of business park uses with a much smaller retail component, created only $9.9 million in net benefit.

A modified version of the property owner's proposal (Alternative 3), which included additional office/flex uses instead of the residential uses, would generate a slightly higher net fiscal benefit of $39.9 million. While this alternative yielded less revenue, it also resulted in lower costs to service the project area. The end result is that both Alternative 2 and Alternative 3 are comparable in terms of net revenue.

Legacy indicates that their financial assessment relies on the housing to make the project viable in their business model. Housing is also critical to the City in generating additional sales tax dollars from the increased household spending. Also, property transfer tax dollars would be generated when a residence is sold, which would not generally be applicable with office or business park uses. The market for large single-use business parks is weak and the property is projected to stand unused after a decade with designation as Business Park. A detailed summary of the fiscal impact analysis is shown in the following table.

Fiscal Impact Summary For Each Land Use Alternative
In 5 Year Increments (Nominal/Current Dollars)

Alternative #1					
	2007-2011	2012-2016	2017-2021	2022-2026	Total
5-Year Revenue	$ 1,546,941	$ 3,697,727	$ 5,852,884	$ 8,447,448	$ 19,545,000
5-Year Cost	$ 529,906	$ 1,518,134	$ 2,890,840	$ 4,689,900	$ 9,628,780
Net Fiscal Impact	$ 1,017,035	$ 2,179,593	$ 2,962,044	$ 3,757,548	$ 9,916,220
Alternative #2					
	2007-2011	2012-2016	2017-2021	2022-2026	Total
5-Year Revenue	$ 5,249,822	$ 14,279,435	$ 16,114,192	$ 18,663,341	$ 54,306,790
5-Year Cost	$ 1,560,958	$ 3,513,782	$ 4,414,587	$ 5,401,451	$ 14,890,778
Net Fiscal Impact	$ 3,688,864	$ 10,765,652	$ 11,699,605	$ 13,261,890	$ 39,416,011
Alternative #3					
	2007-2011	2012-2016	2017-2021	2022-2026	Total
5-Year Revenue	$ 3,590,218	$ 12,730,321	$ 15,347,114	$ 17,686,163	$ 49,353,816
5-Year Cost	$ 618,301.	$ 1,913,015	$ 3,020,541	$ 3,931,892	$ 9,483,748
Net Fiscal Impact	$ 2,971,917	$ 10,817,306	$ 12,326,573	$ 13,754,271	$ 39,870,068

In summary, Alternatives 2 and 3 are far superior fiscally to Alternative 1.

NOTICING

Notice of this hearing was sent to property owners within 300 feet of the property, to interested parties, including the Eden Shores Homeowners Association and Hayward Area Recreation and Park District. Additionally, notice of the hearing was published in *The Daily Review* on September 29, 2007. No responses have been received to date to such notices.

NEXT STEPS

If the proposal is approved, ordinances that are introduced at this hearing would be adopted. Development applications, to include Site Plan Review and Tentative Tract Maps for the housing would be required, which would allow a project-level analysis of the proposal. Environmental review of the specific projects would be conducted, which may or may not include the need for additional environmental analysis, depending on how consistent such projects would be with the conceptual plans presented. At that time, acquisition of the City's 0.67-acre parcel would be required.

Prepared by:

David Rizk

David Rizk, AICP
Planning Manager

Recommended by:

Susan J. Daluddung, Ph.D.
Director of Community and Economic Development

Approved by:

Gregory T. Jones
City Manager

Attachments:

Exhibit A:	South of 92 Specific Plan and Study Area
Exhibit B:	Conceptual Site Plan from Project Proponent
Exhibit C:	Preliminary Site Plan from Project Proponent Showing Circulation and Landscaping, dated September 2, 2007
Exhibit D:	Conceptual Site Plans for Three Land Use Alternatives, dated March 27, 2007
Exhibit E:	Draft Initial Study/Mitigated Negative Declaration, dated May, 2007, Final Initial Study/Mitigated Negative Declaration, dated June, 2007 and Technical Memorandum, dated September, 2007, *(distributed previously to Council members)*
Exhibit F:	Planning Commission Agenda Report, dated September 20, 2007
Exhibit G:	Development Agreement Amendment Text
Exhibit H:	Planning Commission Meeting Minutes, dated September 20, 2007
	Draft Resolution and Ordinances, with Exhibits

10/4/07

DUE TO THE SIZE AND COLOR OF THE FOLLOWING ATTACHMENTS, THEY HAVE BEEN INCLUDED AS SEPARATE LINKS

Exhibit E

Draft and Final Initial Study/Mitigated Negative Declaration, dated May, 2007
(Previously Distributed)

Exhibit F

CITY OF HAYWARD
AGENDA REPORT

Meeting Date: 6/14/07
Agenda Item: 3

TO: Planning Commission

FROM: David Rizk, AICP, Planning Manager

SUBJECT: **South of Route 92 Specific Plan Amendment Study**

I. **General Plan Amendment Application No. PL-2007-0019** - Request to Amend the General Plan Land Use Map Designation for Portions of the Area From "Industrial Corridor" to "Retail and Office Commercial" and "Medium Density Residential";

II. **Specific Plan Amendment** – Request to Amend the *South of Route 92/Oliver & Weber Properties Specific Plan* Land Use Designation for Portions of the Area From "Business Park" to "Retail Commercial" and "Residential", and Make Related Text Changes;

III. **Zoning Text Amendment Application No. PL-2007-0233** – Request to Delete the "Commercial Retail" District and Add a New "Regional Commercial" District, and Amend the "Business Park" District and "Neighborhood Commercial" District;

IV. **Zone Change Application No. PL-2007-0232** - Request to Amend the Zoning District for Portions of the Area From "Business Park" and "Commercial Retail" to "Medium Density Residential", "Neighborhood Commercial", and "Regional Commercial";

V. **Development Guidelines Revisions** – Request to Amend the *South of Route 92/Oliver & Weber Properties Development Guidelines* Consistent with Related Amendments to the Specific Plan;

VI. **Development Agreement Amendment** - Request to Amend the *Mount Eden Business and Sports Park Community Development Agreement.*

Legacy Partners, Inc. - Applicant/Eden Shores Associates I and II, LLC - Owners; City of Hayward – (Applicant/Owner)

The Project Site Includes Approximately 60 Acres Generally Located West of Hesperian Boulevard and East of Marina Drive, Between Industrial Boulevard and Eden Park Place

RECOMMENDATION:

Staff recommends that the Planning Commission recommend that the City Council approve the Mitigated Negative Declaration and Mitigation Monitoring and Reporting Plan, the related land

use applications and the Development Agreement amendment, subject to the findings attached to this report.

BACKGROUND:

In 1998, the City of Hayward certified a Program Environmental Impact Report (EIR) associated with the approval of the South of Route 92 General Plan Amendment, Zone Change and Specific Plan for the Oliver Estate/Weber Properties. The Specific Plan area is bounded by Hesperian Boulevard to the east, Old Alameda Creek to the south, the Baumberg Tract (Eden Landing Ecological Reserve) to the west, and Industrial Boulevard/Arden Road and the Baumberg neighborhood to the northwest (see Attachment A). In 1999, the City approved and executed the Mount Eden Business and Sports Park Community Development Agreement in connection with the Oliver Estate properties.

The Specific Plan provided for a mixed-use development consisting of a business park, high-quality single-family housing, light manufacturing, open space and a 25-acre sports park on 333.5 acres. The Plan seeks to expand the supply of owner-occupied housing and increase the variety of the City's housing stock, particularly housing for professionals, technical specialists and managers and business owners, and create opportunities for businesses that provide higher wage jobs and/or sales tax revenues to develop and expand in Hayward.

The sports park and the 537-unit Eden Shores residential community have been completed. In November of 2005, the Specific Plan was amended to allow for residential development (Eden Shores East) on approximately 29 acres formerly designated for light manufacturing just east of the railroad tracks. The Bridgeport and Crossings projects, consisting of 139 single-family units and 122 condominiums, respectively, are now under construction.

More recently, interest has been expressed by property owners of the remaining undeveloped acreage to explore other potential land uses in addition to the current Business Park and Commercial Retail zoning designations. In response, the City Council, in November of 2006, authorized a study to evaluate potential revisions to the Specific Plan which would allow for consideration of a greater variety of land uses within the approximately 60 acres bordering Hesperian Boulevard and Industrial Boulevard (see Attachment B). This study, conducted over the past seven months, began with the preparation of a market analysis, followed by the formulation of three land use alternatives (including the Legacy Partners proposal). Various technical studies, including a fiscal impact analysis and a traffic analysis, were completed for each alternative. An environmental analysis has been conducted of the property owner's proposal. Major findings of the technical studies were reviewed with the Planning Commission and City Council at joint work sessions. In addition, three workshops were held in the Eden Shores community to review the studies and solicit comments from area residents.

DISCUSSION:

Overview of Legacy Eden Shores Proposal and Technical Studies

The property owner's proposal (Legacy Eden Shores) is presented as Attachment C. The illustrative site plan contains a mix of land uses, including office/flex uses, regional retail, neighborhood retail, and housing (both single-family detached and townhomes). Six-story office buildings are envisioned along Industrial Boulevard to the east of Marina Drive to provide a continuous frontage compatible with the appearance of the streetscape to the east and west of the study area. The amount of office development shown in this alternative will require construction of multi-level parking structures. Smaller one to two-story office buildings are indicated west of Marina Drive. The major feature of this proposal is the space provided for a regional retail use (approximately 160,000 square feet) in the northwest quadrant of Hesperian Boulevard and Eden Shores Boulevard. This proposal also features opportunities for a larger neighborhood retail center, compared to the existing Specific Plan, in the southwest quadrant of Hesperian Boulevard and Eden Shores Boulevard, which is strongly supported by the local community.

Although the Legacy proposal as shown represents only a conceptual illustrative site plan, the development program assumptions provided the basis for the analyses in the technical studies. In summary, the proposal would allow for potential development of 503,000 square feet of office space, 227,000 square feet of retail space (including 160,000 square feet of regional retail and 67,000 square feet of neighborhood retail), and 174 dwelling units (including 46 single-family homes and 128 townhouses). Major findings of the technical studies are summarized below.

Market Analysis. The market study prepared by Keyser Marston Associates (KMA) forecast trends for selected land uses over the next twenty years (2016). Major findings are summarized below:

- *Research & Development (R&D).* It is anticipated that R&D space demand of approximately 500,000 sq. ft. in the City will be adequately met by the existing 1.2 million sq. ft. of vacant inventory and that no net new demand would exist. However, given the limited amount of large, vacant and readily developable land in the City, there may be niche opportunities within the Specific Plan area to compete successfully for a share of the overall R&D demand in the region.

- *Office/Flex.* The subject site has the potential for capturing up to 100% of the net office/flex space demand, about 300,000 sq. ft. (or approximately 17 acres) projected for the City between 2006 and 2016.

- *Retail.* Within the one-mile trade area, opportunities exist for convenience retail goods (food and drugs) in the form of a new neighborhood retail center (3 to 4 acres), anchored by a grocery store in the range of roughly 35,000 to 40,000 sq. ft. Within the five-mile trade area, significant opportunities – in the range of 500,000 sq. ft. to 900,000+ sq. ft. - exist in the City for nearly all types of comparison retail goods, i.e., apparel, general merchandise, specialty retail and home furnishings. These needs might be met by a regional retail center or "big box" retail use.

- *Residential.* According to the market analysis, an estimated net new housing demand for 1,200 residential units is projected for the City between 2006 and 2016. The net demand is derived from the number of projected new households minus the number of vacant housing units and the number of housing units under construction or in approved and pending projects. It should be noted that the net new demand does not reflect potential additional housing units not known at this time but which may be developed on vacant or underutilized land (e.g., South Hayward BART Concept Plan area and other infill areas throughout the City).

The important issue for consideration is short-term versus longer-term development activity. For example, a tradeoff of a shorter absorption time-frame, and associated more immediate sales tax revenues for the City, by not waiting for high-tech development opportunities is the potential loss of higher quality and/or higher-paying jobs, which are often generated by high-tech businesses, as opposed to industrial or retail jobs. Although a faster absorption potentially increases the probability of project success and accelerates the timing of the flow of fiscal revenue to the City, it is the tradeoff for longer term opportunities that may create higher-wage jobs.

Fiscal Impact Analysis. The fiscal impact analysis assesses the potential fiscal benefits with the projected costs of service demand generated by the proposed uses. The analysis was prepared by Pacific Municipal Consultants (PMC). It forecasts impacts on the City's General Fund in five-year increments over the next twenty years for three land use alternatives. Major findings are summarized below.

The property owner's proposal (Alternative 2), which entails a mix of retail, office/flex and housing, provides a net fiscal benefit to the General Fund of about $39.4 million over the twenty-year period. This type of office and retail development mix, especially one which includes a regional retailer, generates significant General Fund revenues, about $54.3 million, in the form of sales taxes, property taxes and property transfer tax revenue. However, the presence of the housing component in the development mix also results in additional service costs in the City budget of about $14.9 million, resulting in the net benefit of $39.4 million over 20 years. In comparison, the existing Specific Plan (Alternative 1, which represents status quo), a mix of business park uses with a much smaller retail component, created only $9.9 million in net benefit. A modified version of the property owner's proposal (Alternative 3), which included additional office/flex uses instead of the residential uses, would generate a slightly higher net fiscal benefit of $39.9 million. While this alternative yielded less revenue, it also resulted in lower costs to service the project area. The end result is that both Alternative 2 and Alternative 3 are comparable in terms of net revenue.

Staff would like to point out that the applicant has indicated Alternative 3 would not be pursued by the property owner and that development under the existing Specific Plan designations (Alternative 1) is entitled. The applicant indicates that their financial assessment relies on the housing to make the project viable in their business model. Housing is also critical to the City in generating additional sales tax dollars from the increased household spending. Also, property transfer tax dollars would be generated when a residence is sold, which would occur less

frequently with office or business park uses. The market for large single-use business parks is weak and the property is projected to stand unused after a decade with designation as Business Park.

Traffic Impact Analysis. The traffic impact analysis prepared by DKS Associates estimated the number of vehicle trips generated at project buildout and calculated levels of service at key intersections for the same three land use alternatives. Major findings are summarized below.

Based on the traffic analysis, the property owner's proposal (the project) would result in about 3,800 more average daily trips over that anticipated in the existing General Plan (same as existing Specific Plan). The increase in the number of daily trips over existing conditions would be 22,499 as compared to 18,651 with the existing General Plan. The primary concern when evaluating traffic impacts of any project is the number of peak hour trips, since that information is used for Level of Service (LOS) analysis. The added AM peak hour trips for the proposed project would be less than that envisioned in the General Plan: 1,281 compared to 2,241. Similarly, the PM peak hour trip increases would be 1,919 (as compared to 2,368). No reduction factors, except for the gasoline service station, were incorporated to account for internal trips among uses in the surrounding development. As a result, the analysis can be considered conservative in that regard.

In comparison, Alternative 3 would generate about 7,100 more average daily trips than the existing General Plan for a total increase of 25,762 trips over existing conditions. Alternative 3 would yield an additional 1,817 AM peak hour trips and an additional 2,409 PM peak hour trips. Alternative 1 is the existing General Plan.

Level of Service analysis was performed using the developed trip generation and assumptions on distribution of that traffic to the street network based on knowledge of existing traffic patterns. All three land use alternatives would generate significant transportation impacts at the intersection of Hesperian Boulevard and Industrial Boulevard. The property owner's proposal would result in Level of Service (LOS) D in the AM peak hour and LOS F in the PM peak hour. However, the analysis identifies a mitigation measure that would achieve acceptable levels of service (Level of Service E in the PM peak hour). The mitigation measure involves adding an additional left-turn lane on Industrial Boulevard in the westbound direction. Adding a left-turn lane would require modification to the east, west and south legs of the intersection as well as modification to the traffic signal. These improvements can be accommodated within the existing right-of-way. This mitigation measure is included in the Mitigated Negative Declaration attached to this report.

The property owner's proposal, as well as the other two alternatives, also result in the unsignalized left turn from Industrial Parkway to the NB I-880 ramps deteriorating to LOS F in the PM peak hour. This impact is significant and essentially the result of anticipated homeward-bound business park workers accessing northbound I-880 since the trip distribution assumption for this type of use indicates 42% of those office workers will use this ramp to return home. The analysis indicates that constructing a left turn only traffic signal on Industrial Parkway will achieve LOS B in the PM peak hour. Hayward's General Plan Circulation Element also identifies the need for an improvement to the Industrial Parkway interchange to add a northbound I-880 off-ramp, which would include a signal at this location. Timing of this mitigation should be coordinated with any other improvements at the interchange, and because there is uncertainty in when that might occur,

it should also be tied to the amount of office development at which the intersection would expect to be at LOS E (estimated at about 50% with the property owner's proposal). Coordination will also be needed with Caltrans since, even today, the metering lights at the northbound ramps impact through movements on Industrial.

DESCRIPTION AND ANALYSIS OF PROPOSED AMENDMENTS:

With completion of the technical studies summarized above, the property owner (Legacy Partners) is pursuing amendments to the Specific Plan and Development Guidelines, as well as related amendments to the General Plan, Zoning Ordinance, and Development Agreement. The proposed amendments are discussed in the following sections.

I. General Plan Amendment

The applicant is requesting to amend the General Plan Land Use Map designation for portions of the study area from Industrial Corridor (36.4 acres) to Medium Density Residential (14.6 acres) and Retail and Office Commercial (21.8 acres). Refer to Attachment D.

The General Plan identifies the community's environmental, social and economic goals, and states the City policies on the location and characteristics of future development. Therefore, when assessing the appropriateness of amending the General Plan, identifying the City's overall goals is a significant consideration as well as the characteristics of the land and its surroundings.

The General Plan policies stress the importance of protecting and developing suitable locations for businesses but also emphasize the need to make adequate provision for the housing needs of all economic segments of the community as stated in the following policies:

<u>Land and Infrastructure</u>

1. *Create a sound local economy that attracts investment, increases the tax base, creates employment opportunities for residents and generates public revenues.*

   A. *Ensure that an adequate supply of land is zoned for industrial and business park uses; limit uses that would erode the integrity of the Business and Technology corridor.*

   B. *Promote and protect the appearance of the Business and Technology corridor to encourage quality development.*

<u>Employment Opportunities</u>

2. *Facilitate the development of employment opportunities for residents.*

   A. *Promote commercial and industrial development to create and maintain the maximum job opportunities for area residents.*

<u>Housing Program and Five-Year Implementation Plan</u>

"Identify adequate sites which will be made available through appropriate zoning and

development standards and with public services and facilities needed to facilitate and encourage the development of a variety of types of housing for all income levels."

The appropriateness of the site for housing is a significant issue because the loss of a portion of land zoned for business park uses must be weighed against the benefits of housing, of which there is a shortage in the Bay Area and in Hayward. In Hayward, housing that will be attractive to moderate and higher income residents is a particular niche that needs to be filled, and the City has been pursuing this strategy in recent years.

With respect to the loss of land for business park uses, the Industrial Corridor does contain approximately 300 acres classified as vacant land. However, there are very few large parcels of land available which might attract campus-style business park developments. Although the market for office/flex uses may be relatively weak now, the long-term outlook is positive according to the market analysis conducted for this study. On the other hand, the Association of Bay Area Governments projects by the year 2025, there will be a surplus of Hayward jobs (93,300) over the number of employed residents (84,500), and this ratio would lend support to the use of industrial land for residential purposes.

Providing evidence that Hayward is becoming a good location for higher-end housing is the recent construction activity in the City, particularly in this area. Approximately 800 housing units currently exist or are under construction to the west of the project site, with easy access to the sports park to the south. The Eden Shores community has been successfully developed pursuant the Specific Plan. The Bridgeport and Crossings projects now underway are immediately west of Marina Drive and north and south of Eden Shores Boulevard, respectively. This area is desirable for housing due to accessibility (particularly to the Hayward-San Mateo Bridge), proximity to employment centers, central location in the region and a variety of surrounding employment centers, in addition to the adjacent 25-acre sports park complex.

Given the number of housing units in the plan area, which is relatively isolated from existing commercial areas, there is a strong demand for retail commercial establishments to serve the convenience needs of the residents. Expansion of the designated neighborhood retail site, as well as provision of a site for regional commercial uses may be appropriate, even at the expense of land zoned for business park uses, to provide for adequate opportunities for shopping and access to personal services.

The original Specific Plan did not envision the need for an elementary school within the area. Although recent amendments have allowed additional housing, the Hayward Unified School District has continued to experience declining student enrollments. In fact, the District is in the process of closing six elementary schools. Based on current student yield data, the additional housing included in this proposal would generate about 17 elementary school students.

The General Plan has a stated policy to *"Seek to increase the amount, diversity, and quality of parks and recreational facilities and opportunities."* The requirement for dedication of park lands calls for the applicant to dedicate either land for park purposes or to pay park in-lieu fees in the amount of $11,953 per single-family dwelling and $9,653 per multi-family unit. The City's land dedication requirement (5.0 acres per 1000 population) for 174 homes with an estimated

population of 552 new residents would be approximately 2.8 acres. The property owner has The development would be required to comply with the City's ordinance in terms of parkland dedication and/or payment of in-leiu fees, to be determined by the City at a future date in consideration of specific development proposals. However, specific development applications have not been submitted that would allow staff to analyze at this time where open space areas would be specifically located and what the design-level details of a project would be, including the provision of pedestrian, bike and greenway connections throughout the development area. Such review would occur in the future with specific development proposals.

The proposed amendments would allow housing to be placed next to the railroad tracks in the area north of the Bridgeport development. The General Plan policy on noise is *"The City will seek to protect the public health, safety, and welfare against the adverse effects of excessive noise."* The noise analysis indicated the primary noise source would be from the railroad tracks abutting the property on the west. Freight train passages vary from day to day, but average less than 5 trains per day. There is also the possibility of noise coming from future truck traffic associated with land zoned for Business Park uses. Proposed mitigation measures are included in the Mitigated Negative Declaration attached to this report.

In summary, staff is supportive of expanded retail opportunities, including regional-serving uses, and also additional housing. Staff has determined that the benefits of more immediate development as proposed by the applicant outweigh the uncertainty of the designated business park and attendant vacant land. As a whole picture, the demand for new housing construction and regional commercial outstrips the demand for business park land. The economies of Hayward and other Bay Area cities has changed considerably since the 1990's, and the shape of development has changed.

II. Specific Plan Amendment

The *South of Route 92/Oliver and Weber Properties Specific Plan* was adopted by the City Council on January 30, 1998, and subsequently amended on November 15, 2005. The Specific Plan encompasses approximately 333 acres of land (see Attachment A). The current Specific Plan calls for approximately 52.5 acres of business park uses, 3.5 acres of retail commercial, and 110.7 acres devoted to housing. The proposed amendment to the Specific Plan would change the planned land use for 32.3 acres of business park to 17.7 acres of retail commercial and 14.6 acres of housing. Proposed amendments to the Specific Plan reflect the amendments to the General Plan and Zoning Ordinance and are shown in Attachment E.

The proposed amendments are consistent with key objectives contained in the Specific Plan as noted below:

- *Add to the economic vitality of the City of Hayward by providing more homes, jobs and revenue generating land uses.*
- *Develop a plan that results in net positive revenues for the City from the plan area.*
- *Ensure that the planned development is both financially and fiscally viable.*

- *Locate retail uses at major access points to the plan area.*

- *Provide an array of land uses that is complementary with surrounding development.*

- *Create a cohesive mixed-use development that can be shared by residents, workers and those pursuing recreational activities.*

- *Establish an implementation process that maintains the integrity of the Specific Plan, but allows for adequate flexibility to accommodate market changes.*

- *Provide the opportunity for distinctive business park development.*

It should be noted that while the original Specific Plan envisioned the creation of a campus-style business park environment, the proposed change to office, retail and residential mix may undermine the ability to develop such a distinctive project. However, currently and for the past six years, there are a number of underutilized, large business parks in a variety of Bay Area cities. The shift to a more mixed-use business park follows models of locating housing closer to shopping and to work, and limiting single-use parks that cause employees to drive to services and shopping. The intent of the conceptual site plan is to create an accessible and walkable, as well as regional, mixed-use center. Currently, the City has adequately zoned lands for business and industrial conversion. Land assemblage and conversion of uses in our underutilized areas also provide opportunities for business park expansions. In addition to the reduction in the amount of land designated for office/flex uses, it should be noted that some of the parcels would be smaller in size and the overall decrease in the depth of the developable areas would require creative site planning.

III. Zoning Text Amendment

In conjunction with the rezoning of portions of the study area, the following amendments to the text of the Zoning Ordinance are proposed (see Attachments F and G for revised text language):

Business Park – BP District

Lot Requirements. The maximum floor area ratio and maximum lot coverage requirements are deleted. No other zoning districts in the City use floor area ratios (except for the existing CR district which is proposed for elimination). In addition, other lot requirements are modified to reflect the type of small-scale office condominium projects envisioned west of Marina Drive. The minimum lot size is reduced while other minimum lot requirements would not be applicable in the area west of Marina Drive.

Yard Requirements. The minimum front yard and side street yard setback requirements are modified to be consistent with the existing public service easements as specified in the South of Route 92 Specific Plan Development Guidelines. Public service easements are 40 feet along Hesperian Boulevard, 33 feet along Eden Shores Boulevard, Marina Drive and Eden Park Place,

and 31.5 to 23.5 feet along Industrial Boulevard. The original Specific Plan envisioned six-story buildings in this district and thus a need for greater setbacks from the street to maintain a campus environment. Based on proposed land use changes, it appears that a more likely scenario would feature buildings located closer to the street, with surface parking located behind the buildings. The proposed setbacks would still exceed the minimum requirements in the Industrial and Light Manufacturing districts.

Height Limits. Maximum height limits are established at 90 feet or six stories, whichever is less, east of Marina Drive, and at 40 feet west of Marina Drive. There is currently no height limit. Also, a new minimum height requirement is set at 28 feet or two stories, whichever is less, for the area east of Marina Drive. The use of a maximum height limit, together with a minimum height limit, will simplify regulation of development intensity on the site.

~~Commercial Retail – CR District~~ Regional Commercial – CR District

The existing Commercial Retail district is deleted and a new Regional Commercial district is recommended to be created. The existing CR District does not fully encompass the uses associated with a regional-serving commercial area as envisioned for the plan area. The market study documented a significant demand for regional retail uses in Hayward and indicated this location would assist in capturing sales tax revenue now lost from the City. Consequently, it is proposed that the existing CR District be deleted and a new district be created entitled Regional Commercial – CR, and applied in the central portion of the study area. Major features of this new district include a minimum lot size of 5 acres and a requirement that the primary permitted use be a major retail anchor with a minimum building size of 100,000 square feet.

Neighborhood Commercial – CN District

The existing CR District was originally conceived as a unique commercial area providing for the workers in the Business Park and previously existing Light Manufacturing districts and surrounding Industrial Corridor. However, with the approval and construction of over 800 housing units in the plan area, the new residents have expressed a desire for a greater variety of convenience goods and services in close proximity. Therefore, the Neighborhood Commercial – CN District is proposed for the southeastern portion of the study area. The CN District, unlike the existing CR District, allows for such uses as a nail salon, pet store, and toy store.

Minimum Design and Performance Standards. Under Section 10-1.845, the following language is proposed to be added after the first paragraph to ensure consistency with the Specific Plan and Development Guidelines:

> *"The development of CN-zoned properties in the South of Route 92 planning area is also subject to the provisions of the South of Route 92/Oliver and Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber Properties."*

IV. Zone Changes

The applicant is requesting to change the zoning for portions of the area from BP-Business Park (33.4 acres) and CR-Commercial Retail (3.0 acres) to RM-Residential Medium Density (14.6 acres), CN-Neighborhood Commercial (6.25 acres), and a new zoning district of CR-Regional Commercial (15.5 acres). Refer to Attachment H.

The zoning changes reflect the proposed amendments to the General Plan and Specific Plan land use designations, as well as the text amendments to the Zoning Ordinance.

If the zone changes are approved as proposed, the City's Inclusionary Housing Ordinance will require that 15 percent of the 174 dwelling units (27 units) within the developments will be affordable to moderate income households. The ordinance states that the affordable units should be "integrated with the project as a whole" and "the number of bedrooms must be the same as those in the market rate units." The ordinance also states: "In a residential project which contains single family detached homes, affordable units may be attached dwelling units rather than detached homes."

V. Development Guidelines Revisions

The revisions reflect amendments to the Specific Plan as well as the General Plan and Zoning Ordinance. Revisions to the Development Guidelines are contained in Attachment I.

VI. Development Agreement Amendment

The amendment to the Development Agreement addresses several items, including: (1) the change in land use from Business Park uses to Regional Commercial, Neighborhood Commercial and Residential uses; (2) the establishment of a landscape and lighting district (LLD) with an annual assessment per residential lot or unit (indexed to San Francisco Bay Area cpi) for the purpose of providing partial funding for the ongoing maintenance of the neighborhood serving features of the sports park complex; (3) an acknowledgement that provision of future on-site open space areas and/or payment of in-lieu fees as determined by the City and the establishment of the LLD constitute complete satisfaction of obligations for parkland and open space; and (4) a voluntary agreement by the applicant to pay a school impact fee of at least $3.25 per square foot, which is in excess of the current fee of $2.62 currently required to meet school impact obligations.. Refer to Attachment J for the complete revisions. The amended Development Agreement is consistent with the General Plan, as amended.

ENVIRONMENTAL REVIEW (CEQA)

A Final Program EIR was certified by the City when it adopted the South of Route 92 Specific Plan in 1998. The 1998 Program EIR found that unavoidable impacts occurred relating to loss of open space and farmland and the City Council adopted a Statement of Overriding Considerations. The project currently under review proposing modifications to the Specific Plan and other related documents has been reviewed according to the standards and requirements of the California Environmental Quality Act (CEQA) and an Initial Study was prepared for the

project. The Initial Study was prepared to determine whether the project would result in significant environmental effects that were not examined in the 1998 Program EIR or an increase in severity of previously identified impacts. Issues with potentially significant impacts discussed in the checklist are in regard to air quality, biological resources, cultural resources, hazards and hazardous materials, hydrology/water quality, noise, recreation and traffic. It was determined that the proposed project, as conditioned to include the recommended mitigation measures, would not result in significant effects on the environment. Therefore, a Mitigated Negative Declaration was distributed for review on May 11, 2007 (see Attachment K). The Mitigated Negative Declaration tiers off the 1998 EIR and implements necessary mitigation measures from this EIR, as well as new measures, pertinent to impacts documented in the attached Mitigated Negative Declaration. A Mitigation Monitoring and Reporting Plan associated with the Mitigated Negative Declaration is included as Attachment L.

The public review period for the Mitigated Negative Declaration ends on June 11, 2007. Comments received through June 6 are included as Attachment M. One comment letter has been received from the Public Utilities Commission urging that appropriate fencing be incorporated in the project to address safety concerns. All comments and responses will be included in the Final Mitigated Negative Declaration and presented at the public hearing.

PUBLIC NOTICE

On May 11, 2007, a notice of public hearing and availability of a Mitigated Negative Declaration was published in *The Daily Review* newspaper and mailed to adjacent property owners as well as property owners and occupants within the nearby Eden Shores housing development. Appropriate public agencies were also notified.

SUMMARY:

Staff recommends approval of the proposed project in that it will provide immediate benefits in the short-term through the provision of needed neighborhood commercial uses that serve the adjacent community as well as regional-serving commercial uses that contribute to the City's economic well-being. Staff recognizes that the reduction in vacant land available for business park uses may affectthe City's ability to attract campus-style complexes. However, the City's Industrial Corridor also contains other vacant and underutilized parcels which have the potential for being redeveloped with the types of office uses that generate higher-paying jobs.

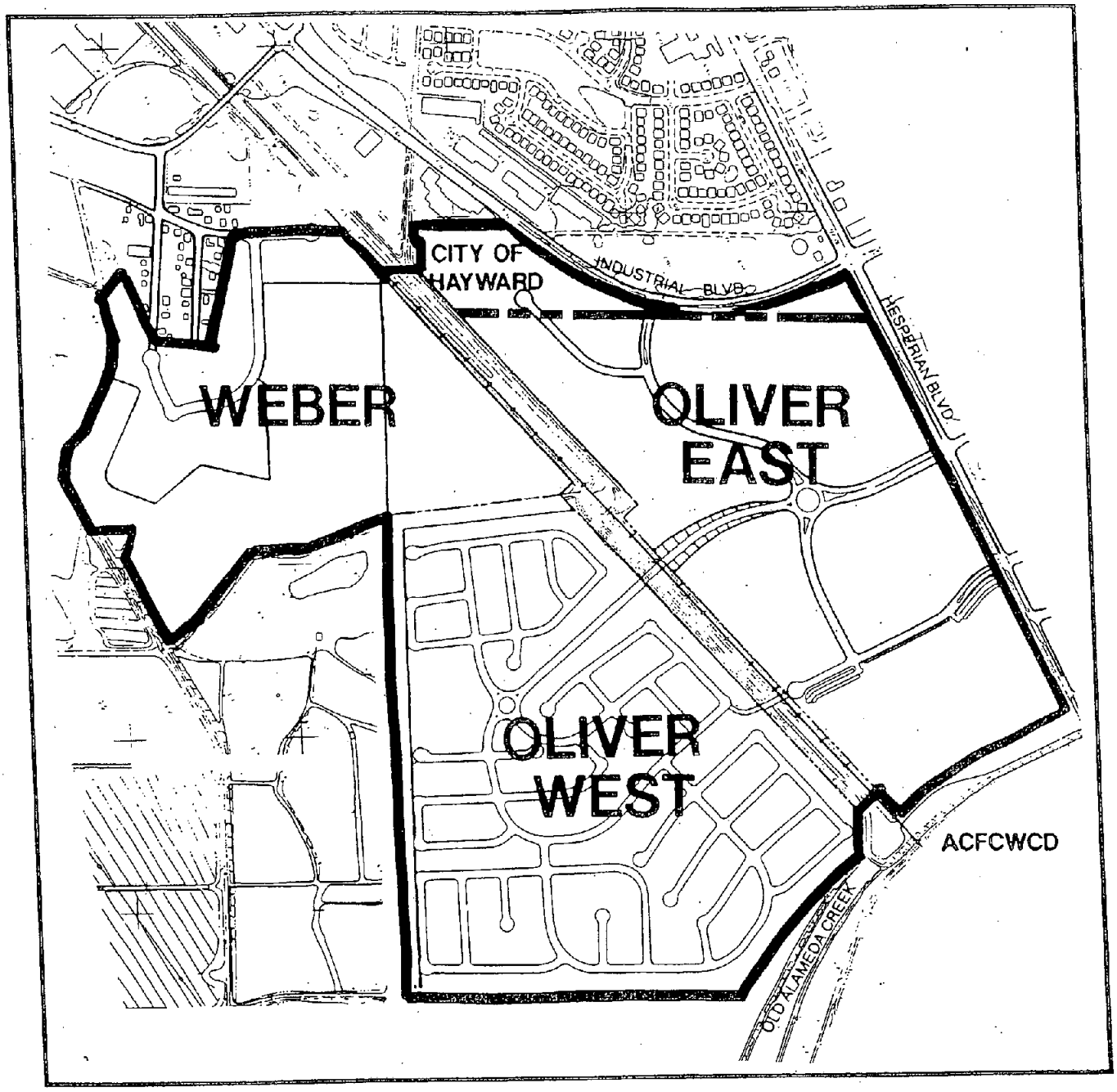
In analyzing the fiscal impact of the applicant's request, the Commission should consider the uncertainty of realizing development under the existing Specific Plan designation. While Alternatives 2 and 3 may be comparable fiscally, they are not comparable if the applicant is not inclined to move in that direction.

Prepared by:

David Rizk, AICP, Planning Manager

Attachments:

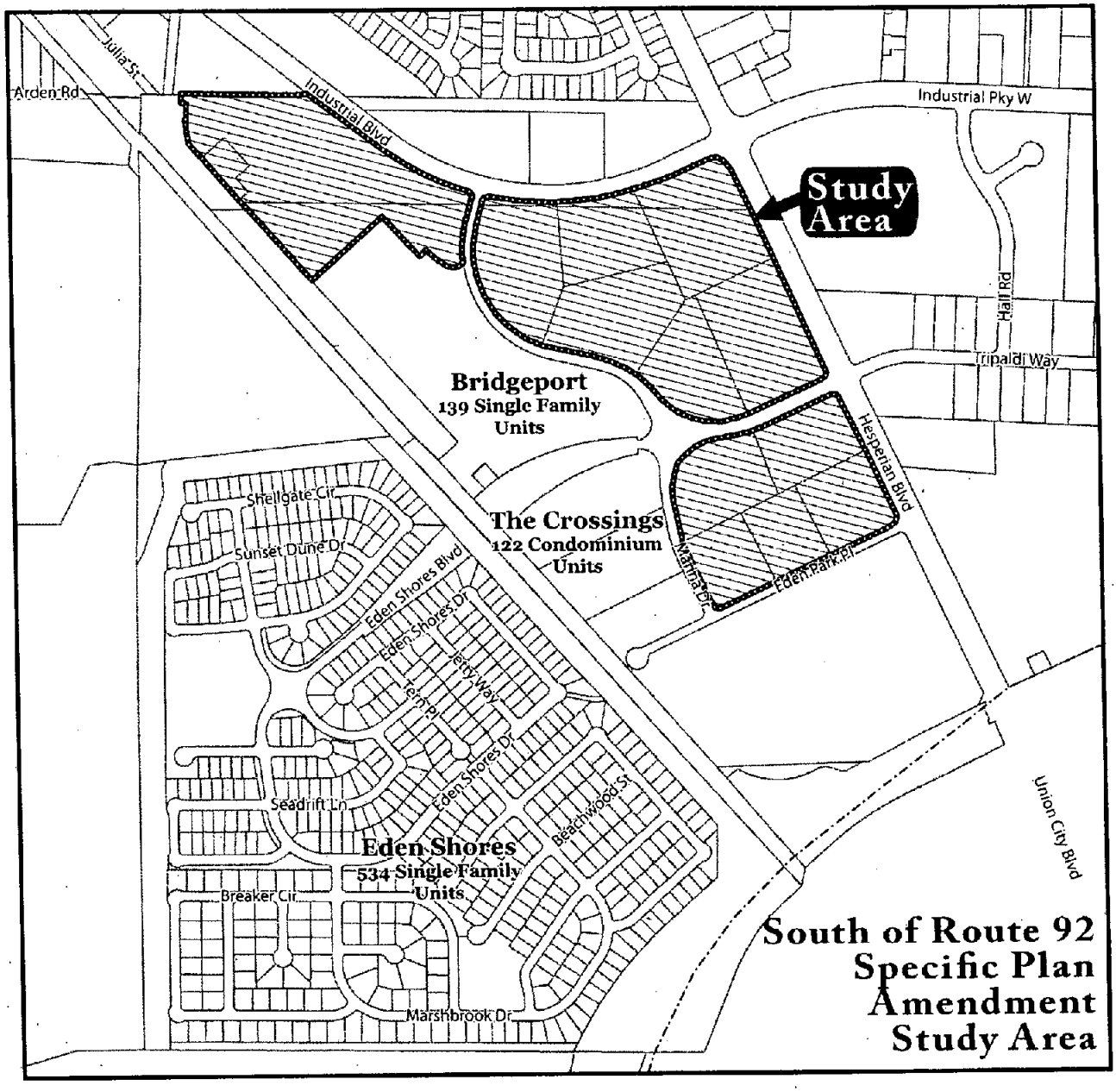
A. Map of South of Route 92 Specific Plan Area (1997)
B. Map of South of Route 92 Specific Plan Amendment Study Area
C. Illustrative Site Plan for Property Owner's Proposal
D. General Plan Land Use Map Amendment
E. South of Route 92 Specific Plan Amendments
F. Zoning Ordinance Text Amendments (Business Park District)
G. Zoning Ordinance Text Amendments (Regional Commercial District)
H. Zone Change Map
I. South of Route 92 Development Guidelines Revisions
J. Mount Eden Business and Sports Park Community Development Agreement Amendment
K. Draft Initial Study and Mitigated Negative Declaration (previously distributed to the Planning Commission)
L. Mitigation Monitoring and Reporting Plan
M. Comments Received on the Mitigated Negative Declaration
N. Findings for Approval



SOUTH OF ROUTE 92 SPECIFIC PLAN

1997 SPECIFIC PLAN AREA

ATTACHMENT A



ATTACHMENT B

DUE TO THE SIZE AND COLOR OF THE FOLLOWING ATTACHMENTS, THEY HAVE BEEN INCLUDED AS SEPARATE LINKS

South of Route 92 Oliver & Weber Properties Specific Plan

Adopted February 17, 1998
Amended November 15, 2005
Amended June __, 2007

City of Hayward
Community & Economic
Development Department

Prepared by
Real Estate Planning Strategies

ATTACHMENT E

Executive Summary

The "South of Route 92" Specific Plan Area includes the properties originally owned by the Oliver Trust (238.8 acres), Mr. John Weber (80.5 acres), the City of Hayward (12.2 acres) and the Alameda County Flood Control Water Conservation District (2.0 acres), totaling approximately 332.7 gross acres. The Specific Plan calls for a mixed use development with business park, light manufacturing, retail, residential, parks and open space land uses. There is also a parcel next to Route 92 owned by the Oliver Trust, but detailed planning and analysis for that site is not provided as a part of this Specific Plan. The eight acres are not included in the 332.7 gross acres.

Approximately 20.10~~54~~ acres of business park are planned between Hesperian Boulevard and the SP/UP Railroad right-of-way on Oliver East~~Trust and City of Hayward land~~. Typical business park uses will include office and research and development., totaling approximately 503,000 square feet. Also planned for Oliver East is approximately 227,000 square feet of retail space, including 160,000 square feet of regional retail uses and 67,000 square feet of neighborhood retail uses. Approximately 21 acres of the Weber property will contain light manufacturing activities that have no noxious impacts on their surroundings. ~~Adjoining the business park, a~~A 25-acre community sports park with active recreation facilities has been constructed pursuant to the original Specific Plan as adopted by the City in 1998. The land is owned by the City and managed by the Hayward Area Recreation and Park District (HARD).

Approximately 53~~778 new homes will be~~ are to be built on about 81.5 acres on Standard Pacific land west of the SP/UP Railroad right-of-way (Oliver West). Within this residential area, two neighborhood parks, (5 acres and 2.5 acres) are planned. An internal trail system will link homes and parks. On the east side of the railroad right-of-way (Oliver East), on approximately 29 acres of Standard Pacific land, ~~the Hayward Oliver Owners LLC property, will be constructed~~ approximately 261 new homes will be constructed. Within this~~e east~~ residential area, private linear parks, trails and open space areas will be provided. The trails would link the two proposed developments as well as the Sports Park and the Bay Trail. Additional residential areas providing for approximately 174 dwelling units are planned in the Oliver East area by Legacy Partners, Inc.

I. Introduction

A. Plan Area Definition

This is the Specific Plan for the land area known as "South of Route 92" in the City of Hayward. The plan area is ~~a group of eight parcels of land~~ located southwest of the intersection of Hesperian and Industrial Boulevards in Hayward. The plan area boundaries are Hesperian Boulevard to the east, Old Alameda Creek to the southeast, the Wildlife Conservation Board's Baumberg Tract to the south and southwest, and Old Arden Road/Industrial Blvd. and the Baumberg neighborhood to the north. See Figure I.1: Plan Area Location - 1997.

The plan area is ~~within the Sphere of Influence of the City of Hayward. It is~~ comprised of two contiguous areas, the Oliver East/West properties and the Weber property and one other group of parcels, referred to as the Oliver - 92 property, which is about two miles to the west. The Oliver East/West properties are bounded by Hesperian Boulevard on the east, Old Alameda Creek to the southeast, former Cargill property to the south, the Wildlife Conservation Board's Baumberg Tact to the west, and Weber property to the north. The Weber parcel is bounded on the east and southeast by the Oliver properties, the south and west by the Wildlife Conservation Board's Baumberg Tract, and on the north by Old Arden Road and a small residential and industrial area off Baumberg Avenue. See Figure I-1: Plan Area Location.

The~~re are four major landowners and the~~ total acreage in the plan area is 332.7 gross acres. Residences within Eden Shores (Oliver West) occupy approximately 81 acres. ~~The Hayward Oliver Owners LLC owns 85.62 net acres,~~ Standard Pacific owns 29 ~~81.5~~ net acres which will become the Bridgeport and Crossings neighborhoods. ~~(this may include homes already sold to home buyers), and~~Legacy Partners (Eden Shores Associates) owns approximately 57 acres, the site of the proposed amendments. The ~~the~~ City of Hayward owns 25 acres (Sports Park). The Weber property totals 80 acres. ~~for a total of 192.12 net acres.~~ The remainder of the land has been dedicated to the City for such facilities as streets, trails, buffers, a neighborhood park and open space and the like. Figure I-2 has been modified to reflect new landowners.

The plan area (excluding the Weber property) is divided into two areas ~~two Oliver Trust parcels are~~ called "Oliver East" and "Oliver West" in this Specific Plan since they are divided by the Southern Pacific railroad tracks which run roughly north-south. The Southern Pacific tracks or right-of-way are hereafter referred to as the SP/UP tracks since the Southern Pacific Railroad has recently merged with the Union Pacific Railroad. Oliver East abuts Hesperian Boulevard and extends to the SP/UP railroad tracks between Industrial Boulevard and Old Alameda Creek and is 120.3~~108.3~~ acres.

~~It is within the City's Sphere of Influence but under the jurisdiction of Alameda County.~~ Oliver West is located immediately west of the SP/UP railroad tracks and next to Old Alameda Creek and covers 130.5 acres.

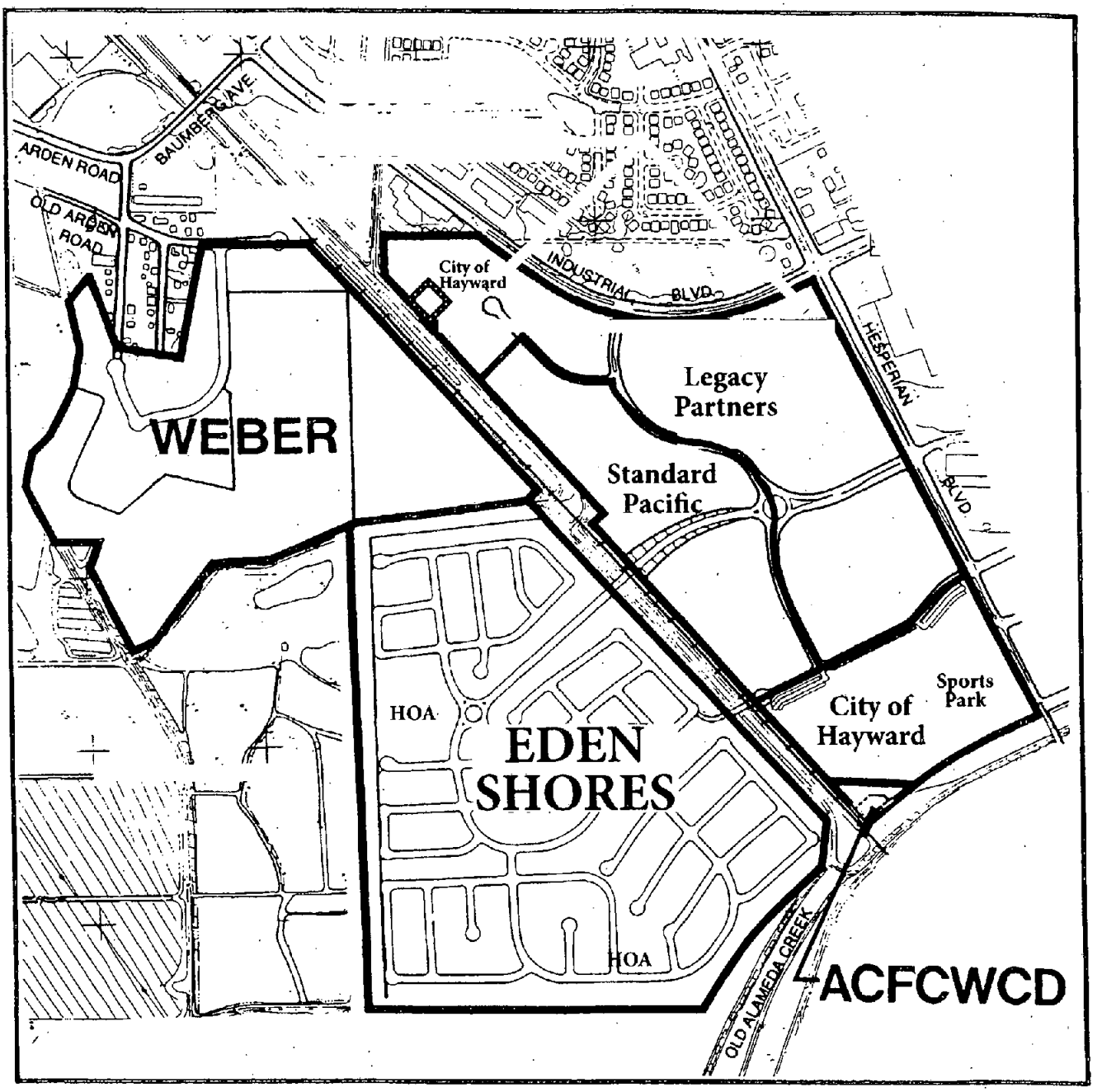
~~The City of Hayward owns 12.2 acres within Oliver East along the edge of Industrial Boulevard, and~~ the Alameda County Flood Control and Water Conservation District (ACFCWCD) owns two acres in the southwest corner of Oliver East in a triangular parcel where the SP/UP tracks and Old Alameda Creek intersect. This 2-acre piece of land is under the jurisdiction of Union City. ACFCWCD also owns land on both sides of the SP/UP right-of-way used for a drainage channel but these strips of land are not a part of the plan area. The SP/UP right-of-way is not a part of this plan area.

Mr. John Weber owns 80.5 acres west of the railroad tracks and next to the small mixed residential and industrial area off Baumberg Avenue and Old Arden Road. The 80.5 acres is a combination of four smaller parcels.

Figure I-2: Land Ownership is a diagram of these several landholdings and Figure I-3: Jurisdictional Boundaries shows how the plan area is currently governed.

The plan area is surrounded on the north, east and southeast predominantly by industrial uses. The industrial uses next to the plan area are within the City's Industrial Corridor. The Pepsi bottling plant is directly across Hesperian Boulevard from Oliver East. The nearby industrial uses are housed typically in one-story structures with associated loading/unloading areas. Immediately across Old Alameda Creek in Union City, is a Kaiser Medical Office building, with an array of similar light industrial and office land uses beyond. There are approximately 30 houses along Baumberg Avenue, Bridge Street and Arden Road, which form a small cluster of residential uses amid industrial uses abutting the Weber property.

~~Beyond the southern~~To the south and southwest ~~edge~~ of the plan area, ~~active salt harvesting operations continue and to the southeast and west,~~ lies the Baumberg Tract, the 773-acre parcel acquired in 1996 by the Wildlife Conservation Board from Cargill Salt Division, which has now become the Eden Landing Ecological Reserve~~which in the past produced salt there~~. These surrounding uses are shown on Figure I-1: Plan Area Location.



SOUTH OF ROUTE 92 SPECIFIC PLAN

LAND OWNERSHIP

IV. Land Use

C. Business Park (Oliver East)

Along Hesperian and Industrial Boulevards are established industrial areas, with fairly high noise, traffic volumes and industrial activities. Bounded by both these roadways and the SP/UP Railroad tracks and adjacent to existing industrial uses, the Oliver East site is well-suited to be a unique campus-like business park in Hayward. To be called the Alden Oliver Business Park, it has excellent visibility for higher profile businesses who may wish to locate there. It is near State Route 92 and the San Mateo Bridge and near Interstate 880, providing strong ties to the Silicon Valley and the Oakland and San Francisco business centers and airports. Parcels on the site will have ready access from two of the City's primary arterials. These locational characteristics, along with the Specific Plan Development Guidelines that will ensure high quality development, create a unique opportunity in Hayward for successful businesses to find a premier location for their headquarters and/or office workforce.

The entire business park covers a total of ~~52.54~~ 20.10 acres of net developable land. Roads occupy the remainder of the land within the business park area. (See Table IV-1: Land Use Program.) The business park is to be accessed from Industrial Boulevard~~an extension of Tripaldi Way, called Eden Shores Boulevard (Street A) herein,~~ and a north-south collector street, called Marina Drive (Street B)~~, which cross each other in the middle of Oliver East~~.

The majority of the frontage along ~~Hesperian and~~ Industrial Boulevard~~s~~ is devoted to business park uses. ~~Other business park sites will have good addresses along the internal streets, Eden Shores Blvd. and Marina Drive.~~ On sites with high visibility, large or mid-sized business park sites could be accommodated.

It is estimated that there would be about ~~2985 employees in about 1,415,960~~ 503,000 square feet of new office/business park ~~-~~development. ~~It would be built with a maximum floor area ratio of 0.60 so that the building square footage would not exceed 60% of each building site.~~ The rest of each parcel will be devoted primarily to landscaping, parking and pathways, as set forth in the Development Guidelines. ~~No h~~Height restrictions of 90 feet or six stories, whichever is less, are~~is~~ placed on ~~these~~ business park parcels east of Marina Drive; height restrictions west of Marina Drive are 40 feet or two stories, whichever is less. Buildings may be located on parcels ranging

from about ~~2.5 acres~~3,500 square feet for smaller users to ~~28~~ 12.45 acres for the largest single campus-style user who could occupy the northern portion of the ~~entire~~ northeast quadrant of Oliver East.

E. Retail

Two retail commercial areas totaling 227,000 square feet of building space are envisioned in the plan area. A regional-serving retail use, with approximately 160,000 square feet of building space, is planned at the northwest quadrant of Hesperian Boulevard and Eden Shores Boulevard. The site contains 15.50 acres and would also have access from Marina Drive. A 2007 market study confirmed the demand for regional-serving uses and noted this location would assist in capturing sales tax revenue now lost outside the city.

A local-serving retail site, with approximately 67,000 square feet of building space, ~~-~~is planned at the southwest corner of Hesperian Boulevard and Eden Shores Boulevard in the plan area. It is placed there to be convenient for travelers coming and going from the plan area and for those traveling on Hesperian Boulevard. ~~About 109 employees will work here, serving existing and planned businesses and residents.~~ The range of acceptable uses is set forth in the Development Guidelines for the Specific Plan. ~~The maximum floor-area ratio for this retail site is 0.30, with building square footage not to exceed more than 30% of the site area.~~

It is firmly established that the site is for neighborhood-serving retail but the actual size for this local-serving retail use may vary from 3.5 to-5.0 acres or more depending upon market conditions ~~ten or more years from now~~ when it is expected to be built. ~~(See sequencing discussion in Chapter X: Implementation.)~~

F. Residential

Although Hayward is located on the edge of San Francisco Bay, few residential neighborhoods are located within walking distance of the Bay Trail, which is proposed to pass alongside Oliver West. The new neighborhoods will also be close to the major new community sports facility, the Sports Park on Oliver East. Also, internally, the Oliver East and West housing areas are unified by an internal on-street and off-street trail system that runs between two neighborhood parks, the Bay Trail and the Sports Park.

~~On the west side~~In Oliver West, the layout of the streets and the orientation of the homes focus toward the Bay. From many of the homes, views of the Bay waters will be possible from second story vantage points. Housing on the western edge of Oliver

West will face the Bay, on a street next to an open space buffer with a water channel. Traveling down many of the residential streets, there will be long range views towards the Bay.

About ~~578~~537 residential lots ~~can~~are to be accommodated in Oliver West. (See Table IV-2: Residential Program.) A mixture of single-family detached housing types, there are expected to be about ~~341~~286 homes on 5000-square foot lots, about ~~143~~151 homes on 6000-square foot lots and about ~~94~~100 homes on 8000-square foot lots. The assumed average household size is 3 persons per household yielding about ~~1740~~1600 new residents.

Originating at a roundabout at the foot of the overpass, the development of the 5000-square foot lots includes about ~~341~~286 homes on about 41.3 acres, a 5-acre park and segments of the internal trail system that links the homes to the park. On 6000-square foot lots, about ~~143~~151 units are located on about 22.8 acres next to the open space buffer along Old Alameda Creek and the Alameda County Flood Control and Water Conservation District easement. An internal trail system and a 2.5-acre park link this area to the other neighborhoods. Occupying the southwest corner of the site, about ~~94~~100 units are arranged on 8000-square foot residential lots lying inland of the open space buffer abutting the WCB lands on about 19.4 acres.

Oliver East will be made up of ~~two~~four distinct neighborhoods yielding approximately ~~261~~435 homes. The Eden Shores East project includes two of these neighborhoods. The first will be single-family homes (139) at approximately 10.7 dwelling units per net acre (Medium Density) and the second, attached town homes (121) at approximately 14.0 dwelling units per net acre (Medium Density). The assumed average household size is 3 persons per household yielding about 783 new residents.

Within the Eden Shores East single-family area will be a neighborhood of approximately 139 single-family homes on approximately 2,400 square foot lots.

There would be three entries, two from Marina Drive and one from the cul-de-sac also serving the business park parcel to the north. Public streets and private alley ways would provide access to the homes. The interior public streets have been designed in a loop system to maximize visibility and safety. 25-foot wide alleyways would provide access to the garages at the rear of the homes. Where possible the alley ways would loop to provide easy egress. While some of the homes would gain front door access conventionally, from the public streets and sidewalks, other homes are served by meandering landscaped pedestrian walkways.

In addition to the private open space provided each home, approximately 2.4 acres of landscape and open space would be spread throughout the community. These areas may include: a rose garden area; a pocket park; a linear park; several open play areas; tot lots; picnic areas with a barbeque; and extensive meandering walkways and trails.

Table IV-2: Residential Program
South of Route 92 Specific Plan

Oliver West (Eden Shores)		
Lot Size	**Acres**	**No. of Units**
5000 sq. ft.	39.8	286
6000 sq. ft.	22.3	151
8000 sq. ft.	19.4	100
Sub-Total	**81.5**	**537**
Oliver East (Eden Shores East)		
Lot Size	**Acres**	**No. of Units**
2400 sq. ft.	17.7	139
n/a	11.5	122
Sub-Total	**29.2**	**261**
Oliver East (Legacy Eden Shores)		
Lot Size	**Acres**	**No. of Units**
Parcel 1	6.4	100
Parcel 3	8.2	74
Sub-Total	**14.6**	**174**
Totals	**125.3 Acres**	**972 Units**

The trails would include walking and biking and would connect to the Bay Trail System by way of an at-grade pass under Eden Shores Blvd. where it would connect to the

main trail that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

Within the Eden Shores East town-home area (approximately 11.4 gross acres) would be a neighborhood of approximately 122 attached townhomes in buildings with 4,6 and 8 homes.

Private streets would provide vehicular access to the homes. These streets have been designed in a loop system to maximize visibility and safety and to provide a direct route to the respective homes. Two entry points, a main entrance from Marina Drive and a secondary access from Eden Park Place would serve these private streets. Homes would gain front door access by meandering landscaped pedestrian walkways.

In addition to the patios and balconies, approximately 5.0 acres of open space are spread throughout the community. These areas may include: pocket parks; open play areas; and extensive walks, meandering walkways and trails. Trails would include walking and biking and would connect to the Bay Trail system that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

The remaining two neighborhoods, as envisioned by Legacy Partners/Eden Shores Associates, the current property owner, would contain approximately 174 dwelling units. About 100 single-family attached units could be built north of the Eden Shores East project west of Marina Drive. Another 74 units, including 46 single-family detached homes and 28 single-family attached townhomes, could be built between Marina Drive and the neighborhood retail center.

G. Neighborhood Parks

Neighborhood parks are located conveniently for the residents on the Oliver West site. One park is 5 acres and it abuts the open space buffer. The other is 2.5 acres and it is connected by an internal trail to the larger park. Both parks will have passive recreation facilities, such as lawn areas and childrens' play equipment, for local residents' use and the larger park will include facilities such as tennis courts and an outdoor basketball court. A small parking area is provided at the 5-acre park for visitors. The 2.5-acre park will be a private park for the Oliver West homeowners, with landscaping and possibly a swimming pool or tennis courts.

In addition to the 25-acre Sports Park, Oliver East would include a ~~total of~~ 7.4 acres of private parks and open space areas within the Eden Shores East development. These

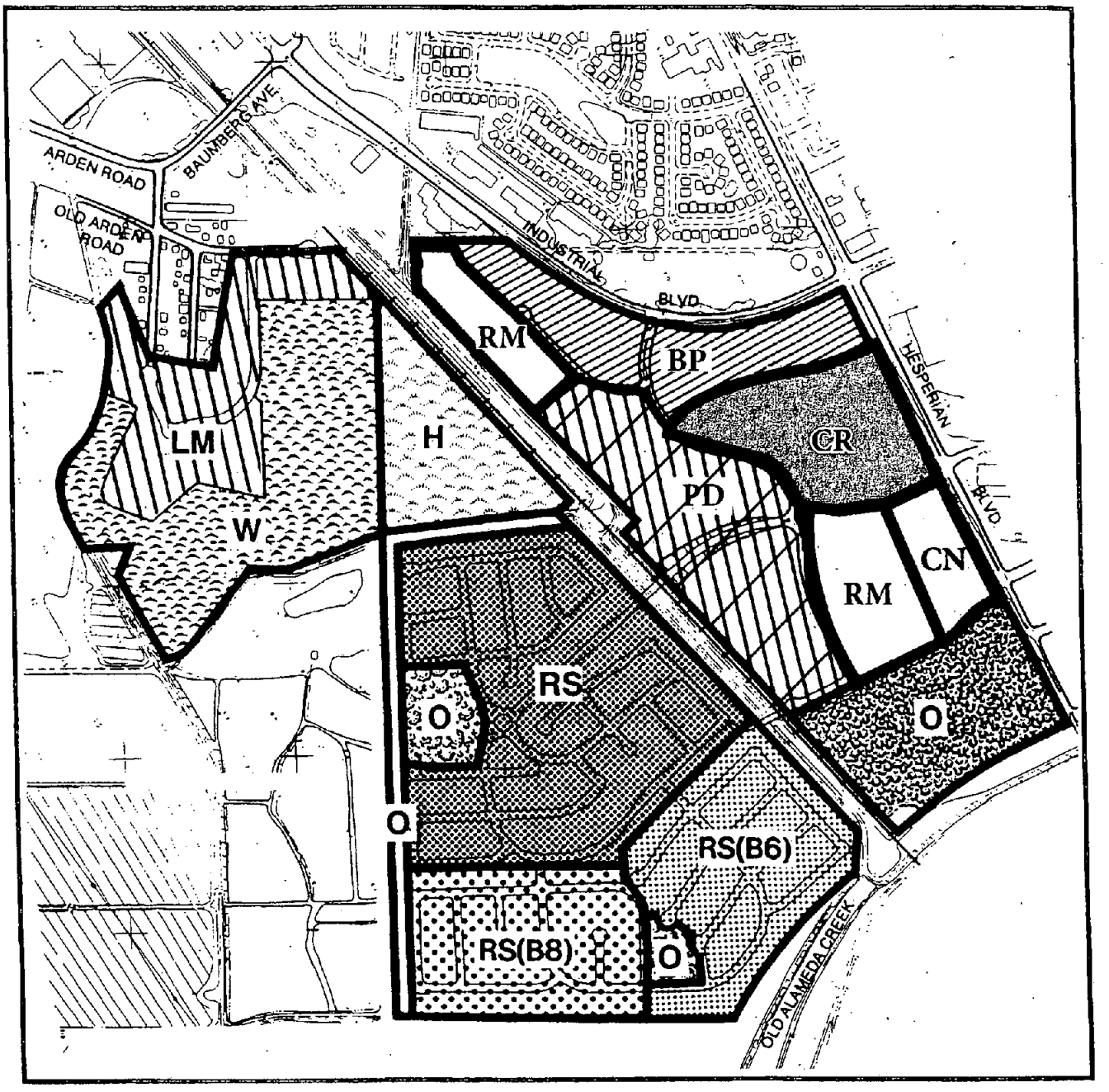
areas may include: a rose garden area; a pocket park; a linear park; several open play areas; tot lots; picnic areas with a barbeque; and extensive meandering landscaped walkways and trails. The trails would include walking and biking and would connect the two projects by way of an at-grade pass under Eden Shores Blvd. where it would connect to the main trail that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

H. Sports Park

A 25-acre sports park is planned at the southern end of the Oliver East parcel on land presently owned by the Oliver Trust (23 acres) and the Alameda County Flood Control District (2 acres). It will offer a variety of playing fields and courts for active recreation under the ownership of the City and management of the Hayward Area Recreation and Park District (HARD). The sports park would abut Old Alameda Creek, the railroad tracks and Hesperian Boulevard with primary access along Street B and limited access (right in-right out only) from the Street B/Hesperian Boulevard intersection. Associated parking will be provided on Street C and on the park site. It may also be a staging area along the new proposed route for the Bay Trail (see Chapter VII: Recreation, Open Space and Conservation).

I. Wildlife Habitat

Recognizing the value of the natural resources within and next to the plan area, the plan calls for the preservation of certain parts of the plan area and appropriate buffers between the proposed development areas and wildlife habitat. See Chapter VII: Recreation, Open Space and Conservation for a detailed discussion. About 52.13 acres of the plan area have been delineated as wetlands likely to come under the jurisdiction of federal and state agencies responsible for these natural resources. There are about 0.48 acres of such wetlands on the Oliver West property and about 52.1 acres of such wetlands on the Weber parcel. In addition, a portion of the ~~approximately 0.33 acres of the~~ 0.67-acre City-owned property in the Oliver East area may have potential for delineation as ~~potentially be designated as~~ wetlands.



LEGEND

- BP — BUSINESS PARK
- LM — LIGHT MANUFACTURING
- CR — REGIONAL COMMERCIAL
- CN — NEIGHBORHOOD COMMERCIAL
- PD — PLANNED DEVELOPMENT
- RM — RESIDENTIAL—MEDIUM DENSITY
- RS — RESIDENTIAL - SINGLE FAMILY 5,000 SQ. FT. LOTS
- RS(B6) — RESIDENTIAL - SINGLE FAMILY 6,000 SQ. FT. LOTS
- RS(B8) — RESIDENTIAL - SINGLE FAMILY 8,000 SQ. FT. LOTS
- H — HABITAT
- O — OPEN SPACE - BUFFER ZONE
- W — WETLANDS
- O — OPEN SPACE - SPORTS PARK
- O — OPEN SPACE - NEIGHBORHOOD PARKS

LAND USE

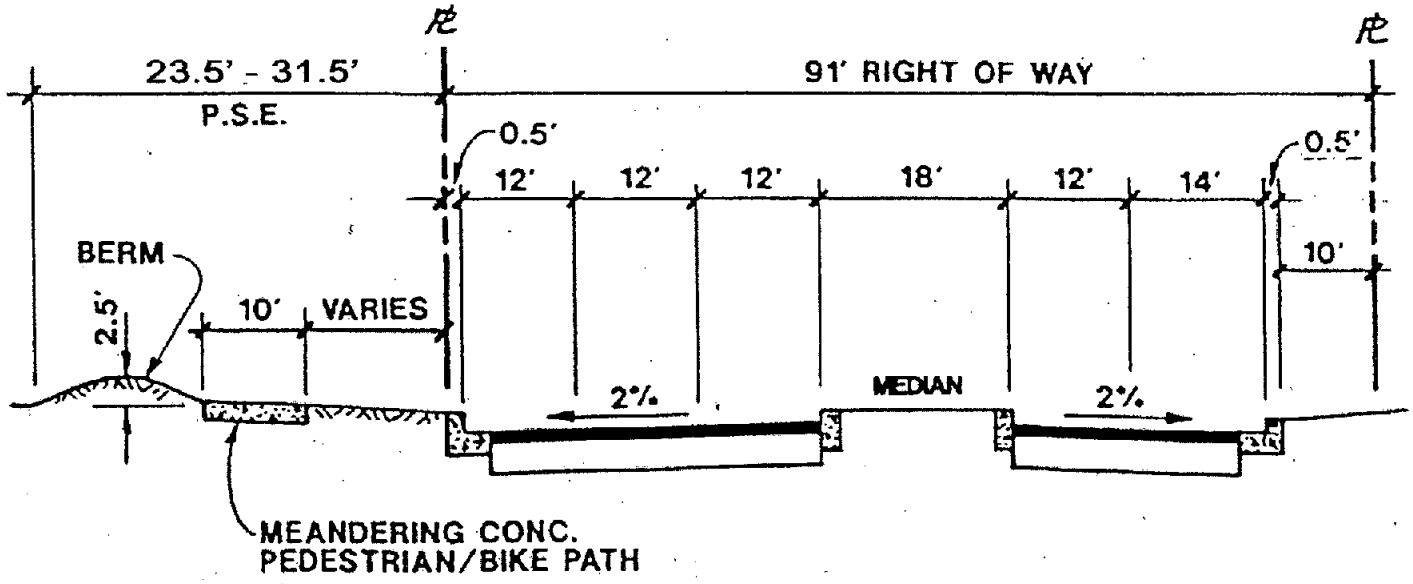
V. Circulation

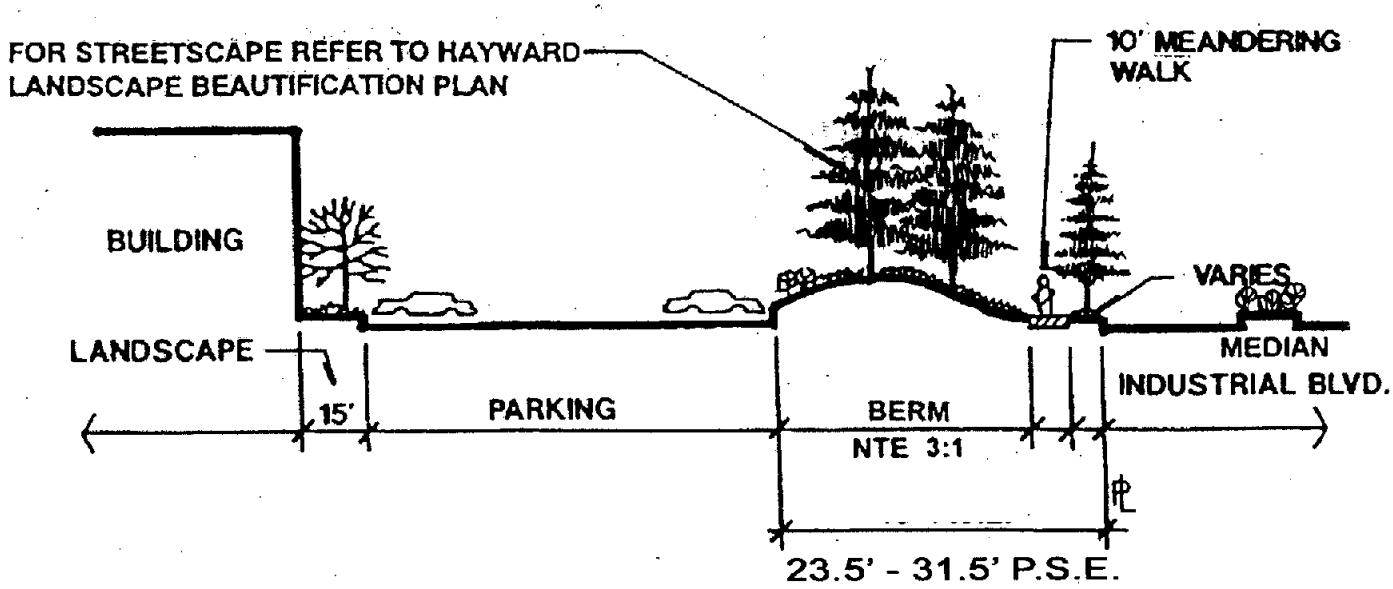
2. Oliver East

The primary new collector serving the Oliver parcels originates at the intersection of Hesperian Boulevard and Tripaldi Way and is a westerly extension of Tripaldi Way. The Tripaldi/Hesperian intersection ~~is~~ will be ~~not presently~~ signalized. ~~but signalization would be necessary when this plan area is built out.~~ Called Street A in the plan area, this street is four lanes wide for about 700 feet then tapers to two lanes ~~in the middle of the business park. The lane reduction occurs~~ at a new round-about which forms the intersection of Street A and Street B. Street B is the new north-south collector ~~in the business park~~ which originates at Industrial Boulevard at a new signalized intersection. These two collectors and two cul-de-sacs provide access to all of the Oliver East ~~business park~~ sites. (See Figure V-1: Circulation.)

The four-lane segment of Street A (Eden Shores Boulevard) east of the roundabout~~in the business park~~ is 79 feet wide, with left and right turning lanes at the Hesperian Boulevard intersection. The remainder of Street A is 47 feet wide, with two travel lanes and a 10-foot bicycle/pedestrian sidewalk including the section on the overpass. Street B (Marina Drive) has a 49-foot right-of way with two travel lanes, one dual left turn lane~~d~~ and two 6 foot wide lanes on either side for emergency parking/bicycles. Street C~~,~~ (Eden Park Place), which runs in front of the sports park, is a 44.5-foot wide right-of-way with two travel lanes, one dual left turn lane and ~~diagonal~~ parking on both sides of the street.~~in a 20.5-foot wide zone on the sports park side.~~ Streets D (4D and 4F), or Portland Drive, and E (Eden Park Place) are cul-de-sacs with two travel lanes, parking and sidewalks on both sides. The dimensions of the two round-abouts are provided in Figures V-19 and V-20.

No on-street parking is allowed on the collectors or cul-de-sacs ~~in the business park~~ except alongside the sports park in designated areas. Visitors to the Sports Park will be required to use parking lots on that site and will be allowed to use on-street parking alongside the park. Sidewalks separated from the curb by a landscaped area are required on both sides of the collectors and on one side of the cul-de-sacs. See the Specific Plan Development Guidelines regarding streetscapes.



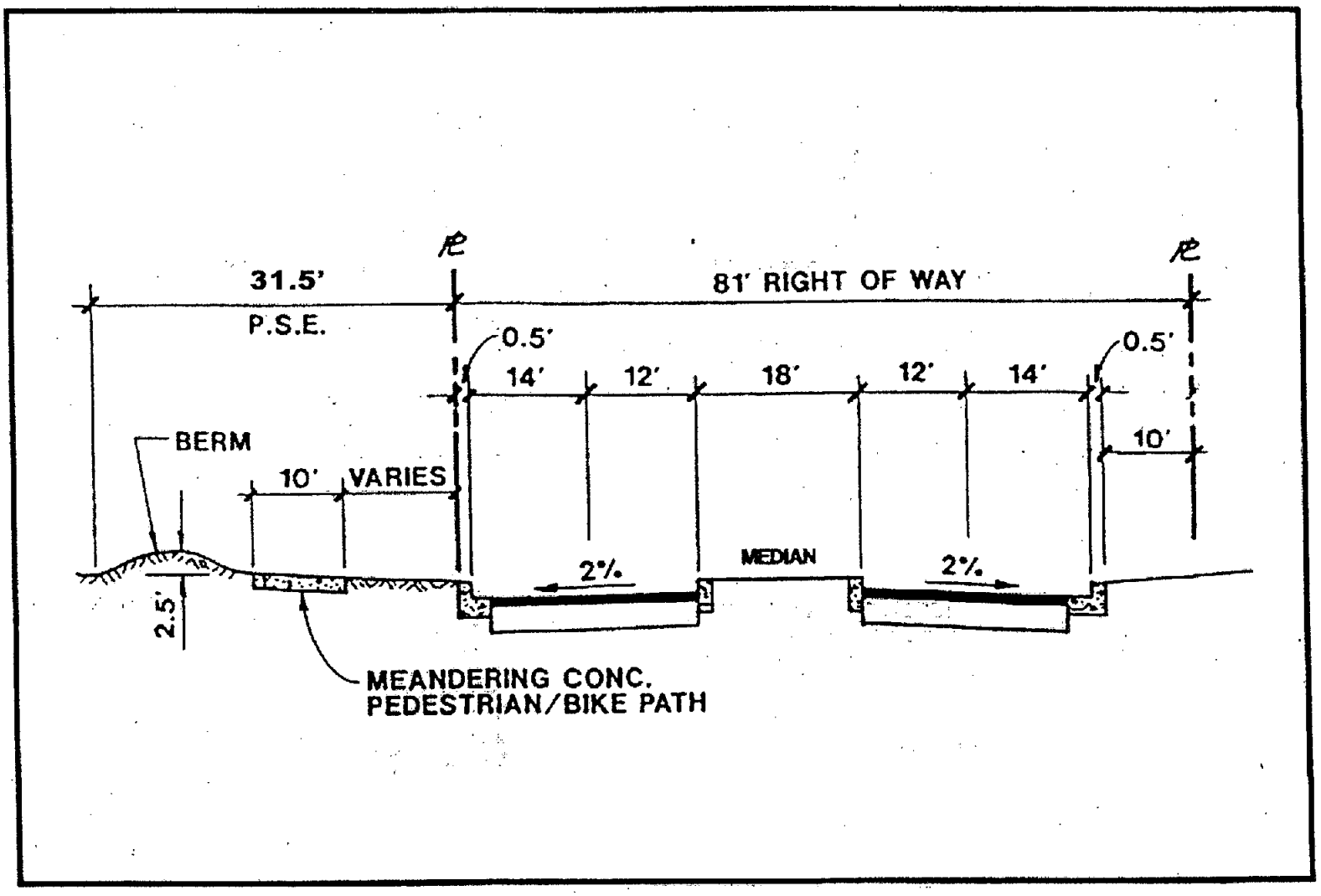


SOUTH OF ROUTE 92 SPECIFIC PLAN

STREET CROSS SECTION

(12) INDUSTRIAL BLVD. - EAST OF STREET B

MARINA DRIVE



SOUTH OF ROUTE 92 SPECIFIC PLAN

STREET CROSS SECTION

(13) INDUSTRIAL BLVD. - WEST OF STREET B
MARINA DRIVE

VI. Public Facilities and Services

C. Schools

The schools that would serve residents of the plan area include: Lorin Eden Elementary School, Ochoa Intermediate School and Mt. Eden High School. ~~All of the City's schools are presently overcrowded and the Governor's guideline of 20:1 students to teachers ratio has made crowded conditions worse.~~ The three schools listed above are sufficiently large to add portable and/or stickbuilt classrooms. Assembly, cafeteria and office space appear to be adequate to handle the influx of students.

Based on calculations in the Specific Plan EIR, Oliver West was expected to~~will~~ generate about 127 elementary school students, 35 intermediate school students and 52 high school students. Based on the same calculations, Oliver East ~~will~~was expected to generate approximately 57 additional elementary school students, 16 additional intermediate school students, and 11 additional high school students. Based on ~~current (lower)~~ student yield assumptions in 2007, Legacy Eden Shores would generate about 17 elementary school students, 5 intermediate school students, and 6 high school students. This cumulative effect will necessitate the provision on the Lorin Eden School site of facilities for additional classrooms.

Proposed Revisions

SEC. 10-1.1700 BUSINESS PARK DISTRICT (BP)

Sections:

Section 10-1.1705 Purpose.
Section 10-1.1710 Subdistricts.
Section 10-1.1715 Uses Permitted.
Section 10-1.1720 Conditionally Permitted Uses.
Section 10-1.1725 Lot Requirements.
Section 10-1.1730 Yard Requirements.
Section 10-1.1735 Height Limit.
Section 10-1.1740 Site Plan Review Required.
Section 10-1.1745 Minimum Design and Performance Standards.

SEC. 10-1.1705 PURPOSE.

The BP District is intended to provide for establishment of high quality business office parks in a campus environment at key locations within the Industrial Corridor.

SEC. 10-1.1710 SUBDISTRICTS.

None.

SEC. 10-1.1715 USES PERMITTED.

a. Primary Uses. The following uses, or uses determined to be similar by the Planning Director, are permitted in the BP District as primary uses.

(1) Administrative and Professional Offices/Services.
- (a) Administrative, executive and business offices (excluding check cashing).
- (b) Business service offices, including employment agencies, accountants, notaries, stenographic, addressing, computing and related services.
- (c) Business consultant offices.
- (d) Design professions offices (engineering, architectural, drafting, etc.).
- (e) Research, development, analytical and scientific offices.
- (f) Manufacturers' representatives and sales offices.
- (g) Headquarters or region-wide finance, insurance and real estate offices.
- (h) Medical and dental clinics that provide services to workers in the ***surrounding*** ~~light manufacturing~~ areas, and nearby residents.
- (i) Travel agencies.
- (j) Publishing.

ATTACHMENT F

(2) Other Uses.
(a) Public agency facilities.
(b) Restaurants.

b. **Secondary Uses**. The following uses are permitted as secondary or subordinate uses to the uses permitted in the BP District:
None.

SEC. 10-1.1720 CONDITIONALLY PERMITTED USES.

The following uses are permitted in the BP District subject to approval of an conditional use permit:

None.

SEC. 10-1.1725 LOT REQUIREMENTS.

		East of Marina Drive	*West of Marina Drive*
a.	Minimum Lot Size:	1.5 acres.	*3,500 square feet*
b.	Minimum Lot Frontage:	250 feet.	*None*
c.	Minimum Average Lot Width:	250 feet.	*None*
~~d.~~	~~Maximum Lot Coverage:~~	~~35 percent.~~	
e.	Minimum Lot Depth:	300 feet.	*None*
~~f.~~	~~Maximum Floor Area Ratio:~~	~~60 percent.~~	
g.	Special Lot Requirements and Exceptions:	See Sec. 10-1.2720.	*See Sec. 10-1.2720*

SEC. 10-1.1730 YARD REQUIREMENTS.

a.	Minimum Front Yard:	~~50 feet.~~ ***Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines.***
b.	Minimum Side Street Yard:	~~50 feet.~~ ***Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines.***
c.	Minimum Side Yard:	25 feet.
d.	Minimum Rear Yard:	25 feet.
e.	Special Yard Requirements and Exceptions:	See Section 10-1.2725.

SEC. 10-1.1735 HEIGHT LIMIT.

		East of Marina Drive	*West of Marina Drive*
a.	Maximum Height Permitted:	~~None.~~ ***90 feet or six stories, whichever is less.***	***40 feet***
b.	***Minimum Height Required:***	***28 feet or two stories, whichever is less.***	***None.***

		East of Marina Drive	*West of Marina Drive*
c.	Maximum Accessory Building Height:	None	***None***
d.	Maximum Height for Fences/Hedges/Walls:		
	(1) Front and Side Street Yard:	No fences or walls allowed.	***None***
	(2) Side and Rear Yard:	6 feet.	***None***
e.	Special Height Requirements and Exceptions:	See Sec. 10-1.2730.	***None***

SEC. 10-1.1740 SITE PLAN REVIEW REQUIRED.

Site Plan Review approval is required before issuance of any building, grading, or construction permit within this district only if the Planning Director determines that a project materially alters the appearance and character of the property or area or may be incompatible with City policies, standards, guidelines.

SEC. 10-1.1745 MINIMUM DESIGN AND PERFORMANCE STANDARDS.

This Section establishes design and performance standards that shall apply to the construction of office and commercial buildings and uses in the BP District.

a. **Parking**.

On-site parking shall be provided at 1 space per 250 square feet; compact spaces shall comprise no more than 30 percent of the total spaces.

b. **South of Route 92 Area.**

The development of BP zoned properties in the South of Route 92 planning area is also subject to the provisions of the South of Route 92/Oliver & Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber properties. ***Proposed development must be designed in a comprehensive manner with compatible architectural styles and integrated pedestrian connections, parking areas, and open space amenities.***

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Proposed Draft

SEC. 10-1.1400 REGIONAL COMMERCIAL DISTRICT (CR)

Sections:

Section 10-1.1405 Purpose.
Section 10-1.1410 Subdistricts.
Section 10-1.1415 Uses Permitted.
Section 10-1.1420 Conditionally Permitted Uses.
Section 10-1.1425 Lot Requirements.
Section 10-1.1430 Yard Requirements.
Section 10-1.1435 Height Limit.
Section 10-1.1440 Site Plan Review Required.
Section 10-1.1445 Minimum Design and Performance Standards.

SEC. 10-1.1405 PURPOSE.

The CR District is intended to provide for the sale of retail goods with a regional or sub-regional marketing base, pursuant to an adopted specific plan or design plan.

SEC. 10-1.1410 SUBDISTRICTS.

None.

SEC. 10-1.1415 USES PERMITTED.

a. **Primary Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District, as primary uses.

(1) Retail Commercial Uses
(a) Major retail anchor (Minimum 100,000 square feet required)

b. **Secondary Uses**. The following uses, or uses determined to be similar by the Planning Director, are only permitted as ancillary uses to the primary uses permitted in the CR District:

(1) Retail Commercial Uses. (No minimum square footage required)
(a) Office supply, furniture and business machine stores.
(b) Electronics store.
(c) Restaurant. (Full service only)
(d) Sporting goods store.
(e) Supermarket.

(2) Automobile Related Uses.
(a) Service station.

ATTACHMENT G

(3) Other Uses.
(a) Public agency facilities.

(4) Accessory buildings and uses. (See Section 10.1.845)

SEC. 10-1.1420 CONDITIONALLY PERMITTED USES.

a. **Administrative Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District subject to approval of an administrative use permit:

None.

b. **Conditional Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District, subject to approval of a conditional use permit:

(1) Administrative and Professional Offices/Services.
None.

(2) Automobile Related Uses.
None.

(3) Personal Services.
None.

(4) Residential Uses.
None.

(5) Retail Commercial Uses.
(a) Restaurant. (Not full service)

(6) Service Commercial Uses.
None.

(7) Other Uses.
None.

SEC. 10-1.1425 LOT REQUIREMENTS.

a.	Minimum Lot Size:	5 acres.
b.	Minimum Lot Frontage:	400 feet.
c.	Minimum Average Lot Width:	400 feet.
d.	Maximum Lot Coverage:	30 percent.
e.	Minimum Average Lot Depth:	200 feet.
f.	Special Lot Requirements and Exceptions:	See General Regulations Section 10-1.2720.

SEC. 10-1.1430 YARD REQUIREMENTS.

a.	Minimum Front Yard:	Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines.
b.	Minimum Side Street Yard:	Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines.
c.	Minimum Side Yard:	25 feet. (10 feet if adjacent to BP District)
d.	Minimum Rear Yard:	25 feet.
e.	Special Yard Requirements and Exceptions:	See General Regulations Section 10-1.2725.

SEC. 10-1.1435 HEIGHT LIMIT.

a.	Maximum Height Permitted:	50 feet.
b.	Maximum Accessory Building Height:	14 feet.
c.	Maximum Height for Fences/hedges/walls:	
	(1) Front and Side Street Yard	4 feet.
	(2) Side and Rear Yard	6 feet.
d.	Special Height Requirements and Exceptions:	See General Regulations Section 10-1.2730.

SEC. 10-1.1440 SITE PLAN REVIEW REQUIRED.

Site Plan Review approval is required before issuance of any building, grading, or construction permit within this district only if the Planning Director determines that a project materially alters the appearance and character of the property or area or may be incompatible with City policies, standards, or guidelines.

SEC. 10-1.1445 MINIMUM DESIGN AND PERFORMANCE STANDARDS.

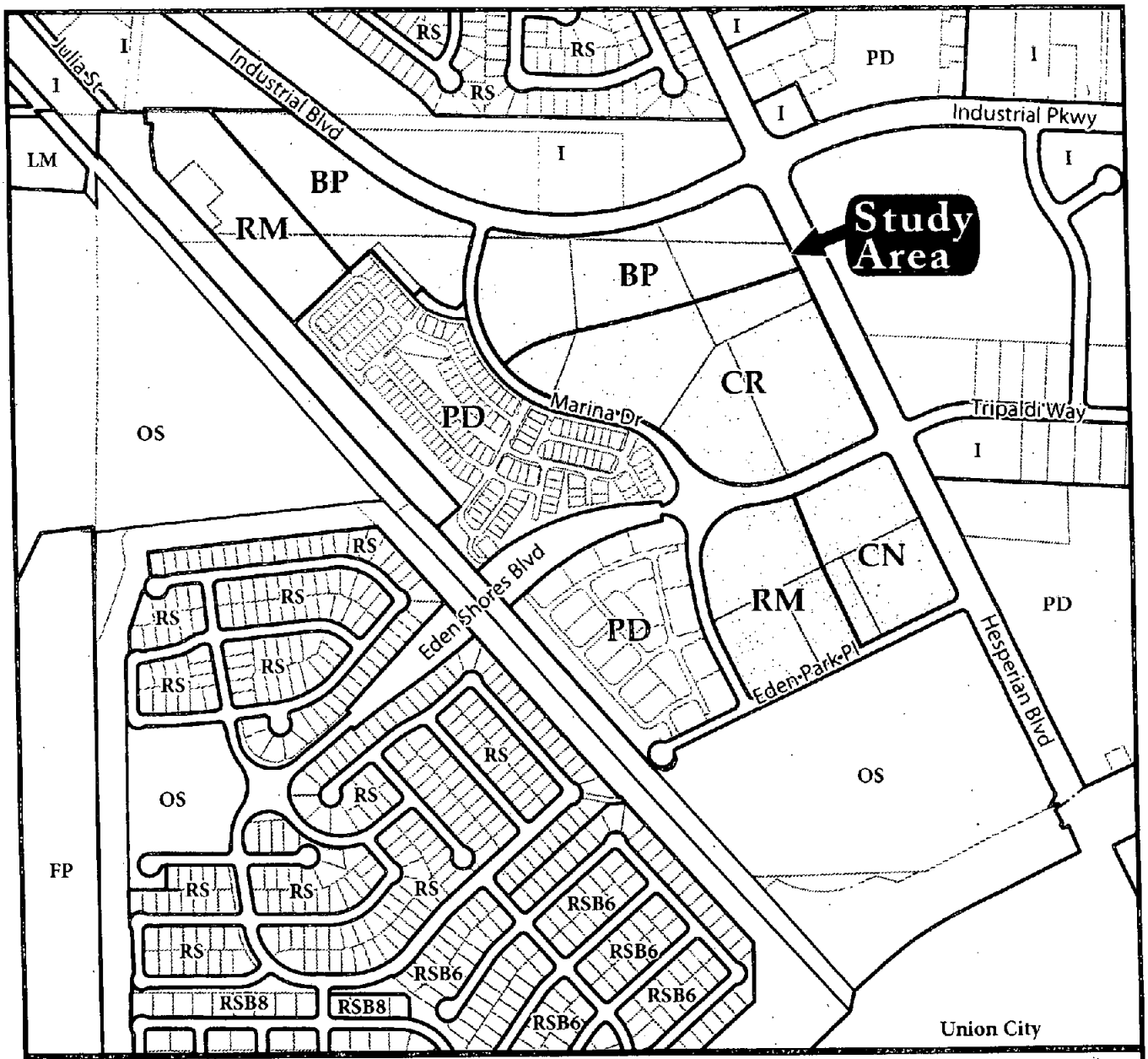
The City recognizes that high-quality design of commercial structures can contribute to a positive appearance of neighborhoods and improve the overall character of the community. This Section establishes design and performance standards that shall apply to the construction of commercial buildings and certain commercial uses in the CR District, including but not limited to cultural or recreational facilities.

a. Parking.
On-site parking shall be provided at 1 space per 200 square feet; compact spaces shall comprise no more than 30 percent of the total spaces.

b. South of Route 92 Area.
The development of CR zoned properties in the South of Route 92 planning area are also subject to the provisions of the South of Route 92/Oliver & Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber properties.

c. Window Coverage.

Transparent windows and doors of buildings occupied by businesses engaging in retail sales, all or a portion of which are within 5 vertical feet of the floor and which are visible from public rights-of-way or pedestrian walkways or are otherwise visible by the general public from the exterior, shall remain free of coverings and materials that prevent views into or out of the stores. Retail goods intended for sale, or goods being stored, or other coverings or materials shall be located no closer than 5 feet from a transparent window or door, unless thy are located beneath or above a window and are not visible form public rights-of-way or pedestrian walkways or are otherwise visible by the general public. This section shall not apply to signs or retail goods that are presented within or adjacent to a window and that are part of a decorative window display, as determined by the Planning Director.



Proposed Zoning Designations

South of Route 92 Specific Plan Amendment Study Area

Zoning Classifications

RESIDENTIAL

RM	Medium Density Residential, min lot size 2500 sqft
RS	Single Family Residential, min lot size 5000 sqft
RSB6	Single Family Residential, min lot size 6000 sqft
RSB8	Single Family Residential, min lot size 8000 sqft

COMMERCIAL

CR	Regional Commercial (***Proposed New District***)
CN	Neighborhood Commercial

INDUSTRIAL

I	Industrial
LM	Light Manufacturing
BP	Business Park

OPEN SPACE

FP	Flood Plain
OS	Open Space

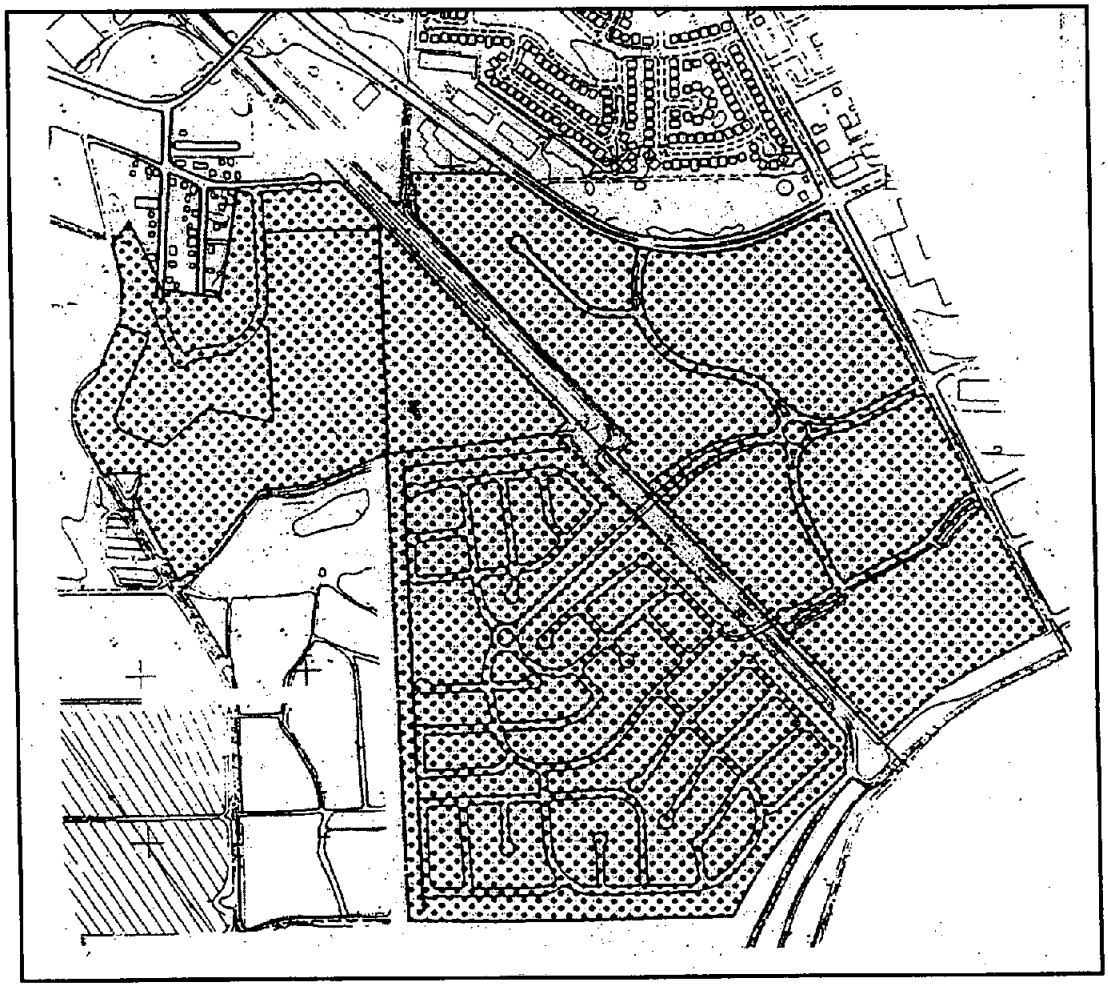
OTHER

PD	Planned Development

ATTACHMENT H

SOUTH OF ROUTE 92
OLIVER / WEBER PROPERTIES

HAYWARD, CALIFORNIA



DEVELOPMENT GUIDELINES

(As Amended Through June __, 2007)

Attachment I

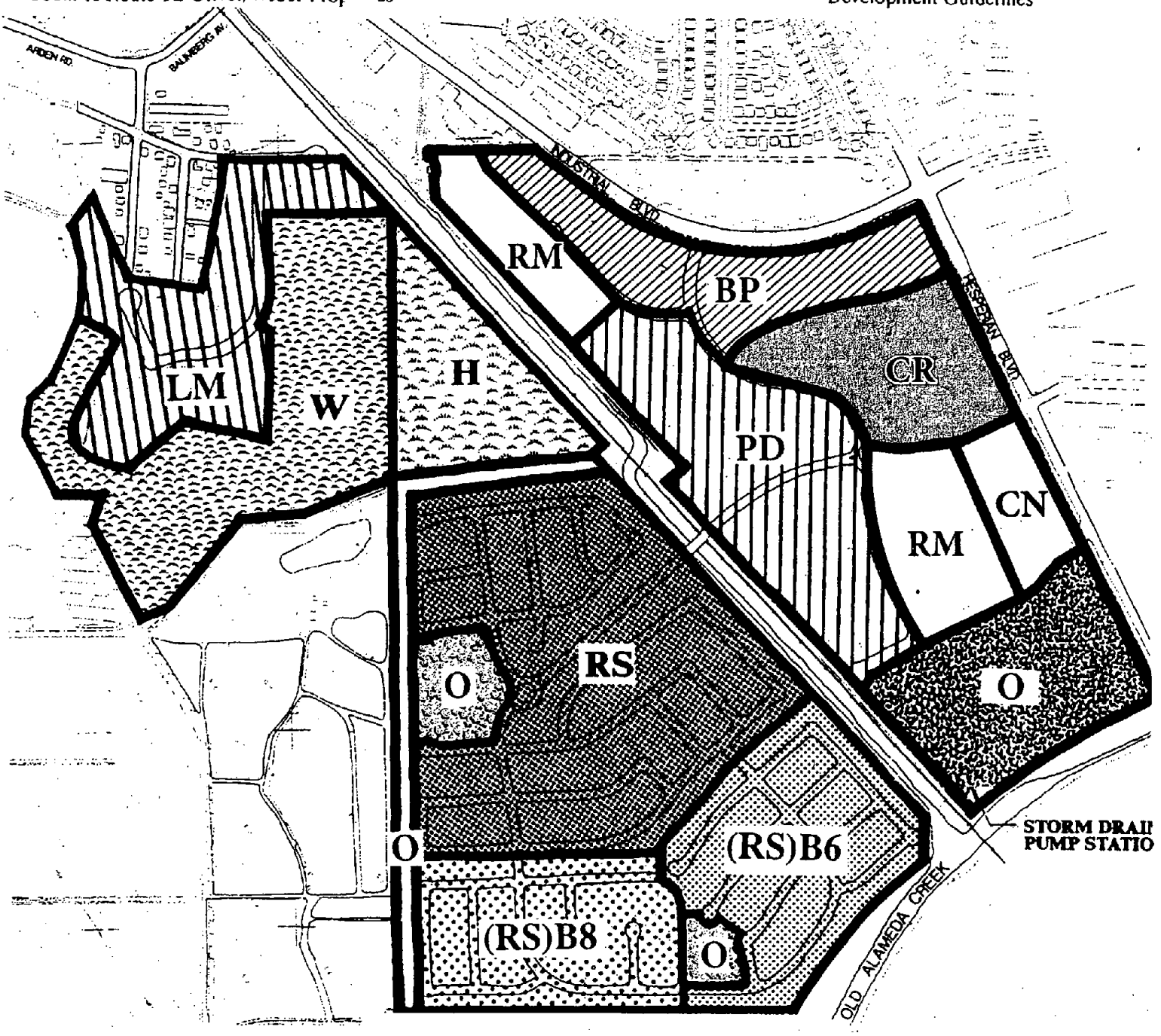
1.2 PROJECT DESCRIPTION

The Plan Area includes approximately 333 acres (see Table 1-A).~~land owned by the Oliver Trust, Mr. John Weber, the City of Hayward and the Alameda County Flood Control and Water Conservation District.~~ The Oliver Properties are bisected by the Southern Pacific/Union Pacific railroad tracks on a northwest southeast axis. The land uses proposed for the east half (Oliver East) consist of business park, medium density residential and a 25 acre sports park adjacent to Hesperian Boulevard. Oliver East will also contain two~~a 3.5 – 5 acre~~ commercial/retail sites adjacent to the primary project gateway. The west portion (Oliver West) contains single family detached homes and two neighborhood parks. The residential neighborhoods have access to a pedestrian and bicycle trial link to the Bay Trail system.

TABLE 1-A
SUMMARY OF LAND USES

Land Use	Oliver East	Oliver West	City of Hayward	Weber	ACFC WCD	**Total Acres**
Business Park	~~51.80~~ 20.10		~~0.67~~			~~52.50~~ 20.10
Light Manufacturing				21.50		**21.50**
Retail	~~3.50~~ 21.20					~~3.50~~ 21.20
Residential	~~29.20~~ 43.10	81.50	0.67			~~110.7~~ 125.30
Neighborhood Parks		7.50				**7.50**
Sports Park	23.00				2.00	**25.00**
Wetlands/ Habitat		0.03		52.10		**52.13**
Open Space Buffer		10.40				**10.40**
Landscaped Acres/Internal Trails	2.00	5.00		4.90		**11.90**
Roads & Overpass	10.10	26.10	0.20	2.00		**38.40**
Gross Acres	**119.50**	**130.50**	**0.87**	**80.50**	**2.00**	**333.53**

Note: This land Use Program does not include the 40 acres of Oliver – 92 property, 8 acres of which is uplands intended for development and 32 acres of which is wetlands intended for open space.

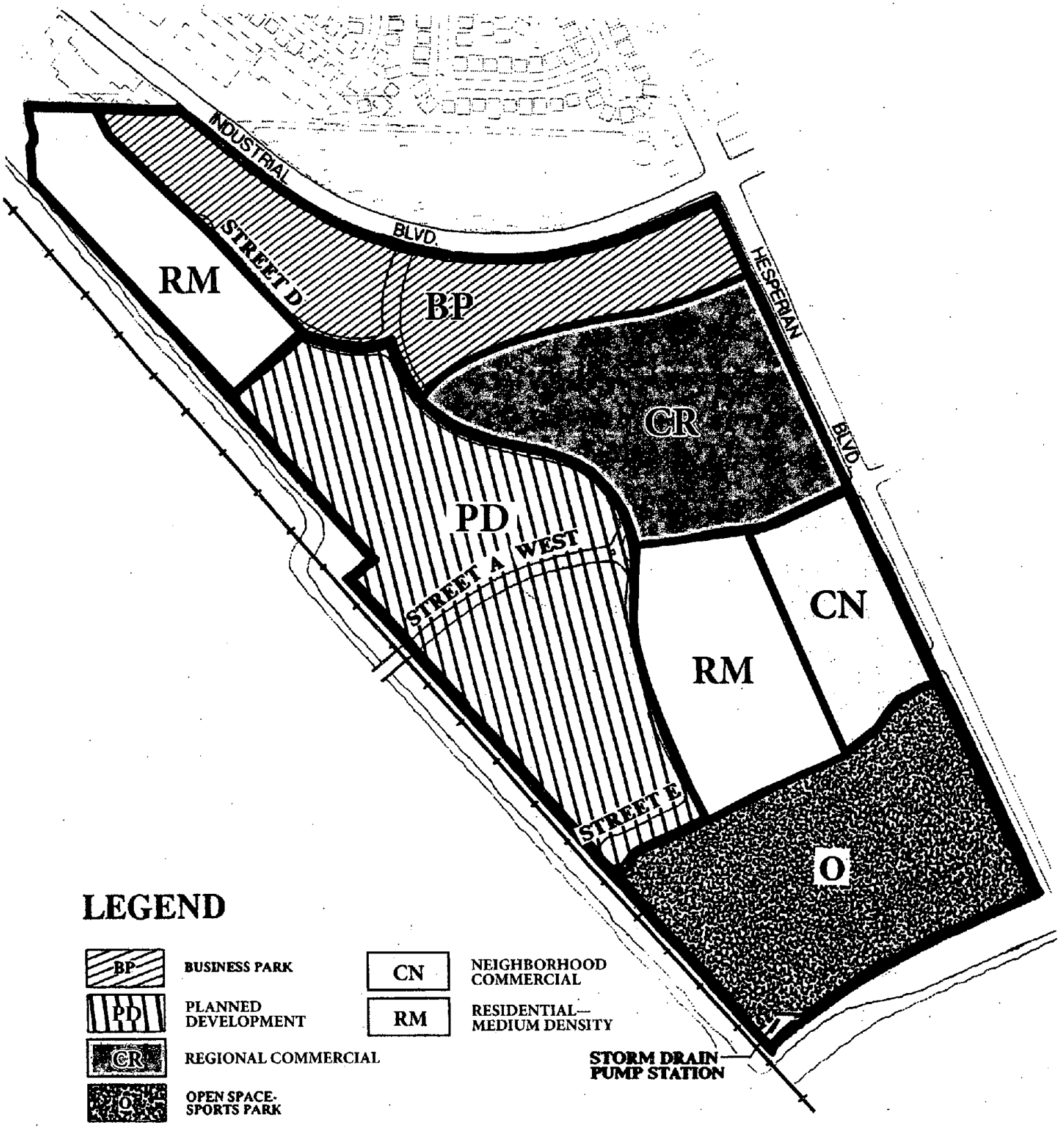


LEGEND

BP	BUSINESS PARK	(RS)B8	RESIDENTIAL-SINGLE FAMILY 8,000 SQ. FT. LOTS	O	OPEN SPACE-BUFFER ZONE
PD	PLANNED DEVELOPMENT	CN	NEIGHBORHOOD COMMERCIAL	O	OPEN SPACE-NEIGHBORHOOD PARK
CR	REGIONAL COMMERCIAL	RM	RESIDENTIAL—MEDIUM DENSITY	O	OPEN SPACE-SPORTS PARK
RS	RESIDENTIAL-SINGLE FAMILY 5,000 SQ. FT. LOTS	H	HABITAT		
(RS)B6	RESIDENTIAL-SINGLE FAMILY 6,000 SQ. FT. LOTS	W	WETLANDS		

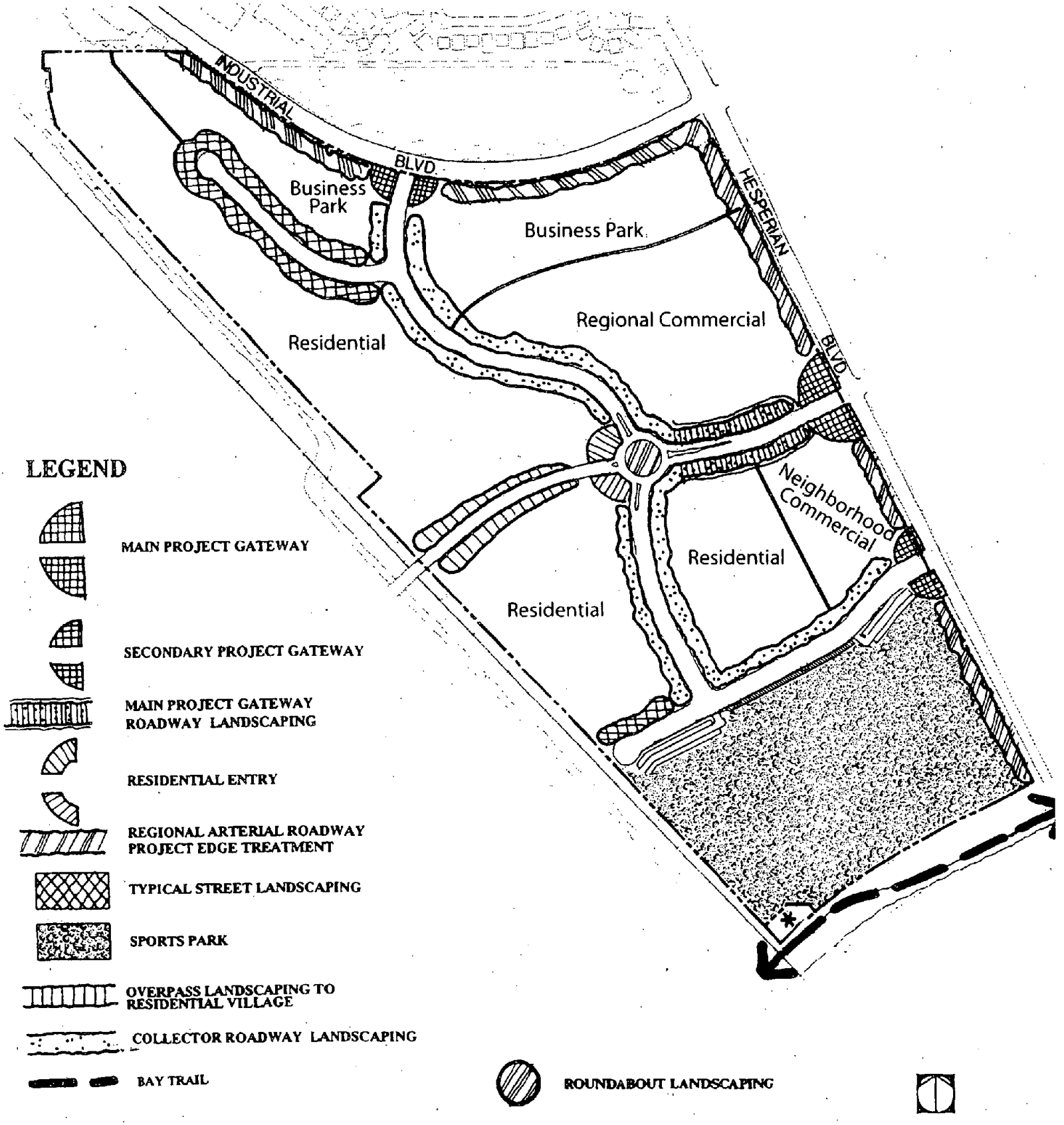
PLAN AREA ZONING PLAN

Exhibit 1-B



OLIVER EAST ZONING PLAN

Exhibit 2-A

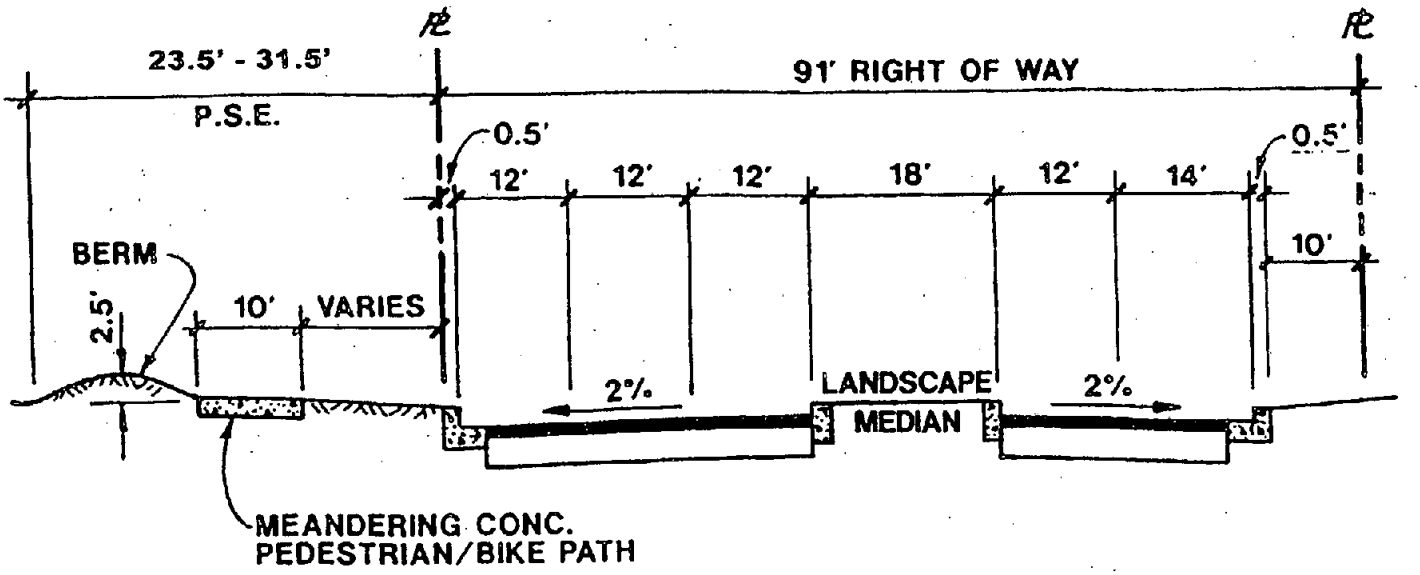


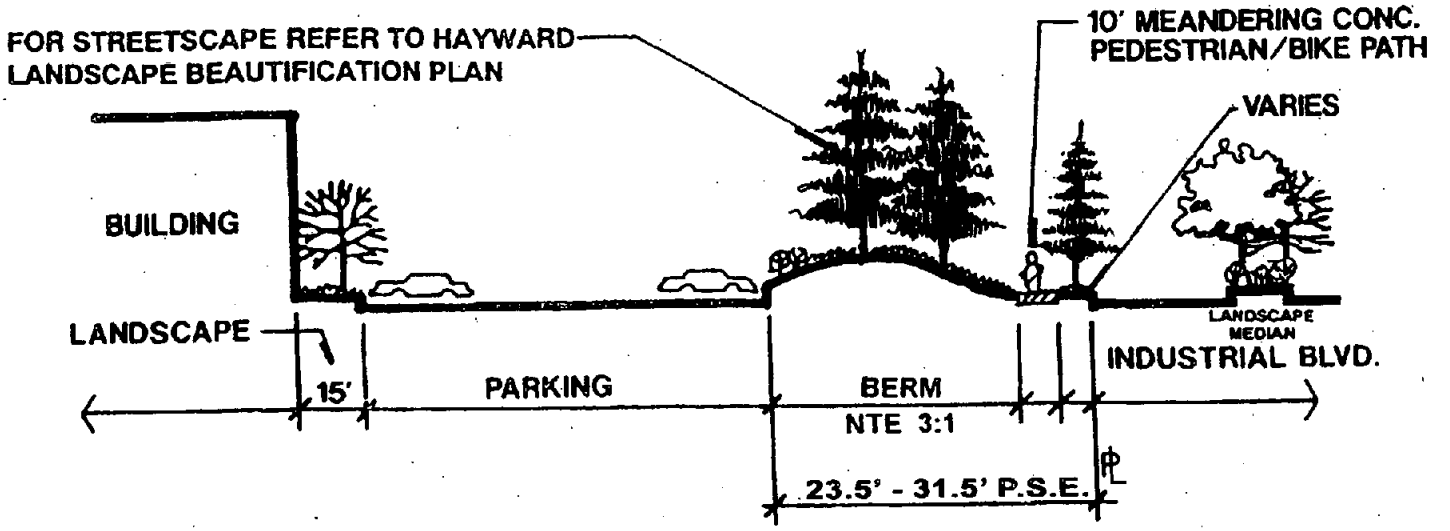
OLIVER EAST BUSINESS PARK/LIGHT MANUFACTURING LANDSCAPE MASTER PLAN

Exhibit 2-C

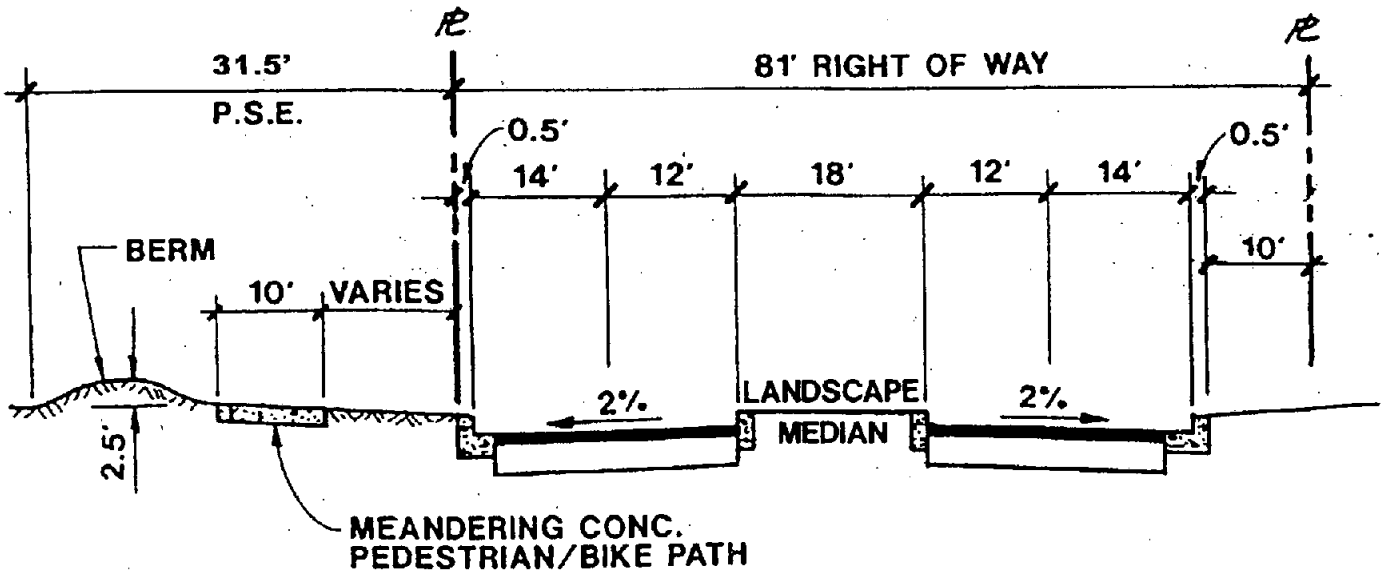
Business Park/Light Manufacturing Development

(12) INDUSTRIAL BLVD. – EAST OF STREET B
MARINA DRIVE





(13) INDUSTRIAL BLVD. – WEST OF STREET B
MARINA DRIVE



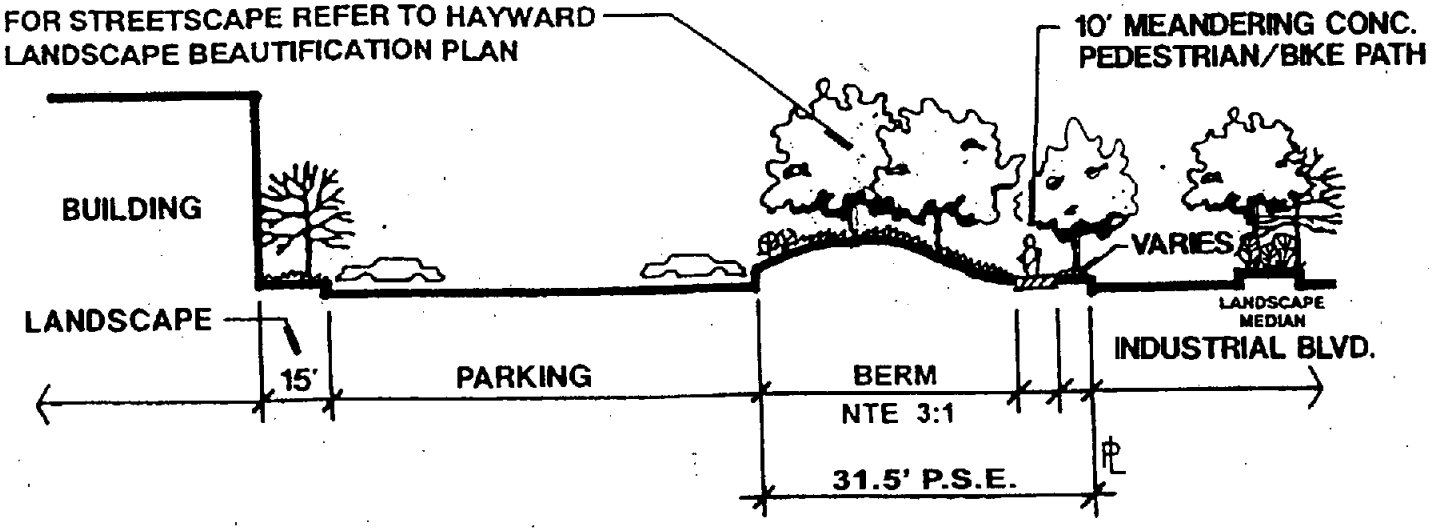
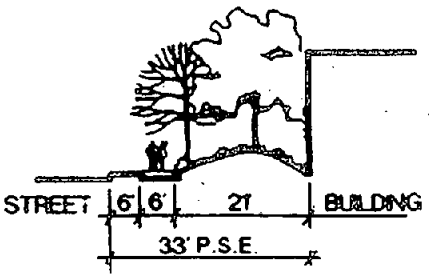


TABLE 2-B
PROPERTY LINE SETBACK CRITERIA

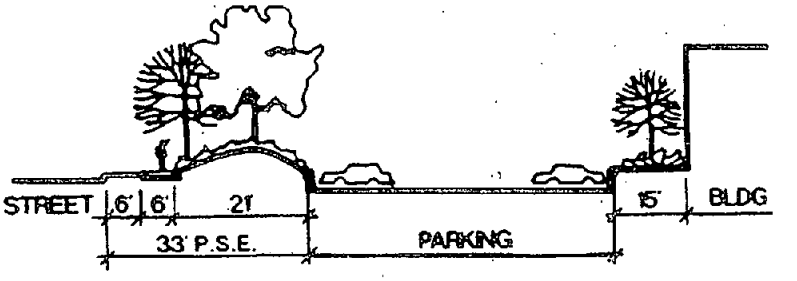
Street Frontage	Public Service Easement (PSE)	Min. Front Yard Setback	Min. Side Street Yard Setback	Min. Rear and Side Yard Setback
Hesperian Blvd. – North of Street C	40'	40'	33'	25'
Hesperian Blvd. – South of Street C	33'	N/A Sports Park	N/A Sports Park	N/A Sports Park
Industrial Blvd. East of Street B	23.5-31.5'	23.5-31.5'	33'	25'
Industrial Blvd. West of Street B	31.5'	31.5'	33'	25'
Street A	33'	33'	25'	25'
Streets B, D and-North side of streets E and C	33'	33'	25'	25'

A. Front Yard Building Setbacks

The various conditions governing front yard building setbacks are illustrated as follows:

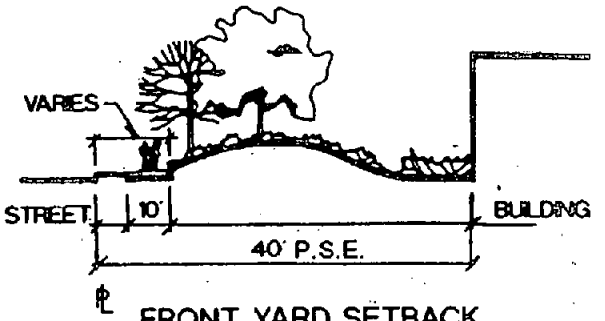


FRONT YARD SETBACK WITHOUT PARKING

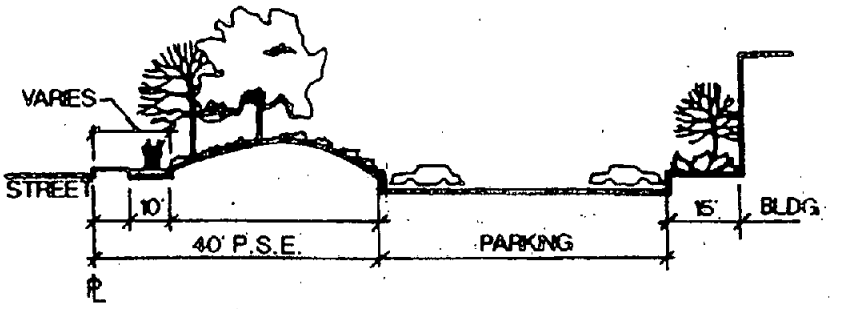


FRONT YARD SETBACK WITH PARKING

33' PUBLIC SERVICE EASEMENT



FRONT YARD SETBACK
WITHOUT PARKING

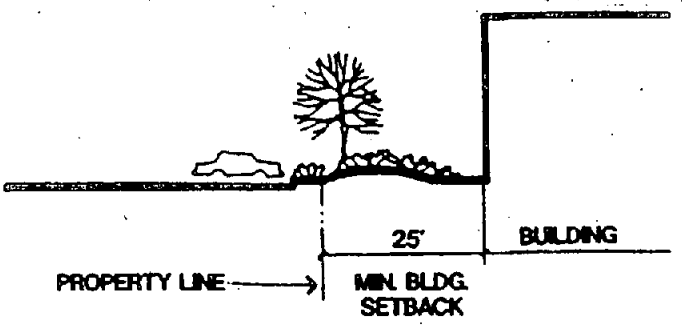


FRONT YARD SETBACK
WITH PARKING

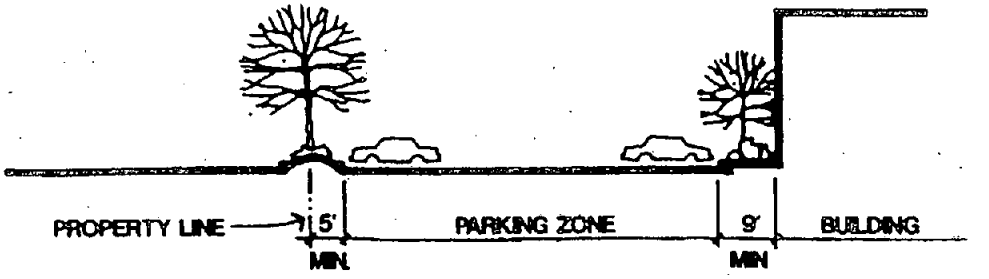
40' PUBLIC SERVICE EASEMENT

B. Side and Rear Yard Building Setbacks

When a building is located with the minimum side and/or rear yard building setback(s), all of the area between the building and the side and/or rear lot line is to be landscaped. In other conditions for side yards there shall be a minimum continuous landscaping depth of 9'-0" against the sides of the building. For rear yards no landscaping is required against the building. This requirement is in addition to the 5'-0" minimum continuous landscaping depth required at all side and rear property lines.



SIDE AND REAR YARD SETBACK
WITHOUT PARKING
(10' IF SIDEYARD & ADJACENT TO BP DISTRICT)



SIDE YARD SETBACKS WITH PARKING

2.7 DEVELOPMENT SITE

2.7.1 SITE DEVELOPMENT STANDARDS

Refer to appropriate zoning districts for lot requirements, yard requirements, height limits, and performance and design standards.

~~A. Table 2-C lists the maximum Floor Area Ratio and maximum building height allowed in the Business Park/Light Manufacturing/Commercial Retail Zones.~~

~~**TABLE 2-C**~~
~~**SITE DEVELOPMENT CRITERIA**~~

~~Land Use~~	~~Max. Floor Area Ratio~~	~~Maximum Height~~
~~Business Park~~	~~60%~~	~~—~~
~~Light Manufacturing~~	~~40%~~	~~—~~
~~Commercial/Retail~~	~~30%~~	~~30'~~

~~B. The Floor Area Ratio (F.A.R.) is defined as the gross square footage of all buildings (excluding basements) on a parcel divided by the gross square footage of the parcel. The resulting percentage must not exceed the maximum F.A.R. established for each parcel listed in Table 2-C. For example, when the gross square footage of all buildings on a site is equal to half of the site gross square footage, the floor area ratio is half, or 50% (also referred to as a .5 FAR). As shown below, achieving a given FAR can be accomplished in different ways by varying the location and height of the building, which results in varying arrangement of the building square footage. A 50% FAR can be achieved with a one-story building covering half the site, a two-story building covering one quarter of the site, or a four-story building on one eighth of the site. With the FAR restriction, as the number of stories increases the amount of site area that can be used decreases. Note: Building height, setback, minimum parking requirements and site landscape coverage requirements also influence the location and scale of the building.~~

3.1 PLANNING CONCEPT

Residential uses are proposed on both the Oliver West and Oliver East sites. The residential enclave on the Oliver West site includes buffered open space areas. Access to the Oliver West site is gained via an overpass spanning the Union Pacific Railroad right-of-way, offering views of the neighborhoods, nearby wetlands and distant bay.

In Oliver West, t~~T~~hree subdivisions on 5,000, 6,000 and 8,000 square foot lots are planned. All of the 537~~578~~ housing units will be single family detached of mixed one and two story floor plans.

The layout of some of the streets and the siting of some of the homes is oriented toward the bay. Two neighborhood parks within the enclave are linked by a bicycle and pedestrian train system providing easy access for residents.

Homeowners Association(s) will be established; each will have professional management.

In Oliver East, two of t~~T~~he residential parcels ~~on the Oliver East site~~ are located on the west side of Street B (Marina Drive) on either side of the overpass (Eden Shores East). A 17.7 acre residential parcel is located north of the overpass. An 11.5 acre parcel is located to the south of the overpass. Both parcels are planned for medium density residential uses, which may include small-lot single-family homes, duplexes, or townhomes. Development within the South of Route 92 Residential Plan Area neighborhoods shall conform to the zoning established on the Zoning Plan. Specific uses allowed by zoning are set forth in Section 3.2.

Two other residential developments are planned as part of the Legacy Eden Shores project. One neighborhood is north of Eden Shores East at Street D, while the other neighborhood is east of Marina Drive and adjacent to the proposed neighborhood retail center.

The Residential Zoning Plan illustrates the variety and location of residential subdivisions, lot sizes, parks, and buffer areas located adjacent to or within the various neighborhoods.

3.2 RESTRICTIONS ON USE

The use within each residential subdivision shall be in compliance with the uses as illustrated on the Zoning Plan. Permitted uses within the South of Route 92 Residential Plan Area are as follows:

A. Residential Development

1. RS: Single family detached homes within subdivisions on individual lots of 5,000 square feet or more.

2. RS(B6): Single family detached homes within subdivisions on individual lots of 6,000 square feet or more.

3. RS(B8): Single family detached homes within subdivisions on individual lots of 8,000 square feet or more.

4. RM: Medium Density Residential- single-family, townhomes

4.5.PD: Medium Density Residential- single-family, duplexes, townhomes.

TABLE 3-B
RESIDENTIAL PROPERTY LINE SETBACK CRITERIA

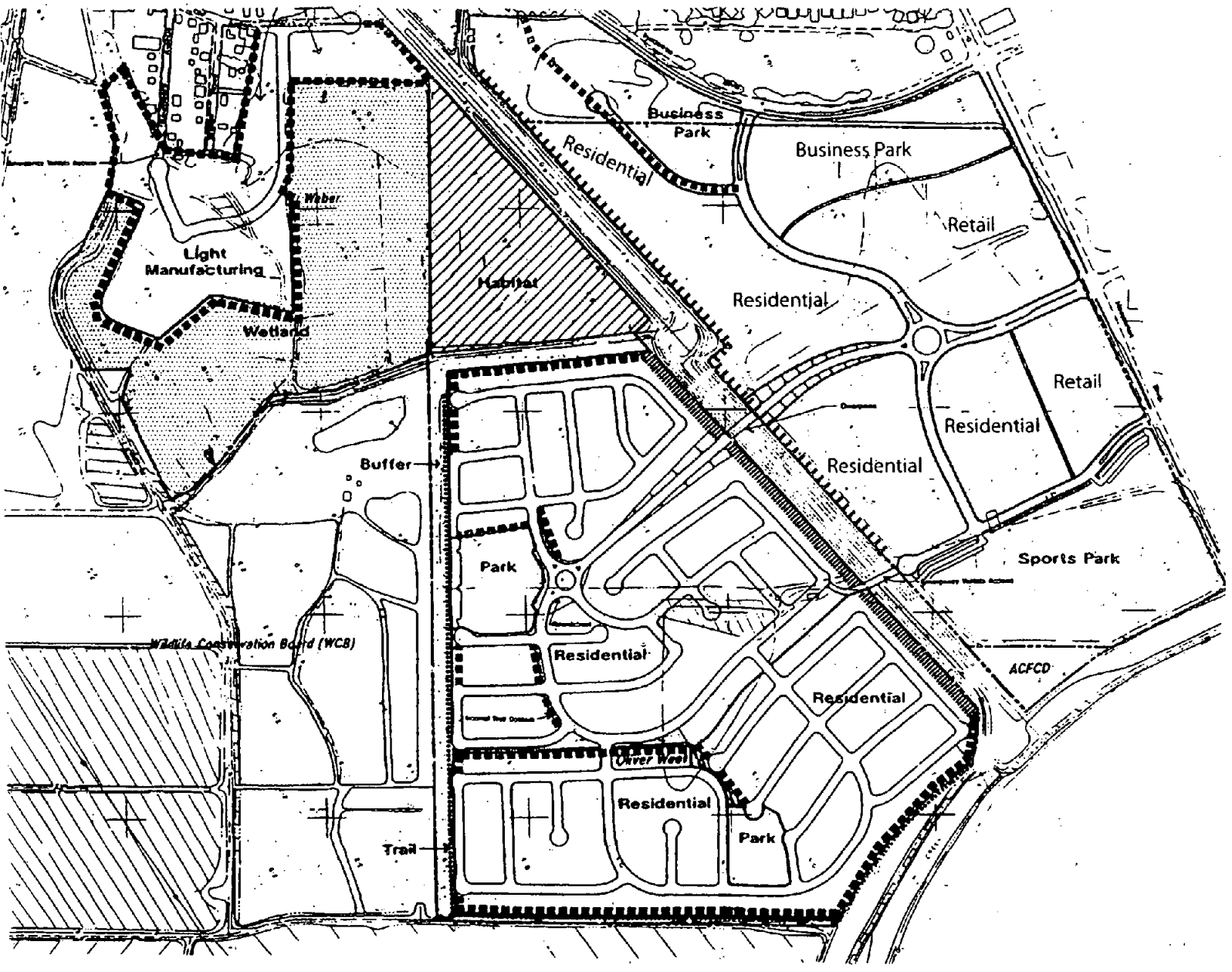
Roadway Category	Min. Front Yard Setback From Back of Sidewalk	Min. Side Yard Setback	Min. Rear Yard Setback
Oliver West Residential Collector (Street G)	30'	5'*	20'
Oliver West Residential Street (typical)	20'	5'*	20'

*5' or 10% of lot width at front setback line whichever is greater, up to 10'.

Note: 1) Road criteria is based in accordance with the City of Hayward "Standard Street Sections" for public streets; 2) All front yard setbacks are taken from back of curb to front of structure.

Different street character types make up the Streetscapes in and around the South of Route 92 Oliver West Residential Plan Area, including local arterial roads, Street A and two levels of local streets. The first level consists of a 25' minimum parkway on one side that includes the neighborhood trail system. The second level has two 5' sidewalks on both sides. These two Residential street types have 40' R.O.W.s and 36' of pavement with parking on both sides.

In Oliver East, residential street setbacks in the Eden Shores East developments will be determined through the PD process~~.~~. Street setbacks for residential developments in the Legacy Eden Shores project will conform to requirements of the RM district, or as may be approved through the PD process.



LEGEND

SIDE OR REAR YARD WALL: MAXIMUM HEIGHT: 6'

SOUNDWALL HEIGHT: 10' (WALL AND BERM)

SOUNDWALL HEIGHT: UP TO 20'

PLAN AREA WALLS AND FENCING KEY MAP

Exhibit 5-A

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

City Clerk
City of Hayward
777 B Street
Hayward, California 94541

THIS SPACE ABOVE FOR RECORDER'S USE

This instrument is exempt from Recording Fees (Govt. Code § 27383) and from Documentary Transfer Tax {Rev. and Taxation Code § 11922).

AMENDMENT TO MOUNT EDEN BUSINESS AND SPORTS PARK COMMUNITY DEVELOPMENT AGREEMENT RELATING TO DEVELOPMENT OF LEGACY EDEN SHORES, A PORTION OF OLIVER EAST PROPERTY

This Amendment to Mount Eden Business and Sports Park Community Development Agreement Relating to Development of Legacy Eden Shores, a Portion of the Oliver East Property ("Legacy Eden Shores Amendment") is entered into as of June ___, 2007 by and between EDEN SHORES ASSOCIATES I, LLC, a Delaware limited liability corporation ("Eden Shores Associates I") and EDEN SHORES ASSOCIATES II, LLC, a Delaware limited liability corporation ("Eden Shores Associates II") and the CITY OF HAYWARD, a municipal corporation, organized and existing under the Hayward City Charter and laws of the State of California ("City"). Eden Shores Associates I and Eden Shores Associates II are sometimes collectively referred to herein as "Eden Shores Associates" or "Owner").

RECITALS

A. On or about December, 1999, the City and a predecessor-in-interest to Owner entered into that certain Mount Eden Business and Sports Park Community Development Agreement, which was recorded December 13, 1999 as instrument number 1999443129 in the Official Records of Alameda County (this Development Agreement, as amended, shall be referred to herein as the "Agreement").

B. Since execution of the Agreement, portions of the Property have been developed or are currently under construction. The first residential development by Standard Pacific Corporation ("Standard Pacific") was the residential development on the portion of the Property commonly known as "Oliver West." Hayward Oliver Owners LLC ("Hayward Oliver Owners") the prior owner of the Property and Duc Housing Partners, Inc., a California corporation ("Duc Housing") collectively assumed certain responsibilities and obligations under the Agreement pursuant to that certain Assumption Agreement, which was recorded October 15, 2001 as instrument number 2001392229 in the Official Records of Alameda County. Hayward Oliver Owners has dedicated the 25 acre Sports Park parcel to the City and has constructed thereon the Sports Park Complex. Hayward Oliver Owners and Duc Housing

ATTACHMENT J

also have installed infrastructure in all portions of the Specific Plan area, exclusive of the Weber property.

C. The Agreement was amended by Hayward Oliver Owners and the City on or about February 3, 2006. The amendment related only to development of Eden Shores East Residential, a portion of the Oliver East property, as approved by the City for development in November, 2005. The property comprising Eden Shores East Residential and subject to the amendment to the Development Agreement was subsequently transferred to Standard Pacific and the approved residential project thereon is currently under construction. The remaining property within the "Oliver East" portion of the Specific Plan area previously owned by Hayward Oliver Owners and which is subject to this Legal Eden Shores Amendment, was transferred to Eden Shores Associates I and Eden Shores Associates II and an assignment and assumption of the Agreement has been executed.

D. The remaining portions of the Property originally were approved and planned for construction of Light Manufacturing, Commercial Retail and Business Park uses. Owner has applied for General Plan and Specific Plan amendments, and rezoning in connection with the remaining approximately 56.41 acres of the Property to allow for a mix of residential, office and retail development on certain parcels within the "Oliver East" portion of the Property. The Project modifications authorize the mix of uses comprising the development known as Legacy Eden Shores (referred to herein as the "Legacy Eden Shores Development"). Owner and City have determined that an amendment to the Agreement is necessary and appropriate in connection with the modifications to the Development Plan and Project. The Legacy Eden Shores Amendment is being entered into by Owner and City to address the modifications relating to development of Legacy Eden Shores Development only and does not in any way limit or otherwise affect the rights and obligations of the Owner, or any assignee, any other owner of real property subject to the Agreement, and City with respect to remaining portions of the Property and the development thereof under the Agreement. The Legacy Eden Shores Amendment shall be recorded against the property comprising the Legacy Eden Shores Development, as more particularly described in Exhibit A hereto.

E. The City has analyzed the modifications to the Development Plan and Project and, pursuant to Resolution No. 07-___ has adopted a Mitigated Negative Declaration and a Mitigation and Monitoring Program as required by the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*).

F. City staff has reviewed this Legacy Eden Shores Amendment, deemed it to be complete, and prepared a report to the Planning Commission pursuant to Chapter 10, Article 9 of the City Municipal Code regarding the Legacy Eden Shores Amendment, consistency with the General Plan and Specific Plan. The Planning Commission adopted findings regarding the Legacy Eden Shores Amendment and recommended that the City Council authorize execution of the Legacy Eden Shores Amendment. The City Council has held a public hearing on the modifications to the Development Plan and the Project, and the Legacy Eden Shores Amendment, and has determined that the Legacy Eden Shores Amendment (i) is consistent with the City's General Plan and the Specific Plan; (ii) is in the best interests of the health, safety and general welfare of the City, its residents, and the public; (iii) is executed

pursuant to, and as authorized under the Agreement and the requirements of the Development Agreement Legislation and Development Agreement Ordinance.

G. City has adopted Ordinance No. 07-___ on June ___, 2007 approving this Legacy Eden Shores Amendment and its execution in accordance with the provisions of the Agreement and as authorized under the Development Agreement Legislation and Development Agreement Ordinance.

H. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, Owner and City hereby agree to amend the Agreement as it relates to the Legacy Eden Shores Development only, and to no other portion(s) of the Property, as follows:

1. The first sentence in Recital C is modified to read as follows:

"Owner is the holder of a legal or equitable interest in the Property and intends to develop the Property for a large multi-phase, mixed use development with low- and medium-density residential, commercial/retail, business park, planning/research and development, office and open space/park and recreation land uses, all as set forth in the Development Plan."

2. Section 1.1.6 is amended to read as follows:

"Conditions of Approval" means those conditions of approval of the Vesting Tentative Map, attached as Exhibit C, as amended by those conditions of approval adopted by City pursuant to Resolution No. 05-139 on November 15, 2005 relating to the Eden Shores East Residential Development, and as further amended by those conditions of approval adopted by City pursuant to Resolution No. 07-___ on June ___, 2007 relating to the Legacy Eden Shores Development."

3. Section 1.1.11 is amended to read as follows:

"Development Guidelines" means the Development Guidelines for the South of 92 Specific Plan adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, attached as Exhibit D, as amended by Resolution No. 05-139 of City Council of City on November 15, 2005 relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ on June ___, 2007 relating to the Legacy Eden Shores Development."

4. The following new sentence is added at the end of Section 1.1.15:

"Unless otherwise referenced herein, "EIR" as defined in this Section 1.1.5 shall also include any Addenda thereto, the Mitigated Negative Declaration for the Eden Shores East Residential Development adopted by City pursuant to Resolution No. 05-139 of City Council of City on November 15, 2005 and, for the Legacy Eden Shores Development, the Mitigated Negative Declaration adopted by the City pursuant to Resolution No. 07-___ of City Council of City on June __, 2007."

5. The first sentence of Section 1.1.17 is amended to read as follows:

"'Existing Development Approvals' means the Development Approvals in effect on the Effective Date, as amended by Resolution No. 05-139 and Ordinance Nos. 05-16 and 05-17 adopted by the City Council of City on November 15 and November 22, 2005, respectively, relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ and Ordinance Nos. 07-__ and 07-__ adopted by the City Council of City on June __, 2007 relating to the Legacy Eden Shores Development."

6. The first sentence of Section 1.1.18 is amended to read as follows:

"'Existing Land Use Ordinances' means the Land Use Ordinances in effect on the Effective Date, as amended by Ordinance Nos. 05-16 and 05-17, adopted by the City Council of City on November 22, 2005 relating to the Eden Shores East Residential Development, and as further amended by Ordinance Nos. 07-__ and 07-__, adopted by the City Council of City on June __, 2007 relating to the Legacy Eden Shores Development."

The following new phrase is added to the end of subsections (a) and (b) of Section 1.1.18:

", except to the extent superseded or amended by subsequent actions taken by the City Council in connection with the Eden Shores East Residential Development and Ordinance Nos. 07-___ and 07-___, adopted by the City Council of City on June ___, 2007 in connection with the Legacy Eden Shores Development."

A new subsection (d) is added to Section 1.1.18, as follows:

"(d) Ordinance No. 07-__ relating to the Legacy Eden Shores Development."

7. Section 1.1.20 is amended to read as follows:

"'General Plan' means the City of Hayward General Plan, as amended."

8. Section 1.1.21 is amended to read as follows:

"'General Plan Amendment' means the South of Route 92 General Plan Amendment (GPA 97-110-02) adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, attached as Exhibit G, except to the extent superseded by subsequent action of the City, and the Eden Shores East General Plan Amendment (GPA PL-2004-0184) adopted by Resolution No. 05-139 of City Council of City on November 15, 2005 and the Legacy Eden Shores General Plan Amendment (GPA PL-____-____) adopted by Resolution No. 07-___ of City Council of City on June __, 2007."

9. Section 1.1.26 is amended to read as follows:

"'Mitigation Monitoring and Reporting Program' means the Mitigation Monitoring and Reporting Program approved by Resolution No. 98-028 of the City Council of City on February 17, 1998, attached as Exhibit H, the Mitigation Monitoring and Reporting Program approved for the Eden Shores East Development by Resolution No. 05-139 of the City Council of City on November 15, 2005, and the Mitigation Monitoring and Reporting Program approved for the Legacy Eden Shores Development by Resolution No. 07-___ of the City Council of City on June __, 2007."

10. Replace "Gordon Oliver Estate and Trust and the Alden Oliver Trust in Section 1.1.29 as Owner with the successors in interest to Hayward-Oliver Owners LLC, a Delaware limited liability company which, for the Legacy Eden Shores Amendment, is Eden Shores Associates I, LLC, a Delaware limited liability company and Eden Shores Associates II, LLC, a Delaware limited liability company.

11. Section 1.1.37 is amended to read as follows:

"'Specific Plan' means the South of Route 92 Specific Plan (SP-98-210-01) adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, as amended by Resolution No. 05-139 of City Council of City, adopted November 15, 2005 relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ of City Council of City, adopted June __, 2007 relating to the Legacy Eden Shores Development."

12. Section 1.1.40 is amended to read as follows:

"'Vesting Tentative Map' means the vesting tentative subdivision map (TM-7065) approved by Resolution No. 99-152 adopted by the City Council of City on September 21, 1999 and, as it relates to development of the Eden Shores East Residential Development, the vesting tentative subdivision map (TM-7489) approved by Resolution No. 05-139 adopted by the City Council of City on November 15, 2005. Vesting Tentative Map also includes, upon their approval by the City, those tentative subdivision maps or vesting tentative subdivision maps which the City may approve for the Legacy Eden Shores Development."

13. A new section 3.12 is added as follows:

"Additional Obligations for Sports Park Complex: In connection with approval of the Legacy Eden Shores Development, Owner has agreed to the following additional benefits for the Sports Park Complex:

Owner agrees to the establishment by City of, to the extent and as set forth, in this Section 3.12, a Landscape Lighting and Assessment District (LLD) for the purpose of providing partial funding for the ongoing maintenance of the Sports Park Complex. The real property included in, and subject to assessments under, the LLD shall be only those 174 residential lots and units included in Legacy Eden Shores Development, approved by the City Council of City pursuant to Resolution No. 07-___ and Ordinance Nos. [___] on June ___, 2007. No other property within the Legacy Eden Shores Development shall be included in or subject to the LLD, or the assessments established thereunder. The assessment under the LLD shall be an annual assessment of $160.00 per residential lot or unit, with a provision for annual increases equal to the increases in the Consumer Price Index for the San Francisco-Oakland-San Jose Area, if any, for the preceding year. City shall establish the LLD prior to the sale of lots or units to individual purchasers and City agrees to cooperate with Owner to establish the LLD in a time frame that does not delay or interfere with such sales.

14. A new Section 3.13 is added as follows:

"Payment of School Mitigation Fees for Legacy Eden Shores Development. In connection with approval of the Legacy Eden Shores Development, Owner agrees to pay school mitigation fees in the amount of $3.25 per square foot of "assessable residential space" (as such space is defined in California Government Code Section 65995), which amount exceeds the current fee of

$2.62 per square foot of assessable residential space, as established by the Hayward Unified School District Board of Education.

15. A new Section 3.14 is added as follows:

"Transfer of City Property. The City and Owner acknowledge that a portion of the City Property has not yet been transferred to Eden Shores Associates or its predecessors in exchange for the real property upon which the Sports Park Complex was constructed. The remaining portion of the City Property to be transferred to Eden Shores Associates is the approximately 2.184 acre parcel (the "Remaining City Property") identified as Parcel 1 in the legal description attached hereto as Exhibit ___. The Remaining City Property shall be transferred to Eden Shores Associates in connection with the development of the Legacy Eden Shores Development, at a time and in accordance with such instructions as are mutually agreed upon by the City and Eden Shores Associates."

16. The term "low-density residential" is replaced with the term "residential", and the term "office" is added in the permitted uses in Section 4.1.

17. In Section 4.2, the term "and 17 business park lots" is deleted from Section 4.2 and Section 4.2 further amended as follows:

The sentence "City shall not reduce the permitted number of residential units or the permitted number of business park lots without the prior written consent of Owner" shall be amended to read "City shall not reduce the permitted number of residential units or the permitted number or square footage of business park, commercial, retail or office lots or uses without the prior written consent of Owner.

The following new sentences are added at the end of Section 4.2:

"A total of 174 residential units are permitted to be developed as part of the Legacy Eden Shores Development, in accordance with the Development Plan. The residential units that are part of the Legacy Shores Development are in addition to the residential units that have been or are being constructed on the Oliver West property and as part of the Eden Shores East Residential Development. Commercial, retail, office and business park uses are permitted to be developed as part of the Legacy Eden Shores Development, in accordance with the Development Plan."

18. The following new sentence is added at the end of Section 7.1:

"In connection with execution of the Legacy Eden Shores Amendment, Owner and the City have agreed to an extension of the initial ten (10) year term of the Agreement for an additional five (years) to a date that is fifteen years from the Effective Date, in accordance with the provisions of Sections 7 and 8 of the Agreement."

19. The following new sentence is added at the end of Section 14.2:

"With respect to Legacy Eden Shores Development, the City acknowledges and agrees that payment of school mitigation fees in the amount set forth in Paragraph 14 (adding new Section 3.13) of this Legacy Eden Shores Amendment constitutes full and complete satisfaction of required mitigation of impacts on schools. The City further acknowledges and agrees that expenditure by Owner's predecessor of the sum of approximately Seven Million Dollars ($7,000,000), substantially in excess of the Three Million Dollars ($3,000,000) originally estimated, for construction of the Sports Park Complex, coupled with the establishment of the LLD as set forth in Paragraph 13 (adding new Section 3.12) of this Legacy Eden Shores Amendment, and the provision of additional open space acreageof on site open space areas within the Legacy Eden Shores Development and/or payment of in-lieu fees as later determined by the City in consideration of future development proposals constitutes full and complete satisfaction of required mitigation of impacts on parkland and open space, and meets all City requirements regarding same, as it relates to the Legacy Eden Shores Development."

20. A new subsection 14.4.3 is added to Section 14.4 as follows:

"14.4.3. <u>Satisfaction of Conditions of Approval, Obligations or Requirements</u>. The City acknowledges and agrees that all Conditions of Approval imposed by the City in connection with and at the time of adoption and execution of the Mount Eden Business and Sports Park Community Development Agreement in 1999, including but not limited to the Conditions of Approval for Vesting Tentative Tract 7065 as approved by the City Council September 21, 1999, and any other obligations or requirements required to be satisfied in connection with development of the property comprising the Legacy Eden Shores Development have been fully satisfied and that neither

Eden Shores Associates I nor Eden Shores Associates II has any continuing obligation for or with respect to those obligations, Conditions of Approval or requirements. The City further acknowledges and agrees that neither Eden Shores Associates I nor Eden Shores Associates II have any obligation with respect to any Conditions of Approval or other obligations or requirements, imposed by the City or agreed to by predecessors of Eden Shores Associates I or Eden Shores Associates II relating to development of Oliver West or to the Eden Shores East Residential Development.

21. The party to whom notice to Owner under Section 14.18 is to be given for Eden Shores Associates I and Eden Shores Associates II shall be changed to Steve Dunn, Senior Vice President, Legacy Partners Commercial, Inc., 400 East Third Avenue, Suite 600, Foster City, CA 94404.

22. The parties agree that Hayward Oliver Owners and Duc Housing shall have no obligation to perform any of the obligations of Owner under the terms of this Legacy Eden Shores Amendment.

23. Except as expressly amended herein, the Agreement shall remain in full force and effect.

[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Legacy Eden Shores Amendment to Mount Eden Business and Sports Park Community Development Agreement as of the day and year first above written. The signatories to this Legacy Eden Shores Amendment represent that they are duly authorized to execute this amendment and to bind the Parties hereto.

EDEN SHORES ASSOCIATES I, LLC,
a Delaware limited liability company

By: _____

EDEN SHORES ASSOCIATES II, LLC,
A Delaware limited liability company

By: _____

CITY OF HAYWARD

By: _____
City Manager

Attest: _____
City Clerk

Approved As To Form: _____
City Attorney

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
AIR QUALITY				
M III-1	Dust emissions from construction-related activities can be greatly reduced by implementing control measures. The BAAQMD has developed feasible control measures for construction emissions of PM_{10}. With these measures implemented the impacts are expected to be reduced to a less than significant level. The following measures, pertinent to Mitigation Measure 3.2.4-1 of the 1997 Plan EIR, shall be incorporated into all construction contract documents <u>and implemented</u>: <u>Basic Control Measures (all construction sites)</u> • Water all active construction areas at least twice daily. • Cover all trucks hauling soil, sand, and other loose materials or require all trucks to maintain at least two feet of freeboard (i.e. the minimum required space between the top of the load and the top of the trailer). • Pave, apply water three times daily, or apply (non-stick) soil stabilizers on all unpaved access roads, parking areas and staging areas. • Sweep daily (preferably with water sweepers) all paved access roads, parking areas and staging areas. • Sweep streets daily (with water sweepers) if visible soil material is carried onto adjacent public streets. Coordinate streets to be swept with the City Engineer.	During all grading and construction phases of the project by construction contractor	City of Hayward Public Works Department	
	<u>Enhanced Control Measures (sites greater than four acres)</u> • All "Basic" control measures listed above. • Hydroseed or apply (non-toxic) soil stabilizers to inactive construction areas (previously graded areas inactive for ten days or more). • Enclose, cover, water twice daily or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.)	During all grading and construction phases of the project (greater than four acres) by construction contractor	City of Hayward Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	• Limit traffic speeds on unpaved roads to 15 mph. • Install sandbags or other erosion control measures to prevent silt runoff to public roadways. • Replant vegetation in disturbed areas as quickly as possible. Optional Control Measures (large construction sites, located near sensitive receptors that may warrant additional emissions reductions) • Install wheel washers for all existing trucks, or wash off the tires or tracks of all trucks and equipment leaving the site. • Install wind breaks, or plant trees/vegetative wind breaks at windward side(s) of construction area if conditions warrant. • Suspend excavation and grading activity when winds (instantaneous gusts) exceed 25 mph. • Limit the area subject to excavation, grading and other construction activity at any one time. The following is in addition to the measures recommended by BAAQMD: Post a publicly visible sign with the telephone number and person to contact regarding dust complaints at the construction sites. This person shall respond and take corrective action with 24 hours. The telephone number of the AQMD shall also be visible to ensure compliance with BAAQMD Rule 2: Hazardous Materials; Asbestos Demolition, Renovation and Manufacturing.	During all grading and construction phases of the project located near sensitive receptors and/or residences	City of Hayward Public Works Department	
BIOLOGICAL RESOURCES				
MM IV-1a	A focused pre-construction survey for special-status plant species with moderate to high potential to occur within the PSA shall be conducted within the species blooming period, prior to the start of construction activities. If no species are found then the project will not have any impacts to the species and no additional	Prior to any grading and construction phases of the project by the construction contractor	City of Hayward Planning Division and Public Works Department, CDFG and/or USFWS	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	mitigation measures are necessary.			
MM IV-1b	If special-status plant species are found within the PSA, then the project applicant shall consult with the appropriate agency (CDFG and/or USFWS) on the mitigation to reduce impacts to a less than significant level, including but not limited to fencing off the area where this species is found and posting of signs to publicize the sensitive nature of the area. The protective fencing would be required to ensure that the plant or plants are not destroyed, crushed or damaged during construction. Other mitigation will likely include avoidance and minimization measures to apply to both the construction and post-construction phases of the project.			
MM IV-2	The following steps clarify Mitigation Measure 3.2.3-5 identified in the earlier 1997 Plan EIR. - A preconstruction survey following CDFG-established survey protocols will be conducted within 30 days prior to the beginning of construction/grading activities. - If burrowing owl burrows are identified through the preconstruction surveys, protective measures will be required as a CEQA mitigation measure to ensure impacts would be less than significant. These would include such avoidance actions as the following: • If any owls are present in areas scheduled for disturbance or degradation (e.g., grading) or within 50 meters (160 feet) of a permanent project feature, and nesting is not occurring, owls are to be passively relocated by a qualified biologist per CDFG-approved relocation as described in the burrowing owl guidelines (CBOC 1993). A time period of at least one week is recommended to allow the owls to move and acclimate to alternate burrows. • If any owls are present within 50 meters (160 feet) of temporary project disturbance areas (i.e., parking areas)	During all grading and construction phases of the project by the construction contractor	City of Hayward Planning Division and Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	then active burrows shall be protected with fencing/cones/flagging and monitored by a qualified biologist throughout construction to identify additional losses from nest abandonment and/or loss of reproductive effort (e.g., killing of young). If additional losses occur then the qualified biologist/monitor has the authority to stop construction and consult with CDFG to determine further mitigation. One-way doors should be left in place 48 hours to insure owls have left the burrow before excavation. • If any owls are nesting in areas scheduled for disturbance or degradation, nest(s) should be avoided from February 1 through August 31 by a minimum of a 75 meter (250-foot) buffer or until fledging has occurred. Following fledging, owls may be passively relocated as described in the burrowing owl guidelines (CBOC 1993). • Active burrows shall be monitored by a qualified biologist(s)/monitor(s) throughout construction to identify additional losses from nest abandonment. • One alternate natural or artificial burrow should be provided for each burrow that will be excavated in the project impact zone. The project area should be monitored daily for one week to confirm owl use of alternate burrows before excavating burrows in the immediate impact zone. • Whenever possible, burrows should be excavated using hand tools and refilled to prevent reoccupation. Sections of flexible plastic pipe or burlap bags should be inserted into the tunnels during excavation to maintain an escape route for any animals inside the burrow.			
MM IV-3a **MM IV-3b**	A wetland delineation shall be conducted and the delineation verified by the USACE to confirm or deny the presence of wetlands or other waters of the U.S. within the PSA before any ground disturbance. If the wetland delineation determines that jurisdictional wetlands features are present within the PSA, the Applicant shall apply for	Prior to any grading and construction phases of the project by the construction contractor	City of Hayward Planning Division, US Army Corps of Engineers City of Hayward Planning Division, US Army Corps of	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	a Section 404 permit from the USACE and a Section 401 permit from the Regional Water Quality Control Board. Adherence to the federal and state permitting requirements identified above would ensure that impacts to wetlands and waters of the United States would be less than significant.		Engineers, Regional Water Quality Control Board	
MM IV-4	If proposed construction activities are planned to occur during the nesting season for avian species (typically March 1 through August 31), the Applicant shall retain a qualified biologist to conduct a focused survey for nesting raptors and migratory birds within 100 feet of the construction area no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius around the nest of 100 feet for raptors and 50 feet for migratory birds). No action is necessary if construction will occur during the non-breeding season (generally September 1 through February 28). Reference to this requirement, the MBTA, and Section 3503.5 of the California Fish and Game Code shall be included in the construction specifications. Such measures will reduce such potential impacts to levels of insignificance.	Prior to any grading and construction phases of the project by the construction contractor	City of Hayward Planning Division	
Cultural Resources				
MM V-1	If prehistoric or historic cultural resources are inadvertently discovered during any ground-disturbing activities, all work in the area shall stop immediately and the City shall be notified of the discovery. No work shall be done in the area of the find and within 100 feet of the find until a professional archaeologist can determine whether the resource(s) is significant. If necessary, the archaeologist shall develop mitigation measures consistent with the State CEQA Guidelines in consultation with the appropriate state agency and, if applicable, a representative from the Native	During all grading and construction phases of the project by construction contractor	City of Hayward Planning Division	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	American Heritage List. A mitigation plan shall be submitted to the City for approval and implementation, which shall ensure such impacts are less than significant. Mitigation in accordance with this plan shall be implemented before any work is done in the area of the resource find. Therefore, impacts to archeological resources are considered less than significant.			
MM V-2	If fossils or other paleontological resources are encountered, there shall be no further disturbance of the area surrounding this find until the materials have been evaluated by a qualified paleontologist, and appropriate treatment measures have been identified and implemented.	During all grading and construction phases of the project by construction contractor	City of Hayward Planning Division	
Hazards and Hazardous Material				
MM VII-1	Pursuant to the California Health and Safety Code, Division 20, Chapter 6.8, the project developer shall be required to coordinate with the City of Hayward Fire Department, DTSC and/or RWQCB on the methodology to collect soil and groundwater samples in conjunction with a submission of a Request for Oversight of a Brownfields Site Application. For the sites to be developed with residential use, DTSC and/or RWQCB shall be required to identify that no further investigation/action is necessary for unrestricted residential use prior to any grading or construction activities occurring on site. Upon receipt of a clearance letter from DTSC and/or RWQCB, that letter shall be forwarded to the Hayward Fire Department Hazardous Materials Program Coordinator for review.	Prior to start of grading and construction activities	City of Hayward Fire Department, California Department of Toxic Substances Control, San Francisco Bay Regional Water Quality Control Board	
Hydrology and Water Quality				
	For construction activities, the 1997 Plan EIR previously proposed *Mitigation Measure* 3.2.2-2, which would reduce erosion impacts to a less than significant level. Mitigation Measure 3.2.2-2 from 1997 Plan EIR:	During all grading and construction phases of the project by the construction contractor	City of Hayward Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	(a) Construction should be scheduled for the dry season. (b) The project will be subject to an NPDES permit from the RWQCB. This permit requires that the applicant develop a Storm Water Pollution Prevention Plan. The permit requirements of the Regional Board would be satisfied prior to granting of a building permit by the City of Hayward. (c) A soil erosion and sedimentation control plan would be submitted to the City of Hayward by the applicant for individual development sites proposed under the Specific Plan prior to grading. This plan may include, but would not be limited to, the erosion control methods outlined in Mitigation Measure 3.2.1-4 (soil erosion control)."			
MM VIII-1	The 1997 Plan EIR proposed Mitigation Measure 3.2.2-1, which would incorporate runoff control design in the drainage collection system for the project. Implementation of this previously proposed mitigation measure would reduce this impact to a less than significant level. Mitigation Measure 3.2.2-1 from 1997 Plan EIR: (a) The project engineer would perform detailed, site-specific hydrologic and hydraulic analyses for the proposed development areas, to validate the drainage calculations for the Specific Plan Area as a whole. The analyses would be in conformance with City of Hayward and ACFCWCD standards for the 100-year storm, would quantify the proposed development area's increased stormwater runoff volumes, and would quantify the effect on the capacity of the existing drainage facilities, including the levees along Old Alameda Creek. (b) The proposed additions to the storm-drainage system would be designed to accommodate the anticipated flows from the Specific Plan Area. The project engineer would include	Prior to project construction and operations	City of Hayward Public Works Department	

Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
facilities in the storm-drain infrastructure that would avoid increasing the risk of offsite flooding or increasing the area of offsite 100-year floodplains. Such facilities could include detention or storage structures. (c) Facilities to accommodate the additional volume of stormwater runoff would be designed, reviewed, and incorporated into development prior to completion of the permitting process for this project. Specific structural mitigation measures that could be included in the facilities include detention basins, energy reducers, and oversized pipes and catch-basins that could act as temporary storage facilities for stormwater runoff. In addition, the following mitigation is required to comply with new Alameda County C.3 Stormwater Regulations for project operations: At least 85 to 90 percent of annual average stormwater runoff from the site would be treated per the standards in the 2003 California Stormwater Best Management Practice New Development and Redevelopment Handbook. Drainage from all paved surfaces, including streets, parking lots, driveways, and roofs shall be routed either through swales, buffer strips, or sand filters or treated with a filtering system prior to discharge to the storm drain system. Landscaping shall be designed to effect some treatment, along with the use of a Stormwater Management filter to permanently sequester hydrocarbons, if necessary. The specifications of the StormFilter © by Stormwater Management, Inc. adequately meets the requirements of the Regional Water Quality Control Board (RWQCB) for a "box-in-ground" filtering system. A filtering system with similar specifications may be used based on the size of the project site, if landscape-based stormwater treatment measures cannot effect the required level of treatment. Roofs shall be designed with down-spouting into landscaped areas, bubbleups, or trenches. Driveways shall be curbed into landscaping so runoff	Prior to project operations by construction contractor	City of Hayward Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	drains first into the landscaping. Permeable pavers and pavement shall be utilized to construct the development, where appropriate. Any one or combination of these suggested RWQCB treatment measures will potentially meet RWQCB requirements for controlling runoff.			
Noise – Short-term Increases in Ambient Noise Levels				
MM XI-1	In accordance with 1997 Plan EIR *Mitigation Measure 3.2.5-1* the following shall apply during construction activities: • *To minimize construction noise impacts upon nearby residents, limit construction hours to between 7:00 AM and 7:00 PM on weekdays. Any work outside of these hours including work on weekends, should require a special permit from the City of Hayward based on compelling reasons and compatibility with nearby residences.* • *Construction equipment shall be properly maintained with noise-reduction devices to minimize construction-generated noise.* • *The contractor shall locate stationary noise sources away from residents in developed areas and require the use of acoustic shielding with such equipment when feasible and appropriate.* In addition, the following would serve to clarify Mitigation Measure 3.2.5-1 and shall apply during construction activities: • Construction equipment shall be properly maintained and equipped with noise-reduction intake and exhaust mufflers and engine shrouds, in accordance with manufacturer's recommendations. • When not in use, motorized construction equipment shall not be left idling. Implementation of Mitigation Measure MM XI-1 will reduce the project's construction noise impacts to less than significant levels.	During all grading and construction phases of the project by the construction contractor	City of Hayward Planning Division and Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
Noise – Long-term Increases in Ambient Noise Levels – Stationary Sources				
MM XI-2	Proposed Residential Land Uses • Residential Dwellings shall be equipped with central heating and air conditioning systems to allow closure of window during inclement weather conditions. • Exterior air-conditioning units located within 10 feet of adjacent residential dwellings shall be low-noise rated. • Exterior air-conditioning units located within 10 feet of adjacent residential dwellings shall be shielded from direct line-of-sight to adjacent residential dwellings. Shielding may include (but is not limited to) the use of wood fencing, provided no visible air gaps are detectable between individual panels. Use of tongue-and-grove or over-lapping panels is recommended. • Residential dwellings shall be insulated to exceed Title 24 standards. Proposed Commercial Land Uses • Material deliveries, landscape maintenance, waste-collection activities, and the operation of noise-generating stationary equipment, such as solid-waste compactors and compressors (excluding HVAC units), shall be limited to between the hours of 7:00 a.m. and 10:00 p.m. • The City shall require an acoustical assessment to be performed prior to construction of proposed commercial land uses. Where acoustical analysis determines that stationary source noise levels would exceed applicable City noise standards, the City shall require the implementation of noise attenuation measures sufficient to achieve compliance with City noise standards at nearby noise-sensitive land uses. Such measure may include, but are not limited to, the incorporation of setbacks, sound barriers, berms, or	Prior to approval of Tentative Map or Site Plan Review application	City of Hayward Planning Division	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	equipment enclosures. Implementation of these measures would reduce Long-term noise impacts from stationary sources to a less than significant level.			
Noise – Long-term Increases in Ambient Noise Levels - Traffic				
MM XI-3	~~In the event that the final design plans request a change from the current 50 foot front yard setback requirement, or peroposed group or private open space areas are within the 50-foot setback,~~If future development proposals show residential units or required group or private open space areas are within the 50-foot setback, the developer shall retain a noise consultant to prepare a noise analysis to ensure that residential uses would not be affected by traffic noise levels in excess of 60 dBA L_{dn}. If the City's "normally acceptable" noise level as defined in the Hayward General Plan would be exceeded, then appropriate mitigation must be incorporated to ensure ~~no impact would occur~~City standards are met. This measure would reduce long-term noise impacts from traffic to a less than significant level.	Prior to approval of Tentative Map or Site Plan Review application	City of Hayward Planning Division	
Noise – Compatibility of Proposed Land Uses with Predicted Noise Environment				
MM XI-4	Mitigation measures to be implemented will be dependent on site design and structural features/characteristics incorporated in the building design and construction. The City shall require an acoustical assessment to be performed prior to construction of proposed residential land uses to evaluate exposure to train noise. Where acoustical analysis determines that train noise levels would exceed applicable City noise standards, the City shall require the implementation of noise attenuation measures sufficient to achieve compliance with City noise standards at affected residential land uses. Such measure may include, but are not limited to, the incorporation of setbacks, sound barriers, berms, or equipment enclosures. As an alternative to the preparation of an acoustical assessment to analyze train noise impacts, the following mitigation	Prior to approval of Tentative Map or Site Plan Review application	City of Hayward Planning Division	

Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
measures, derived from the recently prepared acoustical assessment prepared for the adjacent *Eden Shores East* development project (City of Hayward 2005), shall be implemented: • All residential dwellings shall be constructed of a 3-coat stucco system. • All potential homebuyers shall be provided with a written disclosure statement describing the current train activity and expected noise levels. • A sound barrier shall be constructed along the northwest boundary of the project site to a minimum height of 18 feet above the elevation of the train track. • Residential dwellings located within approximately 160 feet of the UPRR track shall be constructed with a staggered-stud or resilient channel wall assembly along building facades located within line-of-sight of the track. Both the staggered-stud and resilient channel exterior wall assembly should consist of two layers of gypsum board on the interior side. Facades facing away from the UPRR may be constructed without the staggered-stud or resilient channel wall assembly. Windows shall achieve a minimum STC-45 rating along facades located within line-of-sight of the UPRR and a minimum STC-42 rating on non-exposed facades. Exterior doors on exposed facades shall achieve a minimum STC-42 rating or use STC-31 storm doors over standard gasketed entry doors. Exterior doors on non-exposed facades shall achieve a minimum STC-37 rating. • Residential dwellings located between 160 to 240 feet from the UPRR track shall be constructed with a staggered-stud or resilient channel wall assembly along building facades located within line-of-sight of the track. Facades facing away from the UPRR may be constructed without the staggered-stud or resilient channel wall assembly. Windows shall achieve a minimum STC-45 rating along facades located within line-of-sight of the UPRR and a minimum STC-40 rating on non-exposed facades. Exterior doors on exposed			

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	facades shall achieve a minimum STC-42 rating or use STC-31 storm doors over standard gasketed entry doors. Exterior doors on non-exposed facades shall achieve a minimum STC-34 rating. • Residential dwellings located between 240 to 480 feet from the UPRR track shall be constructed with a staggered-stud or resilient channel wall assembly along building facades located within line-of-sight of the track. Facades facing away from the UPRR may be constructed without the staggered-stud or resilient channel wall assembly. Windows shall achieve a minimum STC-45 rating along facades located within line-of-sight of the UPRR and a minimum STC-37 rating on non-exposed facades. Exterior doors on exposed facades shall achieve a minimum STC-40 rating. Exterior doors on non-exposed facades shall achieve a minimum STC-32 rating. • Residential dwellings located in excess of 480 feet from the UPRR track shall be constructed with windows that achieve a minimum STC-38 rating along facades located within line-of-sight of the UPRR and a minimum STC-29 rating on non-exposed facades. Exterior doors on exposed facades shall achieve a minimum STC-29 rating.			
Recreation				
MM IX-1	The applicant shall establish a Landscape Lighting and Assessment District (LLD) or other funding mechanism prior to selling the 174 residential units to individual homeowners that would be prorated to the fair share of the project. Implementation of the LLD would provide a portion of funds necessary to maintain the community-oriented facilities in the Sports Park and mitigate the impacts of increased usage of the Sports Park as a neighborhood facility.	Prior to the sale of the residential lots	City of Hayward Planning Division	
Transportation/Traffic – Hesperian Boulevard and Industrial Boulevard Intersection				
MM XV-1	To achieve acceptable levels of service under the Project Condition, the Hesperian Blvd. & Industrial Blvd. intersection	Implement prior to development of 50% of	City of Hayward Public Works Department	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	requires an additional left-turn lane in the westbound direction. This improvement will convert the Hesperian Blvd. & Industrial Blvd. Intersection to: two left-turn lanes, two through lanes and one exclusive right-turn lane in the westbound direction. Adding a left-turn lane would require modification to the east, west and south legs of the intersection as well as modification to the traffic signal. These improvements can be accommodated within the existing right-of-way. This improvement will mitigate the impacts to LOS E or better for ~~each of the alternatives~~ the project during the peak hours.	the proposed office space.		
Transportation/Traffic – Industrial Boulevard and I-880 NB Ramps Intersection				
MM XV-2	~~Each of the three alternatives~~ The project also results in the unsignalized left turn from Industrial Parkway to the NB I-880 ramps deteriorating to LOS F in the PM peak hour. This impact is significant and is essentially the result of homeward bound business park workers accessing northbound I-880 since the trip distribution assumption for this type of use indicates that 42% of those office workers will use this ramp to return home. The analysis indicates that constructing a left turn only signal on Industrial Parkway will achieve ~~LOS D under Alternative 1 and~~ LOS B under Alternatives 2 ~~and 3~~. Hayward's General Plan circulation Element also identifies the need for an improvement to the Industrial Parkway Interchange to add a northbound I-880 off-ramp, which would include a signal, at this location. Timing of this mitigation should be coordinated with any other improvements at this interchange, and because there is uncertainty in when that might occur, it should also be tied to the amount of development ~~in each alternative~~ at which the intersection would expect to be at LOS E. Coordination will also be needed with Caltrans since, even today, the metering lights at the northbound ramps impact through movements on Industrial.	Implement prior to development of 50% of the proposed office space.	City of Hayward Public Works Department and Caltrans	
MM XV-3a	**Transportation Management Plan:** The project sponsor(s) shall develop and implement a Transportation Management Plan (TMP) to minimize the transportation-related effects to local residents during construction. Key implementation measures of	Prior to and during construction and grading activities	City of Hayward Public Works Department, Hayward Police Department, Caltrans	

	Mitigation Measure	Timing/ Implementation	Enforcement/ Monitoring	Verification (date and initials)
	the plan shall include: • Coordinate the timing and route selection for movement of heavy equipment and truck traffic on major streets within the project vicinity with the Public Works Department to minimize traffic and physical road impacts. • Coordinate construction activities with City officials to minimize disruption to local traffic.			
MM XV-3b	**Transportation Management Plan:** The project sponsor(s) shall develop and implement a Transportation Management Plan (TMP) to be included in the lease agreements to minimize the transportation-related effects to local residents during implementation. Key implementation measures of the plan shall include: • Electrification of loading docks for commercial businesses to limit idling of trucks that produce diesel emissions to reduce particulate matter and NOx to the surrounding residences. • Business Park occupants shall be required to have a Transportation Management Demand Plan that includes one or more of the following: bike lockers, showers, carpool assistance, transit subsidies (e.g., $175 per month). • Larger retail businesses shall be required to offer delivery services to customers within a 3-mile radius.	Prior to occupancy of business and commercial firms	City of Hayward Planning Division	

STATE OF CALIFORNIA

Arnold Schwarzenegger, *Governor*

PUBLIC UTILITIES COMMISSION
505 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3298

RECEIVED
JUN 05 2007
PLANNING DIVISION

June 1, 2007

David Rizk
City of Hayward
777 B Street, 1st Floor
Hayward, CA 94541

RE: Legacy Eden Shores, SCH# 2007052067

Dear Mr. Rizk:

As the state agency responsible for rail safety within California, we recommend that any development projects planned adjacent to or near the rail corridor in the City be planned with the safety of the rail corridor in mind. New developments may increase traffic volumes not only on streets and at intersections, but also at at-grade highway-rail crossings. This includes considering pedestrian circulation patterns/destinations with respect to railroad right-of-way (ROW).

Safety factors to consider include, but are not limited to, the planning for grade separations for major thoroughfares, improvements to existing at-grade highway-rail crossings due to increase in traffic volumes and appropriate fencing to limit the access of trespassers onto the railroad right-of-way.

Of specific concern is that the installation of continuous vandal-resistant fencing along the entire length of the Union Pacific Railroad ROW should be a requirement of approval to deter trespassing.

The above-mentioned safety improvements should be considered when approval is sought for the new development. Working with Commission staff early in the conceptual design phase will help improve the safety to motorists and pedestrians in the City.

If you have any questions in this matter, please call me at (415) 703-2795.

Very truly yours,

Kevin Boles
Environmental Specialist
Rail Crossings Engineering Section
Consumer Protection and Safety Division

cc: Terrel Anderson, Union Pacific Railroad

Attachment M

LEGACY EDEN SHORES

General Plan Amendment Application No. PL-2007-0231
Legacy Partners, Inc./Eden Shores Associates (Applicant/Owner)

June 14, 2007

Findings For Approval – General Plan Amendment

1. Pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15168, Program Environmental Impact Report and Section 15074, Mitigated Negative Declarations, a Mitigated Negative Declaration has been prepared in association with approval of General Plan Amendment Application No. PL-2007-0231, as conditioned, and it has been determined, based on the whole record (including the initial study and any comments received), that there is no substantial evidence that the project will have a significant effect on the environment and that the Mitigated Negative Declaration is complete and final and reflects the City of Hayward's independent judgment and analysis.

2. That the proposed General Plan Amendment will promote the public health, safety, convenience, and general welfare of the residents of Hayward in that the project will promote expansion of retail opportunities to serve the surrounding residential neighborhoods, promote development of regional commercial opportunities to serve residents throughout the city, enhance the tax base of the city, and provide for additional ownership housing opportunities, all in a manner in accordance with sound geotechnical practices, and in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board, and in that the extent and density of development will be guided into a cohesive pattern that minimizes visual impacts and avoids encroachment into natural, undisturbed areas.

3. That, with required conditions of approval, the proposed General Plan Amendment is in conformance with the City's General Plan policies and the South of 92/Oliver & Weber Properties Specific Plan, as amended, and the Zoning Ordinance, as amended, and will result in a development that will be compatible with surrounding land uses and zoning, and will further the City's goal to provide ownership housing opportunities as expressed in the Housing Element of the General Plan.

4. That the streets and public facilities, existing or proposed, will be adequate to serve all uses permitted when the property is redesignated, and in that traffic impacts at two intersections will be mitigated to acceptable levels of service.

5. That the proposed General Plan Amendment will result in a development that will be compatible with surrounding residential, business park, and retail commercial land uses and zoning, in that the development would involve a variety of homes of high quality design that will be constructed in an already-disturbed area that will result in no land use conflicts, and in that post-construction noise impacts will be

mitigated via a sound wall, wall assemblies and other methods as documented in the project's noise report, and in that construction dust control mitigation measures shall be employed.

6. That the proposed project is consistent with the General Plan Housing Element's goal of providing housing opportunities for all household income levels in that approximately 27 ownership housing units for moderate income households would be provided in the City as a result of the project; and

LEGACY EDEN SHORES

South of Route 92 Specific Plan Amendment
Legacy Partners, Inc./Eden Shores Associates (Applicant/Owner)

June 14, 2007

Findings For Approval – Specific Plan Amendment

1. Pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15168, Program Environmental Impact Report and Section 15074, Mitigated Negative Declarations, a Mitigated Negative Declaration has been prepared in association with approval of the Specific Plan Amendment, as conditioned, and it has been determined, based on the whole record (including the initial study and any comments received), that there is no substantial evidence that the project will have a significant effect on the environment and that the Mitigated Negative Declaration is complete and final and reflects the City of Hayward's independent judgment and analysis.

2. Substantial proof exists that the proposed changes will promote the public health, safety, convenience, and general welfare of the residents of Hayward in that the amendments will result in expansion of opportunities for neighborhood and regional retail commercial uses to serve residents of surrounding neighborhoods and throughout the City, and in that provision for ownership housing is supported by the Housing Element of the General Plan, in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board, and in that the extent and density of development will be guided into a cohesive pattern that avoids encroachment into natural, undisturbed areas.

3. The proposed change is consistent with the City's General Plan policies, and the South of Route 92/Oliver & Weber Properties Specific Plan provisions, as amended, by proposing a development that incorporates additional housing in the area at generally similar densities as the Oliver East housing.

4. Streets and public facilities existing or proposed are adequate to serve all uses permitted when property is reclassified in that additional access will be provided from the northern residential area to Industrial Boulevard, thereby providing a second means of ingress/egress to/from the development.

5. All uses permitted when property is reclassified will be compatible with present and potential future uses, in that post-construction noise impacts will be mitigated via a sound wall, wall assemblies and other methods as documented in

the project's noise report, and, further, a beneficial effect will be achieved which would result in a variety of land uses of sustained desirability and stability that would provide for high-quality ownership housing.

LEGACY EDEN SHORES

Zoning Text Amendment Application No. PL-2007-0233
Zone Change Application No. PL-2007-0232
Legacy Partners, Inc./Eden Shores Associates (Applicant/Owner)

June 14, 2007

Findings For Approval – Zone Change and Text Amendment

1. Pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15168, Program Environmental Impact Reports, and Section 15074, Mitigated Negative Declarations, a Mitigated Negative Declaration has been prepared in association with approval of Zoning Text Amendment Application No. PL-2007-0233 and Zone Change Application No. PL-2007-0232, as conditioned, and it has been determined, based on the whole record (including the initial study and any comments received), that there is no substantial evidence that the project will have a significant effect on the environment and that the Mitigated Negative Declaration is complete and final and reflects the City of Hayward's independent judgment and analysis.

2. Substantial proof exists that the proposed change will promote the public health, safety, convenience, and general welfare of the residents of Hayward, in that the project will promote expansion of retail opportunities to serve the surrounding residential neighborhoods, promote development of regional commercial opportunities to serve residents throughout the city, enhance the tax base of the city, and provide for additional ownership housing opportunities, all in a manner in accordance with sound geotechnical practices, and in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board, and in that the extent and density of development will be guided into a cohesive pattern that minimizes visual impacts and avoids encroachment into natural, undisturbed areas.

3. The proposed change is in conformance with the purposes of this Ordinance (see Section 10-1.110) and all applicable, officially adopted policies and plans, including the City's General Plan policies and the South of Route 92/Oliver & Weber Properties Specific Plan, as amended, and the Zoning Ordinance, as amended, and will result in a development that will be compatible with surrounding land uses and zoning, and will further the City's goal to provide ownership housing opportunities as expressed in the Housing Element of the General Plan.

4. Streets and public facilities existing or proposed are adequate to serve all uses permitted when property is reclassified, and traffic impacts at two intersections will be mitigated to acceptable levels of service.

5. All uses permitted when property is reclassified will be compatible with present and potential future uses, in that the development would involve a variety of homes of high quality design that will be constructed in an already-disturbed area that will result in no land use conflicts, and in that post-construction noise impacts will be mitigated via a sound wall, wall assemblies and other methods as documented in the project's noise report, and in that construction dust control mitigation measures shall be employed, and further, a beneficial effect resulting from additional housing and increased tax revenues in the immediate future will be achieved which is not obtainable under existing regulations.

LEGACY EDEN SHORES

Mount Eden Business and Sports Park Community Development Agreement
Legacy Partners, Inc./Eden Shores Associates (Applicant/Owner)

June 14, 2007

Findings for Approval – Development Agreement:

1. Pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15168, Program Environmental Impact Reports, and Section 15074, Mitigated Negative Declarations, a Mitigated Negative Declaration has been prepared in association with approval of the Development Agreement amendment, as conditioned, and it has been determined, based on the whole record (including the initial study and any comments received), that there is no substantial evidence that the project will have a significant effect on the environment and that the Mitigated Negative Declaration is complete and final and reflects the City of Hayward's independent judgment and analysis.

2. The proposed development agreement amendment is consistent with the objectives, policies, general land uses and programs specified in the City's General Plan and South of Route 92/Oliver & Weber Properties Specific Plan as amended in that the development agreement stipulates the development must be consistent with such provisions.

3. The proposed development agreement amendment is compatible with the uses authorized in, and the regulations prescribed for, the land use district in which the real property is located.

4. The proposed development agreement amendment is in conformity with public convenience, general welfare and good land use practice in that it will provide new housing opportunities as well as opportunities for expanded neighborhood and new regional commercial uses to serve residents in the surrounding area, where such opportunities in close proximity do not currently exist.

5. Existing or proposed public facilities have sufficient capacity to accommodate the proposed development.

6. The public health, safety, and general welfare will be promoted and advanced by the proposed development in that mitigation measures will be required as part of development approvals to ensure significant environmental impacts will be reduced to levels of insignificance, including those associated with dust and air quality, biological resources, cultural resources, hydrology, traffic, noise, and recreation.

7. The orderly development of property or the preservation of property values will be promoted and advanced by the proposed development in that high-quality single-family housing will be constructed in an area that currently is planned and zoned for business park land uses, resulting in less impacts to, and a more compatible development with, surrounding residences, and further, that the amendment requires residential development be constructed in proportion to business park and retail development to ensure such uses are provided in the area.

Exhibit G

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

City Clerk
City of Hayward
777 B Street
Hayward, California 94541

THIS SPACE ABOVE FOR RECORDER'S USE
This instrument is exempt from Recording Fees (Govt. Code § 27383) and from Documentary Transfer Tax (Rev. and Taxation Code § 11922).

AMENDMENT TO MOUNT EDEN BUSINESS AND SPORTS PARK COMMUNITY DEVELOPMENT AGREEMENT RELATING TO DEVELOPMENT OF LEGACY EDEN SHORES, A PORTION OF OLIVER EAST PROPERTY

This Amendment to Mount Eden Business and Sports Park Community Development Agreement Relating to Development of Legacy Eden Shores, a Portion of the Oliver East Property ("Legacy Eden Shores Amendment") is entered into as of October ___, 2007 by and between EDEN SHORES ASSOCIATES I, LLC, a Delaware limited liability corporation ("Eden Shores Associates I") and EDEN SHORES ASSOCIATES II, LLC, a Delaware limited liability corporation ("Eden Shores Associates II") and the CITY OF HAYWARD, a municipal corporation, organized and existing under the Hayward City Charter and laws of the State of California ("City"). Eden Shores Associates I and Eden Shores Associates II are sometimes collectively referred to herein as "Eden Shores Associates" or "Owner").

RECITALS

A. On or about December, 1999, the City and a predecessor-in-interest to Owner entered into that certain Mount Eden Business and Sports Park Community Development Agreement, which was recorded December 13, 1999 as instrument number 1999443129 in the Official Records of Alameda County (this Development Agreement, as amended, shall be referred to herein as the "Agreement").

B. Since execution of the Agreement, portions of the Property have been developed or are currently under construction. The first residential development by Standard Pacific Corporation ("Standard Pacific") was the residential development on the portion of the Property commonly known as "Oliver West." Hayward Oliver Owners LLC ("Hayward Oliver Owners") the prior owner of the Property and Duc Housing Partners, Inc., a California corporation ("Duc Housing") collectively assumed certain responsibilities and obligations under the Agreement pursuant to that certain Assumption Agreement, which was recorded October 15, 2001 as instrument number 2001392229 in the Official Records of Alameda County. Hayward Oliver Owners has dedicated the 25 acre Sports Park parcel to the City and has constructed thereon the Sports Park Complex. Hayward Oliver Owners and Duc Housing

also have installed infrastructure in all portions of the Specific Plan area, exclusive of the Weber property.

C. The Agreement was amended by Hayward Oliver Owners and the City on or about February 3, 2006. The amendment related only to development of Eden Shores East Residential, a portion of the Oliver East property, as approved by the City for development in November, 2005. The property comprising Eden Shores East Residential and subject to the amendment to the Development Agreement was subsequently transferred to Standard Pacific and the approved residential project thereon is currently under construction. The remaining property within the "Oliver East" portion of the Specific Plan area previously owned by Hayward Oliver Owners and which is subject to this Legal Eden Shores Amendment, was transferred to Eden Shores Associates I and Eden Shores Associates II and an assignment and assumption of the Agreement has been executed.

D. The remaining portions of the Property originally were approved and planned for construction of Light Manufacturing, Commercial Retail and Business Park uses. Owner has applied for General Plan and Specific Plan amendments, and rezoning in connection with the remaining approximately 56.41 acres of the Property to allow for a mix of residential, office and retail development on certain parcels within the "Oliver East" portion of the Property. The Project modifications authorize the mix of uses comprising the development known as Legacy Eden Shores (referred to herein as the "Legacy Eden Shores Development"). Owner and City have determined that an amendment to the Agreement is necessary and appropriate in connection with the modifications to the Development Plan and Project. The Legacy Eden Shores Amendment is being entered into by Owner and City to address the modifications relating to development of Legacy Eden Shores Development only and does not in any way limit or otherwise affect the rights and obligations of the Owner, or any assignee, any other owner of real property subject to the Agreement, and City with respect to remaining portions of the Property and the development thereof under the Agreement. The Legacy Eden Shores Amendment shall be recorded against the property comprising the Legacy Eden Shores Development, as more particularly described in Exhibit A hereto.

E. The City has analyzed the modifications to the Development Plan and Project and, pursuant to Resolution No. 07-___ has adopted a Mitigated Negative Declaration and a Mitigation and Monitoring Program as required by the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*).

F. City staff has reviewed this Legacy Eden Shores Amendment, deemed it to be complete, and prepared a report to the Planning Commission pursuant to Chapter 10, Article 9 of the City Municipal Code regarding the Legacy Eden Shores Amendment, consistency with the General Plan and Specific Plan. The Planning Commission adopted findings regarding the Legacy Eden Shores Amendment and recommended that the City Council authorize execution of the Legacy Eden Shores Amendment. The City Council has held a public hearing on the modifications to the Development Plan and the Project, and the Legacy Eden Shores Amendment, and has determined that the Legacy Eden Shores Amendment (i) is consistent with the City's General Plan and the Specific Plan; (ii) is in the best interests of the health, safety and general welfare of the City, its residents, and the public; (iii) is executed

pursuant to, and as authorized under the Agreement and the requirements of the Development Agreement Legislation and Development Agreement Ordinance.

G. City has adopted Ordinance No. 07-___ on October ___, 2007 approving this Legacy Eden Shores Amendment and its execution in accordance with the provisions of the Agreement and as authorized under the Development Agreement Legislation and Development Agreement Ordinance.

H. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, Owner and City hereby agree to amend the Agreement as it relates to the Legacy Eden Shores Development only, and to no other portion(s) of the Property, as follows:

1. The first sentence in Recital C is modified to read as follows:

"Owner is the holder of a legal or equitable interest in the Property and intends to develop the Property for a large multi-phase, mixed use development with low- and medium-density residential, commercial/retail, business park, planning/research and development, office and open space/park and recreation land uses, all as set forth in the Development Plan."

2. Section 1.1.11 is amended to read as follows:

"Development Guidelines" means the Development Guidelines for the South of 92 Specific Plan adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, attached as Exhibit D, as amended by Resolution No. 05-139 of City Council of City on November 15, 2005 relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ on October ___, 2007 relating to the Legacy Eden Shores Development."

3. The following new sentence is added at the end of Section 1.1.15:

"Unless otherwise referenced herein, "EIR" as defined in this Section 1.1.5 shall also include any Addenda thereto, the Mitigated Negative Declaration for the Eden Shores East Residential Development adopted by City pursuant to Resolution No. 05-139 of City Council of City on November 15, 2005 and, for the Legacy Eden Shores Development, the Mitigated Negative Declaration, Mitigation Monitoring and Reporting Program and Technical Memorandum, adopted by the City pursuant to Resolution No. 07-___ of City Council of City on October __, 2007."

4. The first sentence of Section 1.1.17 is amended to read as follows:

"'Existing Development Approvals' means the Development Approvals in effect on the Effective Date, as amended by Resolution No. 05-139 and Ordinance Nos. 05-16 and 05-17 adopted by the City Council of City on November 15 and November 22, 2005, respectively, relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ and Ordinance Nos. 07-__ and 07-__ adopted by the City Council of City on October __, 2007 relating to the Legacy Eden Shores Development."

5. The first sentence of Section 1.1.18 is amended to read as follows:

"'Existing Land Use Ordinances' means the Land Use Ordinances in effect on the Effective Date, as amended by Ordinance Nos. 05-16 and 05-17, adopted by the City Council of City on November 22, 2005 relating to the Eden Shores East Residential Development, and as further amended by Ordinance Nos. 07-__ and 07-__, adopted by the City Council of City on October __, 2007 relating to the Legacy Eden Shores Development."

The following new phrase is added to the end of subsections (a) and (b) of Section 1.1.18:

", except to the extent superseded or amended by subsequent actions taken by the City Council in connection with the Eden Shores East Residential Development and Ordinance Nos. 07-___ and 07-___, adopted by the City Council of City on October ___, 2007 in connection with the Legacy Eden Shores Development."

A new subsection (d) is added to Section 1.1.18, as follows:

"(d) Ordinance No. 07-__ relating to the Legacy Eden Shores Development."

6. Section 1.1.20 is amended to read as follows:

"'General Plan' means the City of Hayward General Plan, as amended."

7. Section 1.1.21 is amended to read as follows:

"'General Plan Amendment' means the South of Route 92 General Plan Amendment (GPA 97-110-02) adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, attached as Exhibit G, except to the extent superseded by

subsequent action of the City, and the Eden Shores East General Plan Amendment (GPA PL-2004-0184) adopted by Resolution No. 05-139 of City Council of City on November 15, 2005 and the Legacy Eden Shores General Plan Amendment (GPA PL-____-____) adopted by Resolution No. 07-___ of City Council of City on October __, 2007."

8. Section 1.1.26 is amended to read as follows:

"'Mitigation Monitoring and Reporting Program' means the Mitigation Monitoring and Reporting Program approved by Resolution No. 98-028 of the City Council of City on February 17, 1998, attached as Exhibit H, the Mitigation Monitoring and Reporting Program approved for the Eden Shores East Development by Resolution No. 05-139 of the City Council of City on November 15, 2005, and the Mitigation Monitoring and Reporting Program approved for the Legacy Eden Shores Development by Resolution No. 07-___ of the City Council of City on October __, 2007."

9. Replace "Gordon Oliver Estate and Trust and the Alden Oliver Trust in Section 1.1.29 as Owner with the successors in interest to Hayward-Oliver Owners LLC, a Delaware limited liability company which, for the Legacy Eden Shores Amendment, is Eden Shores Associates I, LLC, a Delaware limited liability company and Eden Shores Associates II, LLC, a Delaware limited liability company.

10. Section 1.1.37 is amended to read as follows:

"'Specific Plan' means the South of Route 92 Specific Plan (SP-98-210-01) adopted by Resolution No. 98-028 of City Council of City on February 17, 1998, as amended by Resolution No. 05-139 of City Council of City, adopted November 15, 2005 relating to the Eden Shores East Residential Development, and as further amended by Resolution No. 07-___ of City Council of City, adopted October __, 2007 relating to the Legacy Eden Shores Development."

11. Section 1.1.40 is amended to read as follows:

"'Vesting Tentative Map' means the vesting tentative subdivision map (TM-7065) approved by Resolution No. 99-152 adopted by the City Council of City on September 21, 1999 and, as it relates to development of the Eden Shores East Residential Development, the vesting tentative subdivision map (TM-7489) approved by Resolution No. 05-139 adopted by the City Council of City on November 15, 2005. Vesting Tentative Map also includes, upon their approval by the City, those

tentative subdivision maps or vesting tentative subdivision maps which the City may approve for the Legacy Eden Shores Development."

12. A new section 3.12 is added as follows:

"Additional Obligations for Sports Park Complex : In connection with approval of the Legacy Eden Shores Development, Owner has agreed to the following additional benefits for the Sports Park Complex:

Owner agrees to the establishment by City of, to the extent and as set forth, in this Section 3.12, a Landscape Lighting and Assessment District (LLD) for the purpose of providing partial funding for the ongoing maintenance of the Sports Park Complex. The real property included in, and subject to assessments under, the LLD shall be only those 167 residential lots and units included in Legacy Eden Shores Development, approved by the City Council of City pursuant to Resolution No. 07-___ and Ordinance Nos. [___] on October ___, 2007. No other property within the Legacy Eden Shores Development shall be included in or subject to the LLD, or the assessments established thereunder. The assessment under the LLD shall be an annual assessment of $160.00 per residential lot or unit, with a provision for annual increases equal to the increases in the Consumer Price Index for the San Francisco-Oakland-San Jose Area, if any, for the preceding year. City shall establish the LLD prior to the sale of lots or units to individual purchasers and City agrees to cooperate with Owner to establish the LLD in a time frame that does not delay or interfere with such sales.

13. A new Section 3.13 is added as follows:

"Payment of School Mitigation Fees for Legacy Eden Shores Development. In connection with approval of the Legacy Eden Shores Development, Owner agrees to pay school mitigation fees in the amount of $3.25 per square foot of "assessable residential space" (as such space is defined in California Government Code Section 65995), which amount exceeds the current fee of $2.62 per square foot of assessable residential space, as established by the Hayward Unified School District Board of Education.

15. A new Section 3.14 is added as follows:

"Transfer of City Property. The City and Owner acknowledge that a portion of the City Property has not yet been transferred to Eden Shores Associates or its predecessors in exchange for the real property upon which the Sports Park

Complex was constructed. The remaining portion of the City Property to be transferred to Eden Shores Associates is the approximately 2.184 acre parcel (the "Remaining City Property") identified as Parcel 1 in the legal description attached hereto as Exhibit ___. The Remaining City Property shall be transferred to Eden Shores Associates in connection with the development of the Legacy Eden Shores Development, at a time and in accordance with such instructions as are mutually agreed upon by the City and Eden Shores Associates."

16. The term "low-density residential" is replaced with the term "residential", and the term "office" is added in the permitted uses in Section 4.1.

17. In Section 4.2, the term "and 17 business park lots" is deleted from Section 4.2 and Section 4.2 further amended as follows:

The sentence "City shall not reduce the permitted number of residential units or the permitted number of business park lots without the prior written consent of Owner" shall be amended to read "City shall not reduce the permitted number of residential units or the permitted number or square footage of business park, commercial, retail or office lots or uses without the prior written consent of Owner.

The following new sentences are added at the end of Section 4.2:

"A total of 167 residential units are permitted to be developed as part of the Legacy Eden Shores Development, in accordance with the Development Plan. The residential units that are part of the Legacy Shores Development are in addition to the residential units that have been or are being constructed on the Oliver West property and as part of the Eden Shores East Residential Development. Commercial, retail, office and business park uses are permitted to be developed as part of the Legacy Eden Shores Development, in accordance with the Development Plan."

18. The following new sentence is added at the end of Section 7.1:

"In connection with execution of the Legacy Eden Shores Amendment, Owner and the City have agreed to an extension of the initial ten (10) year term of the Agreement for an additional five (years) to a date that is fifteen years from the Effective Date, in accordance with the provisions of Sections 7 and 8 of the Agreement."

19. The following new sentence is added at the end of Section 14.2:

"With respect to Legacy Eden Shores Development, the City acknowledges and agrees that payment of school mitigation fees in the amount set forth in Paragraph 14 (adding new Section 3.13) of this Legacy Eden Shores Amendment constitutes full and complete satisfaction of required mitigation of impacts on schools. The City further acknowledges and agrees that expenditure by Owner's predecessor of the sum of approximately Seven Million Dollars ($7,000,000), substantially in excess of the Three Million Dollars ($3,000,000) originally estimated, for construction of the Sports Park Complex, coupled with the establishment of the LLD as set forth in Paragraph 13 (adding new Section 3.12) of this Legacy Eden Shores Amendment, and the provision of additional open space acreageof on site open space areas within the Legacy Eden Shores Development and/or payment of in-lieu fees as later determined by the City in consideration of future development proposals constitutes full and complete satisfaction of required mitigation of impacts on parkland and open space, and meets all City requirements regarding same, as it relates to the Legacy Eden Shores Development."

20. A new subsection 14.4.3 is added to Section 14.4 as follows:

"14.4.3. Satisfaction of Conditions of Approval, Obligations or Requirements. The City acknowledges and agrees that all Conditions of Approval imposed by the City in connection with and at the time of adoption and execution of the Mount Eden Business and Sports Park Community Development Agreement in 1999, including but not limited to the Conditions of Approval for Vesting Tentative Tract 7065 as approved by the City Council September 21, 1999, and any other obligations or requirements required to be satisfied in connection with development of the property comprising the Legacy Eden Shores Development have been fully satisfied and that neither Eden Shores Associates I nor Eden Shores Associates II has any continuing obligation for or with respect to those obligations, Conditions of Approval or requirements. The City further acknowledges and agrees that neither Eden Shores Associates I nor Eden Shores Associates II have any obligation with respect to any Conditions of Approval or other obligations or requirements, imposed by the City or agreed to by predecessors of Eden Shores Associates I or Eden Shores Associates II relating to development of Oliver West or to the Eden Shores East Residential Development.

21. The party to whom notice to Owner under Section 14.18 is to be given for Eden Shores Associates I and Eden Shores Associates II shall be changed to Steve Dunn, Senior Vice President, Legacy Partners Commercial, Inc., 400 East Third Avenue, Suite 600, Foster City, CA 94404.

22. The parties agree that Hayward Oliver Owners and Duc Housing shall have no obligation to perform any of the obligations of Owner under the terms of this Legacy Eden Shores Amendment.

23. Except as expressly amended herein, the Agreement shall remain in full force and effect.

[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Legacy Eden Shores Amendment to Mount Eden Business and Sports Park Community Development Agreement as of the day and year first above written. The signatories to this Legacy Eden Shores Amendment represent that they are duly authorized to execute this amendment and to bind the Parties hereto.

EDEN SHORES ASSOCIATES I, LLC,
a Delaware limited liability company

By: _____

EDEN SHORES ASSOCIATES II, LLC,
A Delaware limited liability company

By: _____

CITY OF HAYWARD

By: _____
City Manager

Attest: _____
City Clerk

Approved As To Form: _____
City Attorney

EXHIBIT A
[LEGAL DESCRIPTION]

STATE OF CALIFORNIA)
) ss.
COUNTY OF _____)

On _____, before me, _____, a Notary Public in and for said County and State, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

_____
Signature of Notary Public.

STATE OF CALIFORNIA)
) ss.
COUNTY OF _____)

On _____, before me, _____, a Notary Public in and for said County and State, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

_____
Signature of Notary Public

EXHIBIT H

MINUTES OF THE REGULAR MEETING OF THE CITY OF HAYWARD PLANNING COMMISSION
Council Chambers
Thursday, September 20, 2007, 7:30 p.m.
777 B Street, Hayward, CA 94541

Commissioner Mendall echoed Commissioner Sacks' comments regarding the improvements done to La Super Tapatia. Mr. Mendall reiterated comments about the overwhelming crime facts in the area. He supported the motion.

Commissioner Loché spoke optimistically about the changes to the establishment, but indicated that there are convenience stores that already sell alcohol in the area. He supported the motion.

Chair Thnay spoke favorably about the signage improvement to La Super Tapatia, but he did not agree that there is public need for another alcohol establishment in the area. Mr. Thnay referred to the potential illegal activity that the establishment could bring to the area should one more establishment be approved. He supported the motion.

Commissioner Lavelle moved, seconded by Commissioner Thnay, and unanimously approved with Commissioner McKillop absent, to find the project statutorily exempt from environmental review, per Section 15270(a) (Projects that are Disapproved) of the California Environmental Quality Act (CEQA) Guidelines, and Deny the requested Conditional Use Permit, based on the findings.

3. **South of Route 92 Specific Plan Amendment Study**

I. **General Plan Amendment Application No. PL-2007-0019** - Request to Amend the General Plan Land Use Map Designation for Portions of the Area From "Industrial Corridor" to "Retail and Office Commercial" and "Medium Density Residential";

II. **Specific Plan Amendment** – Request to Amend the *South of Route 92/Oliver & Weber Properties Specific Plan* Land Use Designation for Portions of the Area From "Business Park" to "Retail Commercial" and "Residential", and Make Related Text Changes;

III. **Zoning Text Amendment Application No. PL-2007-0233** – Request to Delete the "Commercial Retail" District and Add a New "Regional Commercial" District, and Amend the "Business Park" District and "Neighborhood Commercial" District;

IV. **Zone Change Application No. PL-2007-0232** - Request to Amend the Zoning District for Portions of the Area From "Business Park" and "Commercial Retail" to "Medium Density Residential", "Neighborhood Commercial", and "Regional Commercial";

V. **Development Guidelines Revisions** – Request to Amend the *South of Route 92/Oliver & Weber Properties Development Guidelines* Consistent with Related Amendments to the Specific Plan;

VI. **Development Agreement Amendment** - Request to Amend the *Mount Eden Business and Sports Park Community Development Agreement.*

Legacy Partners, Inc. - Applicant/Eden Shores Associates I and II, LLC - Owners;
City of Hayward – (Applicant/Owner)
The Project Site Includes Approximately 60 Acres Generally Located West of Hesperian Boulevard and East of Marina Drive, Between Industrial Boulevard and Eden Park Place

Staff report submitted by Planning Manager Rizk, dated September 20, 2007, was filed.

Planning Manager Rizk summarized the report. He also indicated that a letter of intent from a perpective regional retail business was submitted to the City Attorney's Office.

In response to Commissioner Mendall's inquiry about the staff preference regarding the land use alternatives, Planning Manager Rizk indicated that staff was supportive of alternatives two and three, but was more supportive of revised alternative two due to the reconfiguration in relation to land uses and traffic impacts.

Mr. Mendall further inquired about the procedural action for supporting the revised retail zoning, but not the residential plan. Assistant City Attorney Connolly indicated that Mr. Mendall could make such a motion to include any required amendments to the findings related to the proposal.

Commissioner Lavelle inquired if the initial intent at a previous work session was to require that the developer build the retail and business park uses before proceeding with the residential portion. Planning Manager Rizk indicated that the requirement for the developer to develop the retail and business park portions first could be properly adressed in the development agreement, if the Commission so desired, should the application be approved. Mr. Rizk also stated that he had not reviewed the letters of intent. Assistant City Attorney Connolly indicated that the City Attorney's office was in receipt of three letters of intent of different prospective businesses, but he had not reviewed them in detail. He added that at this point, the letters did not constitute a binding agreement with prospective tenants.

Commissioner Loché inquired if the Commission could learn about the letters of intent. Planning Manager Rizk indicated that the project proponent might be able to provide more information.

Chair Peixoto opened the public hearing at 8:41 p.m.

Mr. Steve Dunn, applicant with Legacy Partners, indicated that the community and neighborhood are supportive of the mixed-use and the connectivity plan. Mr. Dunn added that the revised proposal produces less traffic than the current zoning and is supportive of the market analysis that was conducted. He indicated that the lights in the park have a modern shield, which would minimize the concern for the residential portion. In reference to the parking issue, he indicated that the residential area could provide for the public and the overflow of visitors to the residential units. He did not express support for alternative three because it was not feasible, but rather was supportive of revised alternative two.

In response to Commissioner Mendall's inquiry regarding alternative three, Mr. Dunn indicated that the project would not be financially feasible without the housing component and therefore could not support commercial and business park uses only. Mr. Mendall made reference to an article regarding Legacy Partners and the improving market for commercial and business park developments in the East Bay. Mr. Dunn indicated that from a financial standpoint, the project would need the residential component. Mr. Mendall further inquired about the prospective list of businesses on the letter of intent. Mr. Dunn indicated that because of confidentiality protocol, he could only share information about some credible letters, such as a full service 24-Hour Fitness and Rite Aid Drug Store.

Commissioner Sacks thanked Mr. Dunn for the presentation and indicated that Mr. Gregg Hall left a message for her. Ms. Sacks was impressed by the diagrams and environmental sensitivity, such as bio-filtration strips, gardens and ornamental native trees. Ms. Sacks confirmed with Mr. Dunn that vacancies exist throughout Hayward and re-usage of obsolete buildings can also be considered for other types of uses.

Commissioner Thnay thanked Mr. Dunn for the presentation. Mr. Thnay added support for Ranch 99 as a prospective retail tenant that would meet the Asian community needs in Hayward. He inquired if Mr. Dunn would be supportive of conditions of approval that would first secure a tenant for the retail site before the residential development. Mr. Dunn was open to discussion and suggestions for certain phasing, but he could not compromise to complete development of all business park uses prior to residential development. He was willing to commit to building out 30% of the business park as proposed in alternative two, and then proceed with the residential development.

Commissioner Lavelle was excited about the retail portion of the plan and was pleased to learn that 24-Hour Fitness is a prospective business and asked that a swimming pool be an amenity that will be included.

Commissioner Loché indicated support for the report and for the 24-Hour Fitness as a prospective business, but wanted to know about the other potential businesses/tenants.

Mr. Larry Lepore, Superintendent of Parks with the Hayward Area Recreational and Park District (HARD), indicated that at a previous work session, there was concern about sufficient parking for the area. He indicated that the addition of 48 parking spaces for the residential area and additional street parking on Eden Park Place and Marina Drive would improve the parking shortage. He added that he would address the design for the residential area in future phases. He requested that the developer provide signage for additional overflow parking for the sports park and include street signage to facilitate direction. He mentioned support for the project.

In response to Commissioner Mendall's inquiry regarding sufficient parking spaces, Mr. Lepore indicated that the original plan provided more parking; however, he concurred with staff that the project is good for the area and with proper signage of street parking, the concerns could be mitigated.

In response to Commissioner Sacks' inquiry about how the developer was expected to provide overflow parking for a shortage resulting from inadequate capacity at the HARD facility, Mr. Lepore indicated that there are always trade-offs for the amenities received and HARD did not anticipate the demand that now exists. Ms. Sacks suggested that HARD might want to entertain creative carpooling plans to address parking concerns.

Commissioner Thnay inquired about additional on-street parking for the area and commented on the possibility of additional parking at the retail center. Planning Manager Rizk indicated that he

would relay the information to engineering staff to consider additional on-street parking. Mr. Lepore indicated that a similar agreement is in place between the Target Store, the developer and HARD for the parking across from Kennedy Park, which provides additional parking for Kennedy Park overflow. Mr. Rizk added that although the land use configuration might reduce the potential for additional parking, he was willing to work with HARD staff and the developer to try to provide additional parking capacity.

In response to Chair Peixoto's inquiry about the concern for lighting affecting the residential component, Mr. Lepore indicated that prospective buyers need to be aware that they are living across from a sports park and added that the lights are designed with photo-metrics with shields and the lights would be directed to the playing fields. Planning Manager Rizk added that concerns with lighting impacts could be addressed through design, including shielding of lights, locations of windows and landscaping.

Chair Peixoto closed the public hearing at 9:13 p.m.

Commissioner Mendall indicated that the business park concept is outstanding. He agreed with the retail component; however, he expressed concern about not knowing about the prospective retail tenants. He disagreed with the housing component, due to the risks associated with building on former wet lands in an earthquake zone. From a good planning use perspective, he did not agree that the project was right and it also lacked adequate parking. He was supportive of the retail component.

Commissioner Sacks made a motion to move the staff recommendation.

Commissioner Lavelle seconded the motion.

Commissioner Sacks indicated that at previous work sessions, she had reservations for approving projects close to the shore, but added that other uses have already been approved in the area. She stated that as long as prospective tenants and buyers are aware of the risks associated with the area, she was confident to move the mixed-use project. In reference to the retail aspect and from a marketing perspective, she was confident that the places will be filled up with businesses with integrity. Finally, she added that her concerns have been mitigated and she was in agreement with the amended site plan.

Commissioner Thnay expressed that at the work session, he voiced concerns for an Office/Biotech/Retail alternative. Mr. Thnay indicated that the revised plan with the business park close to the residential area makes sense and the parking garage close to the tracks was appealing. He agreed with the proposed layout and added that it promotes more walking/biking and less driving, which makes it more sustainable. He indicated that the retail component and the amendments allow him to support the motion.

Commissioner Loché indicated support for the layout of the plan, the residential area, and the inter-connectiveness of the project; however, he was not pleased with not knowing about the businesses that are intended to fill the spaces. He was concerned about the long-term effect that the project is going to represent for the City and indicated he did not support the motion.

Commissioner Lavelle echoed Commissioner Thnay's comments. She indicated that the Commission role was to determine proper land use. She was optimistic that the developer would select proper tenants that would serve the needs of the community. She also stated that the community did not object to the project and that she appreciated Mr. Lepore's input. In reference to the parking issue, she commented that other alternatives such as encouragement to use buses, bicycle parking, and a shuttle to the sports park could be considered to meet the needs. She indicated that Hayward has been waiting for the parcel to be developed and a compromise that is in its best interest.

Commissioner Mendall indicated that the compromise eight years ago was to have 500 homes, a business park and retail and the compromise now was to build almost 1,000 homes, retail uses, and a business park. He expressed concern that in two years more housing will be proposed. He offered an amendment that the residential units not be sold until the business park is complete.

Commissioner Sacks did not accept the amendment, because it was impractical to put such a restriction on the developer.

Commissioner Mendall indicated disagreement for the motion.

Commissioner Thnay reiterated Mr. Dunn's comment and offered a friendly amendment that 30% of business park development be built before any residential development. Commissioner Sacks accepted the friendly amendment.

Chair Peixoto disagreed that the project would not work unless a residential component was included. He indicated that at the Council Work Session in May, there was inclination towards alternative three or variation thereof and thought that there was preference for an alternative that did not include a housing component. He stated that overall, the City has already contributed towards housing in Alameda County. He indicated that the land use policy needs to be more balanced. Finally, he favored alternative three or some variation thereof that would not include a housing component. He did not support the motion.

Commissioner Sacks moved, seconded by Commissioner Lavelle, and failed with the following vote, to recommend to the City Council approval of the Mitigated Negative Declaration, Mitigation Monitoring and Reporting Plan and Associated Technical Memorandum, the related land use applications and the Development Agreement Amendment, including a friendly amendment that 30% of business park development be built before any residential development, subject to the findings.

AYES:	Commissioners Sacks, Lavelle, Thnay
NOES:	Commissioners Mendall, Loché Chair Peixoto
ABSENT:	Commissioner McKillop
ABSTAINED:	None

In response to Chair Thnay's request for direction, Assistant City Attorney Connolly indicated that the report would be forwarded to Council without a recommendation.

4. Oral Report on Planning and Zoning Matters
Planning Manager Rizk announced forthcoming meetings.

5. Commissioners' Announcements, Referrals

Commissioner Lavelle announced that the Association of Bay Area Governments is offering a program on "Bay Area on the Move" on October 26 from 8:30 a.m. to 2:00 p.m., at the Oakland Marriott City Center. Ms. Lavelle also spoke about a publication from the League of California Cities dealing with the Brown Act.

Commissioner Thnay announced a festival with entertainment at St. Clement School next weekend.

Commissioner Mendall reported about a tree missing at the Twin Bridges Development, 343 Ashbrook Way.

APPROVAL OF MINUTES

The minutes of September 6, 2007, were approved.

ADJOURNMENT

Chair Peixoto adjourned the meeting at 9:43 p.m.

APPROVED:

Al Mendall, Secretary
Planning Commissioner

ATTEST:

Miriam Lens
Commission Secretary

DRAFT

DRAFT

CITY OF HAYWARD

RESOLUTION NO. _____

Introduced by Council Member_____

RESOLUTION ADOPTING THE MITIGATED NEGATIVE DECLARATION AND AMENDING THE GENERAL PLAN MAP FOR A PORTION OF THE OLIVER EAST PROPERTY IN THE SOUTH OF ROUTE 92 SPECIFIC PLAN AREA TO CHANGE THE GENERAL PLAN LAND USE DESIGNATION FROM INDUSTRIAL CORRIDOR TO RESIDENTIAL - MEDIUM DENSITY AND RETAIL AND OFFICE COMMERCIAL AND RELATED ACTIONS

WHEREAS, General Plan Amendment PL-2007-0019, Zone Change Application PL-2007-0232 and Zoning Text Amendment Application No. PL-2007-0233 concern a request by Eden Shores Associates I and II, LLC, and the City of Hayward (Owners) to amend the General Plan Land Use Map from "Industrial Corridor" to "Residential - Medium Density" and "Retail and Office Commercial" and rezone approximately 36.4 acres of property located to the north and east of the Eden Shores East residential development from Business Park (BP) District and Commercial Retail (CR) District to Medium Density Residential (RM) District, Neighborhood Commercial (CN) District and Regional Commercial (CR) District, and, in addition to other related land use applications, to allow for development of a total of 167 dwelling units, 500,000 square feet of office space and 216,000 square feet of retail space (referred to herein as the "Legacy Eden Shores project"). The property affected by the proposed general plan amendment and related applications is more specifically identified in the map on Exhibit "A" attached hereto and incorporated herein by reference; and

WHEREAS, on February 17, 1998, the City Council certified a Final Program Environmental Impact Report and adopted a Mitigation Monitoring and Reporting Program for the entire South of 92 Specific Plan area, which area encompasses the current Legacy Eden Shores project, and in 2005, the City Council adopted an Initial Study, Mitigated Negative Declaration and Mitigation Monitoring and Reporting Program in connection with the land use approvals for the Eden Shores East residential project; and

WHEREAS, an Initial Study, Mitigated Negative Declaration, Mitigation Monitoring and Reporting Program and Technical Memorandum have been prepared in accordance with City and State CEQA guidelines for the Legacy Eden Shores project; and

WHEREAS, the Planning Commission held a public hearing on September 20, 2007, and considered adoption of the Mitigated Negative Declaration, Mitigation Monitoring and Reporting Program and Technical Memorandum and approval of General Plan Amendment PL-2007-0019, Zone Change Application PL-2007-0232, Zoning Text

Amendment Application No. PL-2007-0233, an amendment to the South of 92 Specific Plan ("Specific Plan") to allow residences and retail uses in a portion of the area previously designated for business park and retail uses and the proposed amendment to the Mount Eden Business and Sports Park Community Development Agreement and the proposed revisions to the South of 92 Development Guidelines; and

WHEREAS, the Planning Commission did not reach consensus on the applications; and

WHEREAS, notice of the hearing was published in the manner required by law and the hearing was duly held by the City Council on October 9, 2007; and

NOW, THEREFORE, the City Council of Hayward hereby finds as follows:

Environmental Review

1. In 1998, the City Council certified a Final Program Environmental Impact Report ("Program EIR") for the Specific Plan, approved a Mitigation Monitoring and Reporting Program ("1998 MMRP") and adopted a Statement of Overriding Considerations, which documents are incorporated herein by reference as though fully set forth herein. The City Council found that significant environmental impacts to open space and farmland would result from implementation of the project analyzed in the Program EIR, which could not be reduced to a level of insignificance even with mitigation. The 1998 MMRP includes mitigation measures that will reduce all other significant impacts identified in the Program EIR to a less than significant level. Those mitigation measures have or will be implemented in accordance with 1998 MMRP.

2. Except to the extent that the project analyzed in the Program EIR is modified by the 2005 Mitigated Negative Declaration and the Legacy Eden Shores project, there are no other changes to the project analyzed in the Program EIR, or to the circumstances under which it will be undertaken, and there is no new information of substantial importance that was not known and could not have been known when the Program EIR was certified that since has become available, that would necessitate further environmental review or render the Program EIR inadequate for purposes of reliance thereon.

3. In accordance with the California Environmental Quality Act (CEQA) guidelines section 15168, Program Environmental Impact Report, and section 15074, Mitigated Negative Declarations, a Mitigated Negative Declaration and Technical Memorandum have been prepared and it has been determined, based on the whole record, including the Initial Study and any comments received, that there is no substantial evidence that the project, as conditioned, will have a significant effect on the environment and that the Mitigated Negative Declaration is complete and final and reflects the Hayward City Council's independent judgment and analysis.

General Plan Amendment

4. The proposed General Plan Amendment will promote the public health, safety, convenience and welfare of the residents of Hayward in that the project will promote the expansion of retail opportunities to serve the surrounding residential neighborhoods; promote the development of regional commercial opportunities to serve the residents throughout the City; enhance the tax base of the City; and provide for additional ownership housing opportunities, all in a manner in accordance with sound geotechnical practices; in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board, and in that the extent and density of development will be guided into a cohesive pattern that minimizes visual impacts and avoids encroachment into natural, undisturbed areas.

5. With the project's conditions of approval, the proposed General Plan Amendment is in conformance with the City's General Plan policies and the South of 92/Oliver & Weber Properties Specific Plan, as amended, and the City's Zoning Ordinance, as amended, and will result in a development that will be compatible with surrounding land uses and zoning and will further the City's goal to provide ownership housing opportunities as expressed in the Housing Element of the General Plan.

6. The streets and facilities, existing or proposed, are adequate to serve all uses permitted when the property is redesignated, and all traffic impacts at two intersections will be mitigated to acceptable levels of service.

7. The proposed General Plan Amendment will result in a development that will be compatible with surrounding residential, business park and retail commercial uses and zoning in that the development will involve a variety of homes of high quality design that will be constructed in an already-disturbed area that will result in no land use conflicts, and post-construction noise impacts will be mitigated via a sound wall, wall assemblies and other methods as documented in the project's noise report and construction dust control mitigation measures shall be employed.

8. The proposed General Plan Amendment is consistent with the General Plan's Housing Element's goal of providing housing opportunities for all household income levels in that approximately 25 ownership housing units for moderate income households will be provided in the City as a result of the project.

Zone Change and Text Amendment

9. Substantial proof exists that the proposed zone change and text amendment will promote the public health, safety, convenience and general welfare of the residents of the City in that the project will expand retail opportunities serving the surrounding residential neighborhoods; promote the development of regional commercial opportunities to serve the residents throughout the City; enhance the tax base of the City; and provide for additional ownership housing opportunities, all in a manner in accordance with sound geotechnical

practices, in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board and the extent and density of development will be guided into a cohesive pattern that minimizes visual impacts and avoids encroachment into natural, undisturbed areas.

10. The proposed changes are in conformance with the purposes of the City's Zoning Ordinance and all applicable, officially adopted policies and plans, including the City's General Plan policies and the South of Route 92/Oliver & Weber Properties Specific Plan, as amended, and the City's Zoning Ordinance, as amended, and will result in a development that will be compatible with surrounding land uses and zoning and will further the City's goal to provide ownership housing opportunities as expressed in the Housing Element of the General Plan.

11. The streets and facilities, existing or proposed, are adequate to serve all uses permitted when the property is redesignated and all traffic impacts at two intersections will be mitigated to acceptable levels of service.

12. All uses permitted when the property is reclassified will be compatible with present and potential future uses, in that the development will involve a variety of homes of high quality design that will be constructed in an already-disturbed area that will result in no land use conflicts, and post-construction noise impacts will be mitigated via a sound wall, wall assemblies and other methods as documented in the project's noise report; construction dust control mitigation measures shall be employed; and, further, a beneficial effect resulting from additional housing and increased tax revenues in the immediate future will be achieved that is not obtainable under existing regulations.

Amendment to Development Agreement

13. The proposed amendment to the Development Agreement is consistent with the objectives, general land uses and programs specified in the City's General Plan and the South of Route 92/Oliver & Weber Properties Specific Plan, as amended, in that the Development Agreement, both before and after amendment, provides that the development must be consistent with such provisions.

14. The proposed amendment to the Development Agreement is compatible with the uses authorized in and the regulations prescribed for the land use districts in which the property is located.

15. The proposed amendment to the Development Agreement is in conformity with public convenience, general welfare and good land use practice in that it will provide new housing opportunities, as well as opportunities for expanded neighborhood and new regional commercial uses to serve residents in the surrounding area, where such opportunities in close proximity do not currently exist.

16. Existing or proposed public facilities have sufficient capacity to accommodate the proposed development.

17. The public health, safety and general welfare will be promoted and advanced by the proposed development in that mitigation measures will be required as part of the development approvals to ensure that any significant environmental impacts will be reduced to levels of insignificance, including those associated with dust and air quality, biological resources, cultural resources, hydrology, noise and recreation.

18. The orderly development of property or the preservation of property values will be promoted and advanced by the proposed development in that high quality single family housing will be constructed in an area that currently is planned and zoned for business park land uses, resulting in less impacts to, and a development more compatible with, surrounding residences, and, further, that the amendment requires residential development to be constructed in proportion to the business park and retail development to ensure such uses are provided in the area.

South of 92 Specific Plan Amendments

19. Substantial proof exists that the proposed changes will promote the public health, safety, convenience and general welfare of the residents of Hayward in that the project will result in the expansion of opportunities for neighborhood and regional retail commercial uses to serve residents of the surrounding neighborhoods and throughout the City and in that the provision for ownership housing is supported by the Housing Element of the General Plan; in that post-construction erosion and siltation impacts will be mitigated via Best Management Practices in accordance with the requirements of the California Regional Water Quality Control Board; and in that the extent and density of development will be guided into a cohesive pattern that minimizes visual impacts and avoids encroachment into natural, undisturbed areas.

20. The proposed changes are in conformance with the City's General Plan policies, the South of Route 92/Oliver & Weber Properties Specific Plan, the Zoning Ordinance and the Development Agreement, all as amended, by proposing a development that incorporates additional housing in the area at generally similar densities as the Eden Shores East residential project.

21. Streets and public facilities existing or proposed are adequate to serve all uses permitted in that additional access will be provided from the northern residential area to Industrial Boulevard, thereby providing a second means of ingress/egress to and from the development.

22. All uses permitted will be compatible with present and potential future uses in that post-construction noise impacts will be mitigated via a sound wall, wall assemblies and other methods as documented in the project's noise report and, further, a beneficial effect will be

achieved which would result in a variety of land uses of sustained desirability and stability that would provide for high-quality ownership housing.

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of Hayward, based on the foregoing findings, that the Mitigated Negative Declaration is hereby adopted and the Mitigation Monitoring and Reporting Program, the Technical Memorandum, General Plan Amendment PL 2007-0019, the proposed Specific Plan Amendments (attached hereto as Exhibit "B"), the proposed Amendment to the Mount Eden Business and Sports Park Community Development Agreement, Zone Change Application PL 2007-0232, Zoning Text Amendment Application PL 2007-0233, and the proposed revisions to the South of 92 Development Guidelines (attached hereto as Exhibit C) are hereby approved, subject to the adoption of the companion ordinances relating to the proposed zone and text changes and the amendment to the development agreement.

IN COUNCIL, HAYWARD, CALIFORNIA _____, 2007

ADOPTED BY THE FOLLOWING VOTE:

AYES: COUNCIL MEMBERS:
MAYOR:

NOES: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

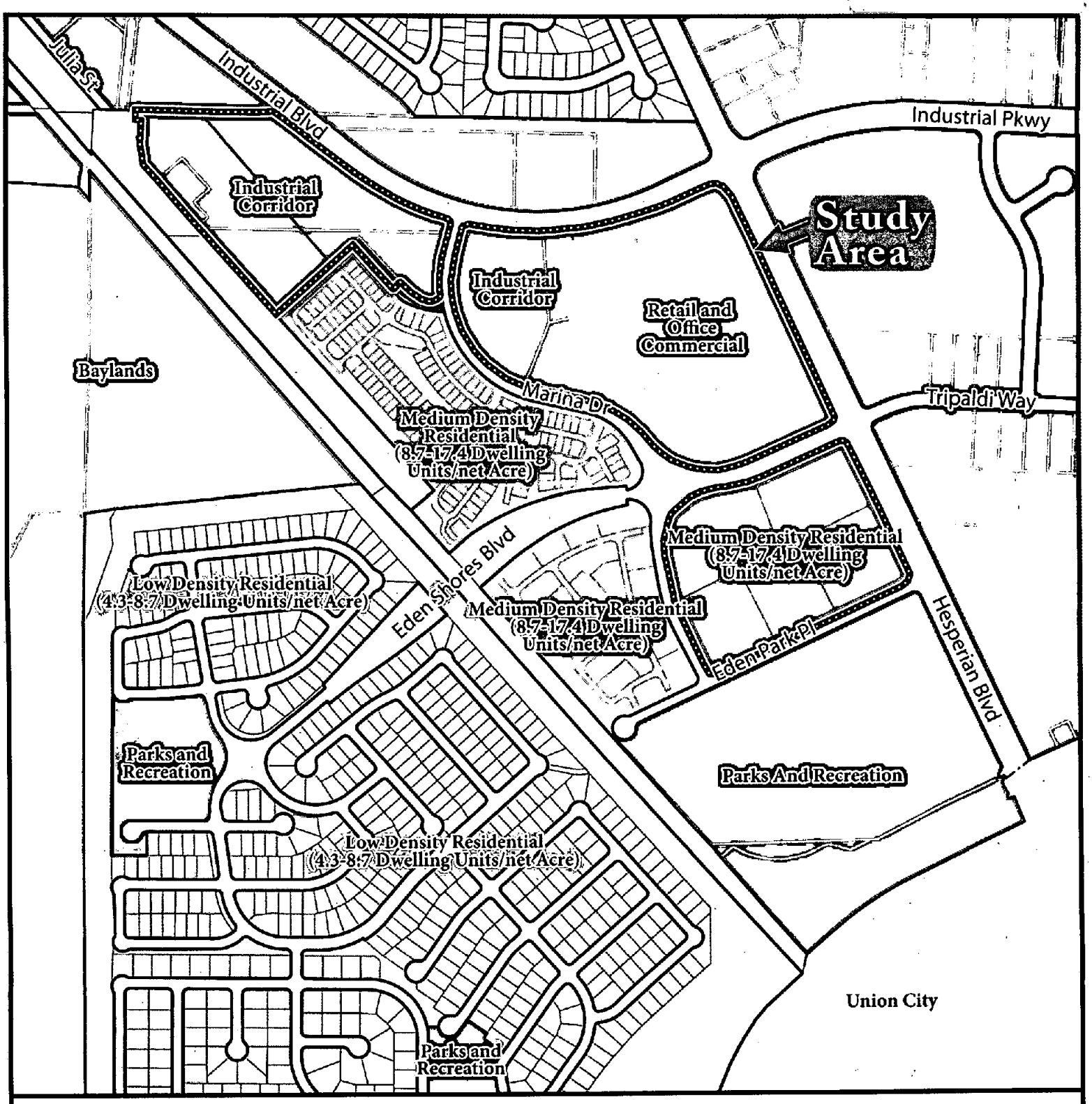
ABSENT: COUNCIL MEMBERS:

ATTEST:_____
City Clerk of the City of Hayward

APPROVED AS TO FORM:

_____
City Attorney of the City of Hayward

Exhibit A



Proposed General Plan Designations

South of Route 92 Specific Plan Amendment Study Area

Exhibit B

Exhibit B

South of Route 92 Oliver & Weber Properties Specific Plan

Adopted February 17, 1998
Amended November 15, 2005
Amended October __, 2007

City of Hayward
Community & Economic
Development Department

Prepared by
Real Estate Planning Strategies

Executive Summary

The "South of Route 92" Specific Plan Area includes the properties originally owned by the Oliver Trust (238.8 acres), Mr. John Weber (80.5 acres), the City of Hayward (12.2 acres) and the Alameda County Flood Control Water Conservation District (2.0 acres), totaling approximately 332.7 gross acres. The Specific Plan calls for a mixed use development with business park, light manufacturing, retail, residential, parks and open space land uses. There is also a parcel next to Route 92 owned by the Oliver Trust, but detailed planning and analysis for that site is not provided as a part of this Specific Plan. The eight acres are not included in the 332.7 gross acres.

Approximately 20.5 acres of business park are planned between Hesperian Boulevard and the SP/UP Railroad right-of-way on Oliver East. Typical business park uses will include office and research and development., totaling approximately 500,000 square feet. Also planned for Oliver East is approximately 216,000 square feet of retail space, including 160,000 square feet of regional retail uses and 56,000 square feet of neighborhood retail uses. Approximately 21 acres of the Weber property will contain light manufacturing activities that have no noxious impacts on their surroundings. A 25-acre community sports park with active recreation facilities has been constructed pursuant to the original Specific Plan as adopted by the City in 1998. The land is owned by the City and managed by the Hayward Area Recreation and Park District (HARD).

Approximately 537 are to be built on about 81.5 acres on Standard Pacific land west of the SP/UP Railroad right-of-way (Oliver West). Within this residential area, two neighborhood parks, (5 acres and 2.5 acres) are planned. An internal trail system will link homes and parks. On the east side of the railroad right-of-way (Oliver East), on approximately 29 acres of Standard Pacific land, approximately 261 new homes will be constructed. Within this residential area, private linear parks, trails and open space areas will be provided. The trails would link the two proposed developments as well as the Sports Park and the Bay Trail. Additional residential areas providing for approximately 167 dwelling units are planned in the Oliver East area by Legacy Partners, Inc.

I. Introduction

A. Plan Area Definition

This is the Specific Plan for the land area known as "South of Route 92" in the City of Hayward. The plan area is located southwest of the intersection of Hesperian and Industrial Boulevards in Hayward. The plan area boundaries are Hesperian Boulevard to the east, Old Alameda Creek to the southeast, the Wildlife Conservation Board's Baumberg Tract to the south and southwest, and Old Arden Road/Industrial Blvd. and the Baumberg neighborhood to the north. See Figure I.1: Plan Area Location - 1997.

The plan area is comprised of two contiguous areas, the Oliver East/West properties and the Weber property and one other group of parcels, referred to as the Oliver - 92 property, which is about two miles to the west. The Oliver East/West properties are bounded by Hesperian Boulevard on the east, Old Alameda Creek to the southeast, former Cargill property to the south, the Wildlife Conservation Board's Baumberg Tact to the west, and Weber property to the north. The Weber parcel is bounded on the east and southeast by the Oliver properties, the south and west by the Wildlife Conservation Board's Baumberg Tract, and on the north by Old Arden Road and a small residential and industrial area off Baumberg Avenue. See Figure I-1: Plan Area Location.

The total acreage in the plan area is 332.7 gross acres. Residences within Eden Shores (Oliver West) occupy approximately 81 acres. Standard Pacific owns 29 net acres which will become the Bridgeport and Crossings neighborhoods. Legacy Partners (Eden Shores Associates) owns approximately 57 acres, the site of the proposed amendments. The City of Hayward owns 25 acres (Sports Park). The Weber property totals 80 acres. The remainder of the land has been dedicated to the City for such facilities as streets, trails, buffers, a neighborhood park and open space and the like. Figure I-2 has been modified to reflect new landowners.

The plan area (excluding the Weber property) is divided into two areas called "Oliver East" and "Oliver West" in this Specific Plan since they are divided by the Southern Pacific railroad tracks which run roughly north-south. The Southern Pacific tracks or right-of-way are hereafter referred to as the SP/UP tracks since the Southern Pacific Railroad has recently merged with the Union Pacific Railroad. Oliver East abuts Hesperian Boulevard and extends to the SP/UP railroad tracks between Industrial Boulevard and Old Alameda Creek and is 120.3 acres. Oliver West is located immediately west of the SP/UP railroad tracks and next to Old Alameda Creek and covers 130.5 acres.

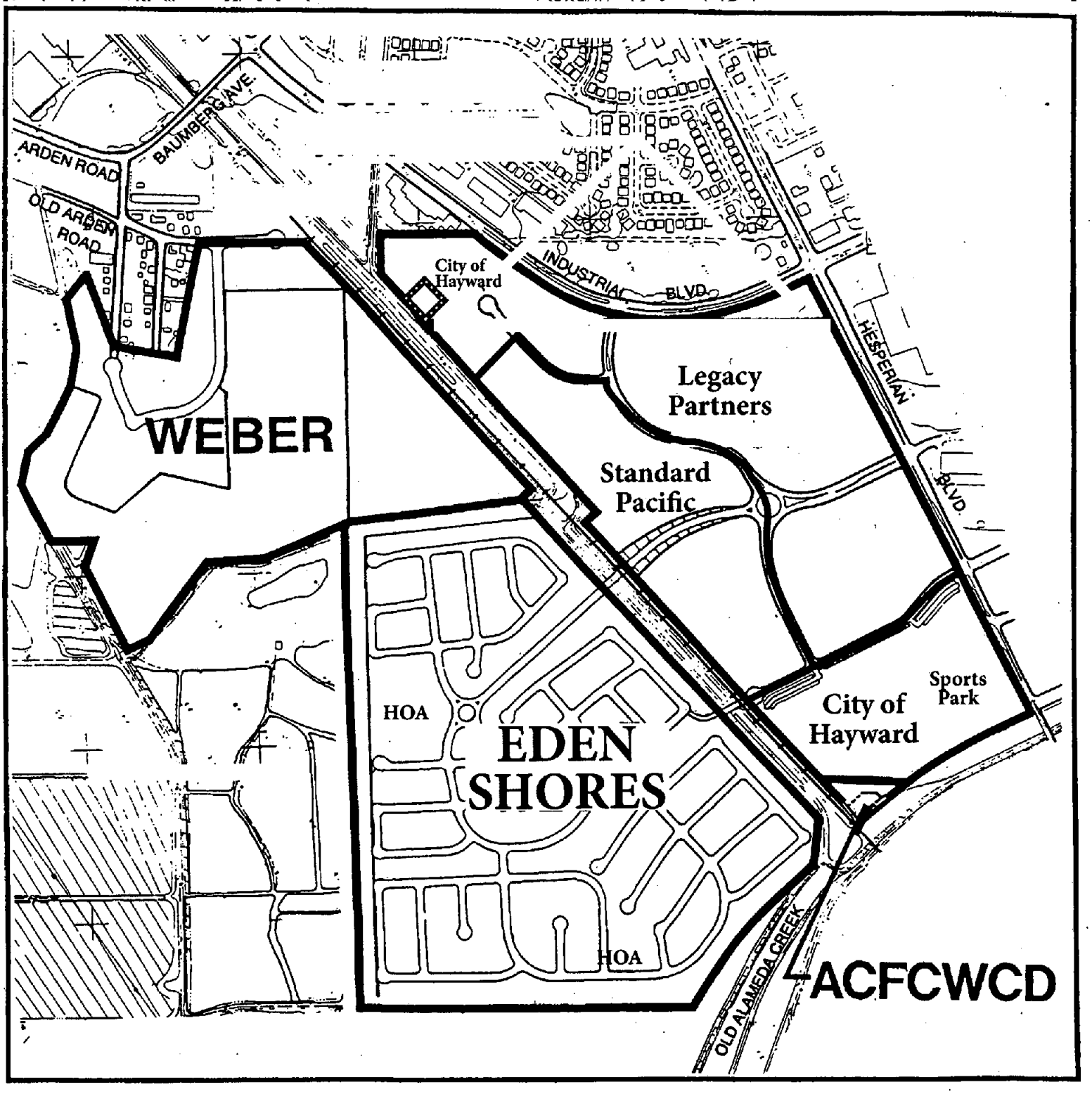
The Alameda County Flood Control and Water Conservation District (ACFCWCD) owns two acres in the southwest corner of Oliver East in a triangular parcel where the SP/UP tracks and Old Alameda Creek intersect. This 2-acre piece of land is under the jurisdiction of Union City. ACFCWCD also owns land on both sides of the SP/UP right-of-way used for a drainage channel but these strips of land are not a part of the plan area. The SP/UP right-of-way is not a part of this plan area.

Mr. John Weber owns 80.5 acres west of the railroad tracks and next to the small mixed residential and industrial area off Baumberg Avenue and Old Arden Road. The 80.5 acres is a combination of four smaller parcels.

Figure I-2: Land Ownership is a diagram of these several landholdings and Figure I-3: Jurisdictional Boundaries shows how the plan area is currently governed.

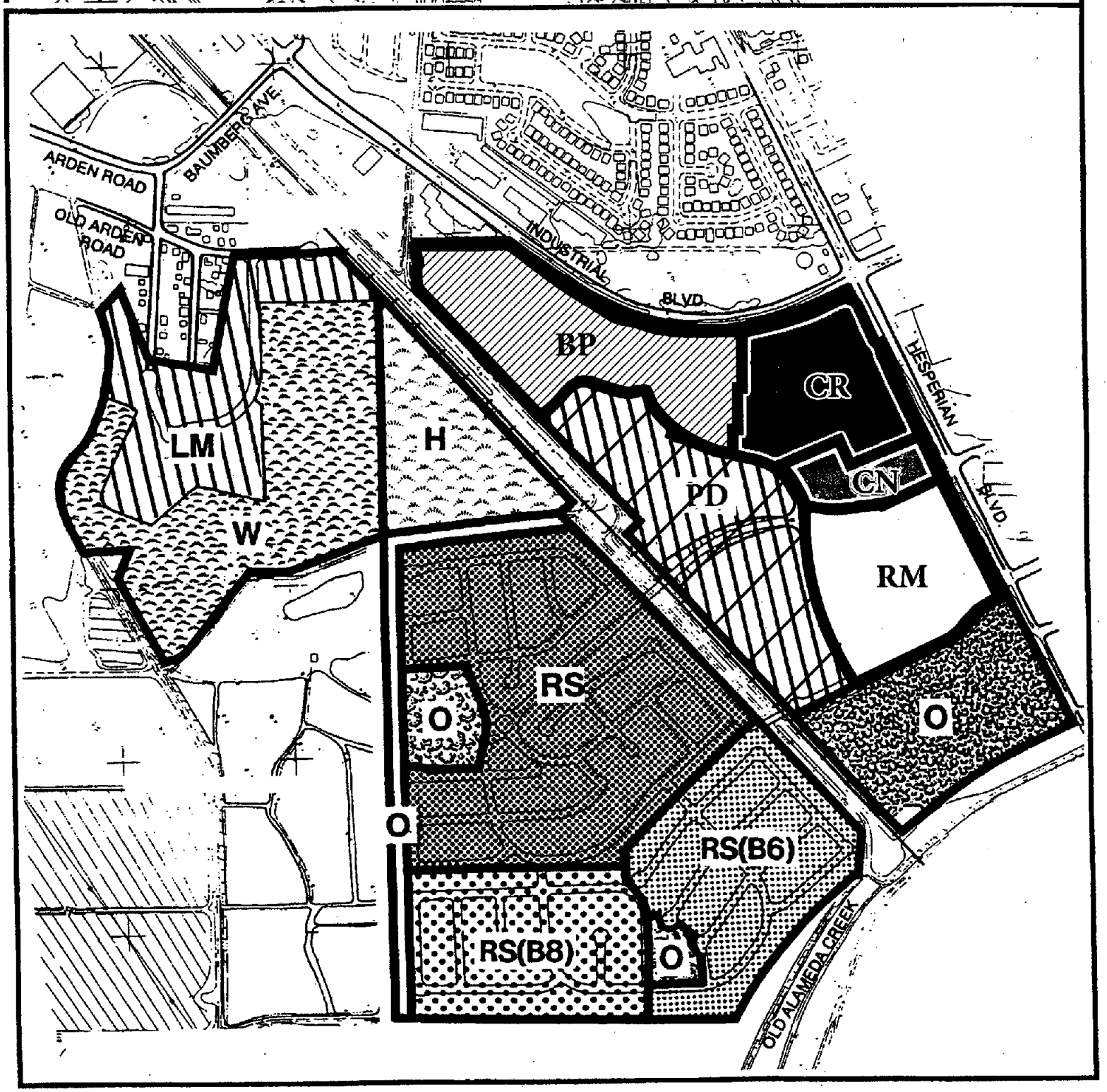
The plan area is surrounded on the north, east and southeast predominantly by industrial uses. The industrial uses next to the plan area are within the City's Industrial Corridor. The Pepsi bottling plant is directly across Hesperian Boulevard from Oliver East. The nearby industrial uses are housed typically in one-story structures with associated loading/unloading areas. Immediately across Old Alameda Creek in Union City, is a Kaiser Medical Office building, with an array of similar light industrial and office land uses beyond. There are approximately 30 houses along Baumberg Avenue, Bridge Street and Arden Road, which form a small cluster of residential uses amid industrial uses abutting the Weber property.

To the south and southwest of the plan area, lies the Baumberg Tract, the 773-acre parcel acquired in 1996 by the Wildlife Conservation Board from Cargill Salt Division, which has now become the Eden Landing Ecological Reserve. These surrounding uses are shown on Figure I-1: Plan Area Location.



SOUTH OF ROUTE 92 SPECIFIC PLAN

LAND OWNERSHIP



LEGEND

- BP — BUSINESS PARK
- LM — LIGHT MANUFACTURING
- CR — REGIONAL COMMERCIAL
- CN — NEIGHBORHOOD COMMERCIAL
- PD — PLANNED DEVELOPMENT
- RM — RESIDENTIAL— MEDIUM DENSITY
- RS — RESIDENTIAL - SINGLE FAMILY 5,000 SQ. FT. LOTS
- RS(B6) — RESIDENTIAL - SINGLE FAMILY 6,000 SQ. FT. LOTS
- RS(B8) — RESIDENTIAL - SINGLE FAMILY 8,000 SQ. FT. LOTS
- H — HABITAT
- O — OPEN SPACE - BUFFER ZONE
- W — WETLANDS
- O — OPEN SPACE - SPORTS PARK
- O — OPEN SPACE - NEIGHBORHOOD PARKS

LAND USE

IV. Land Use

C. Business Park (Oliver East)

Along Hesperian and Industrial Boulevards are established industrial areas, with fairly high noise, traffic volumes and industrial activities. Bounded by both these roadways and the SP/UP Railroad tracks and adjacent to existing industrial uses, the Oliver East site is well-suited to be a unique campus-like business park in Hayward. To be called the Alden Oliver Business Park, it has excellent visibility for higher profile businesses who may wish to locate there. It is near State Route 92 and the San Mateo Bridge and near Interstate 880, providing strong ties to the Silicon Valley and the Oakland and San Francisco business centers and airports. Parcels on the site will have ready access from two of the City's primary arterials. These locational characteristics, along with the Specific Plan Development Guidelines that will ensure high quality development, create a unique opportunity in Hayward for successful businesses to find a premier location for their headquarters and/or office workforce.

The entire business park covers a total of 20.5 acres of net developable land. Roads occupy the remainder of the land within the business park area. (See Table IV-1: Land Use Program.) The business park is to be accessed from Industrial Boulevard and a north-south collector street, called Marina Drive (Street B).

The majority of the frontage along Industrial Boulevard is devoted to business park uses. On sites with high visibility, large or mid-sized business park sites could be accommodated.

It is estimated that there would be about 500,000 square feet of new office/business park related development. The rest of each parcel will be devoted primarily to landscaping, parking and pathways, as set forth in the Development Guidelines. No height restriction is placed on these business park parcels. Buildings may be located on individual parcels ranging from about 3,500 square feet for smaller users to 1.0 acre on 14.4 acres for the largest single campus-style user who could occupy the northwestern portion of the northeast quadrant of Oliver East.

E. Retail

Two retail commercial areas totaling 216,000 square feet of building space are envisioned in the plan area. A regional-serving retail use, with approximately 160,000 square feet of building space, is planned to the southwest of the Industrial Boulevard - Hesperian Boulevard intersection. The site contains 16.50 acres and would also have access from Marina Drive. A 2007 market study confirmed the demand for regional-serving uses and noted this location would assist in capturing sales tax revenue now lost outside the city.

A local-serving retail site, with approximately 57,000 square feet of building space, is planned along the north side of Eden Shores Boulevard in the plan area. It is placed there to be convenient for travelers coming and going from the plan area and for those traveling on Hesperian Boulevard. The range of acceptable uses is set forth in the Development Guidelines for the Specific Plan.

It is firmly established that the site is for neighborhood-serving retail but the actual size for this local-serving retail use may vary from 3.5 to5.0 acres or more depending upon market conditions when it is expected to be built.

F. Residential

Although Hayward is located on the edge of San Francisco Bay, few residential neighborhoods are located within walking distance of the Bay Trail, which is proposed to pass alongside Oliver West. The new neighborhoods will also be close to the major new community sports facility, the Sports Park on Oliver East. Also, internally, the Oliver East and West housing areas are unified by an internal on-street and off-street trail system that runs between two neighborhood parks, the Bay Trail and the Sports Park.

In Oliver West, the layout of the streets and the orientation of the homes focus toward the Bay. From many of the homes, views of the Bay waters will be possible from second story vantage points. Housing on the western edge of Oliver West will face the Bay, on a street next to an open space buffer with a water channel. Traveling down many of the residential streets, there will be long range views towards the Bay.

About 537 residential lots are to be accommodated in Oliver West. (See Table IV-2: Residential Program.) A mixture of single-family detached housing types, there are expected to be about 286 homes on 5000-square foot lots, about 151 homes on 6000-square foot lots and about 100 homes on 8000-square foot lots. The assumed average household size is 3 persons per household yielding about 1600 new residents.

Originating at a roundabout at the foot of the overpass, the development of the 5000-square foot lots includes about 286 homes on about 41.3 acres, a 5-acre park and segments of the internal trail system that links the homes to the park. On 6000-square foot lots, about 151 units are located on about 22.8 acres next to the open space buffer along Old Alameda Creek and the Alameda County Flood Control and Water Conservation District easement. An internal trail system and a 2.5-acre park link this area to the other neighborhoods. Occupying the southwest corner of the site, about 100 units are arranged on 8000-square foot residential lots lying inland of the open space buffer abutting the WCB lands on about 19.4 acres.

Oliver East will be made up of four distinct neighborhoods yielding approximately 435 homes. The Eden Shores East project includes two of these neighborhoods. The first will be single-family homes (139) at approximately 10.7 dwelling units per net acre (Medium Density) and the second, attached town homes (121) at approximately 14.0 dwelling units per net acre (Medium Density). The assumed average household size is 3 persons per household yielding about 783 new residents.

Within the Eden Shores East single-family area will be a neighborhood of approximately 139 single-family homes on approximately 2,400 square foot lots.

There would be three entries, two from Marina Drive and one from the cul-de-sac also serving the business park parcel to the north. Public streets and private alley ways would provide access to the homes. The interior public streets have been designed in a loop system to maximize visibility and safety. 25-foot wide alleyways would provide access to the garages at the rear of the homes. Where possible the alley ways would loop to provide easy egress. While some of the homes would gain front door access conventionally, from the public streets and sidewalks, other homes are served by meandering landscaped pedestrian walkways.

In addition to the private open space provided each home, approximately 2.4 acres of landscape and open space would be spread throughout the community. These areas may include: a rose garden area; a pocket park; a linear park; several open play areas; tot lots; picnic areas with a barbeque; and extensive meandering walkways and trails.

Table IV-2: Residential Program
South of Route 92 Specific Plan

Oliver West (Eden Shores)		
Lot Size	**Acres**	**No. of Units**
5000 sq. ft.	39.8	286
6000 sq. ft.	22.3	151
8000 sq. ft.	19.4	100
Sub-Total	**81.5**	**537**
Oliver East (Eden Shores East)		
Lot Size	**Acres**	**No. of Units**
2400 sq. ft.	17.7	139
n/a	11.5	122
Sub-Total	**29.2**	**261**
Oliver East (Legacy Eden Shores)		
Lot Size	**Acres**	**No. of Units**
Residential I	7.8	71
Residential II	6.6	96
Sub-Total	**14.4**	**167**
Totals	**125.1 Acres**	**965 Units**

The trails would include walking and biking and would connect to the Bay Trail System by way of an at-grade pass under Eden Shores Blvd. where it would connect to the main trail that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

Within the Eden Shores East townhome area (approximately 11.4 gross acres) would be a neighborhood of approximately 122 attached townhomes in buildings with 4,6 and 8 homes.

Private streets would provide vehicular access to the homes. These streets have been designed in a loop system to maximize visibility and safety and to provide a direct route to the respective homes. Two entry points, a main entrance from Marina Drive and a secondary access from Eden Park Place would serve these private streets. Homes would gain front door access by meandering landscaped pedestrian walkways.

In addition to the patios and balconies, approximately 5.0 acres of open space are spread throughout the community. These areas may include: pocket parks; open play areas; and extensive walks, meandering walkways and trails. Trails would include walking and biking and would connect to the Bay Trail system that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

The remaining two neighborhoods, as envisioned by Legacy Partners/Eden Shores Associates, the current property owner, would contain approximately 167 dwelling units. About 71 single-family detached units could be built south of Eden Shores Boulevard and east of Marina Drive. Another 96 units, to include 96 single-family attached townhomes, could be built the between the detached units and Hesperian Boulevard.

G. Neighborhood Parks

Neighborhood parks are located conveniently for the residents on the Oliver West site. One park is 5 acres and it abuts the open space buffer. The other is 2.5 acres and it is connected by an internal trail to the larger park. Both parks will have passive recreation facilities, such as lawn areas and childrens' play equipment, for local residents' use and the larger park will include facilities such as tennis courts and an outdoor basketball court. A small parking area is provided at the 5-acre park for visitors. The 2.5-acre park will be a private park for the Oliver West homeowners, with landscaping and possibly a swimming pool or tennis courts.

In addition to the 25-acre Sports Park, Oliver East would include 7.4 acres of private parks and open space areas within the Eden Shores East development. These areas may include: a rose garden area; a pocket park; a linear park; several open play areas; tot lots; picnic areas with a barbeque; and extensive meandering landscaped walkways and trails. The trails would include walking and biking and would connect the two projects by way of an at-grade pass under Eden Shores Blvd. where it would connect to the main trail that continues west to the Baylands and south to the Eden Shores Sports Complex. A Homeowners Association will maintain all parks and open space areas.

H. Sports Park

A 25-acre sports park is planned at the southern end of the Oliver East parcel on land presently owned by the Oliver Trust (23 acres) and the Alameda County Flood Control District (2 acres). It will offer a variety of playing fields and courts for active recreation under the ownership of the City and management of the Hayward Area Recreation and Park District (HARD). The sports park would abut Old Alameda Creek, the railroad tracks and Hesperian Boulevard with primary access along Street B and limited access (right in-right out only) from the Street B/Hesperian Boulevard intersection. Associated parking will be provided on Street C and on the park site. It may also be a staging area along the new proposed route for the Bay Trail (see Chapter VII: Recreation, Open Space and Conservation).

I. Wildlife Habitat

Recognizing the value of the natural resources within and next to the plan area, the plan calls for the preservation of certain parts of the plan area and appropriate buffers between the proposed development areas and wildlife habitat. See Chapter VII: Recreation, Open Space and Conservation for a detailed discussion. About 52.13 acres of the plan area have been delineated as wetlands likely to come under the jurisdiction of federal and state agencies responsible for these natural resources. There are about 0.48 acres of such wetlands on the Oliver West property and about 52.1 acres of such wetlands on the Weber parcel. In addition, a portion of the 0.67-acre City-owned property in the Oliver East area may have potential for delineation as wetlands.

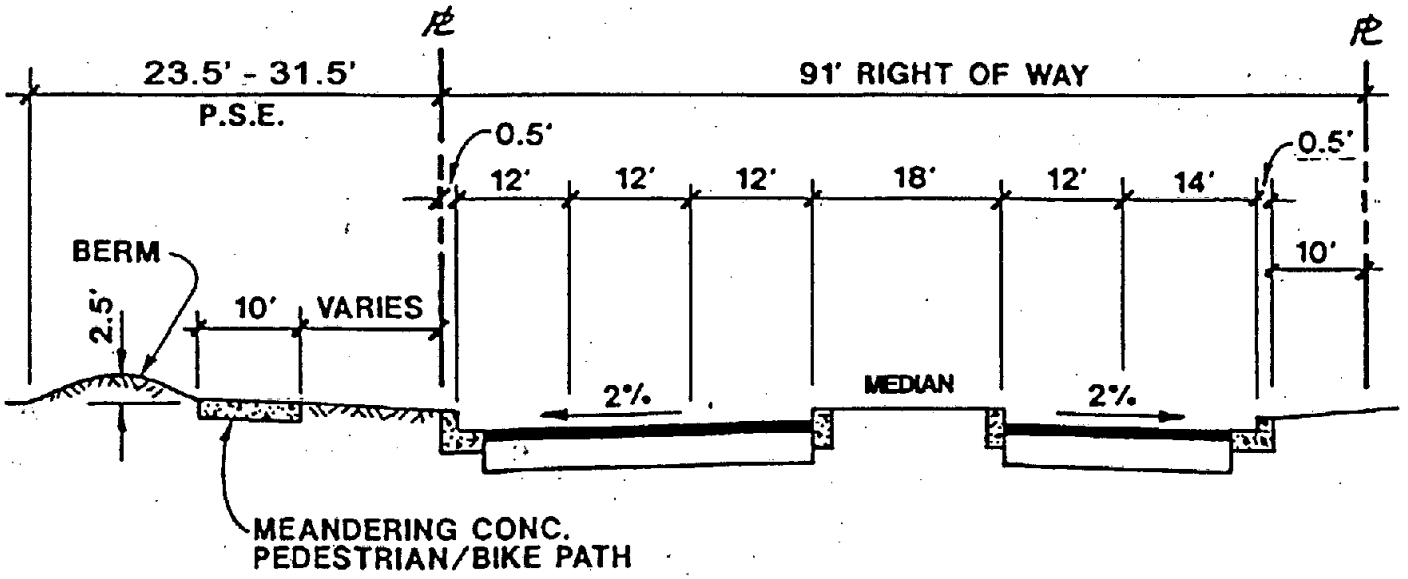
V. Circulation

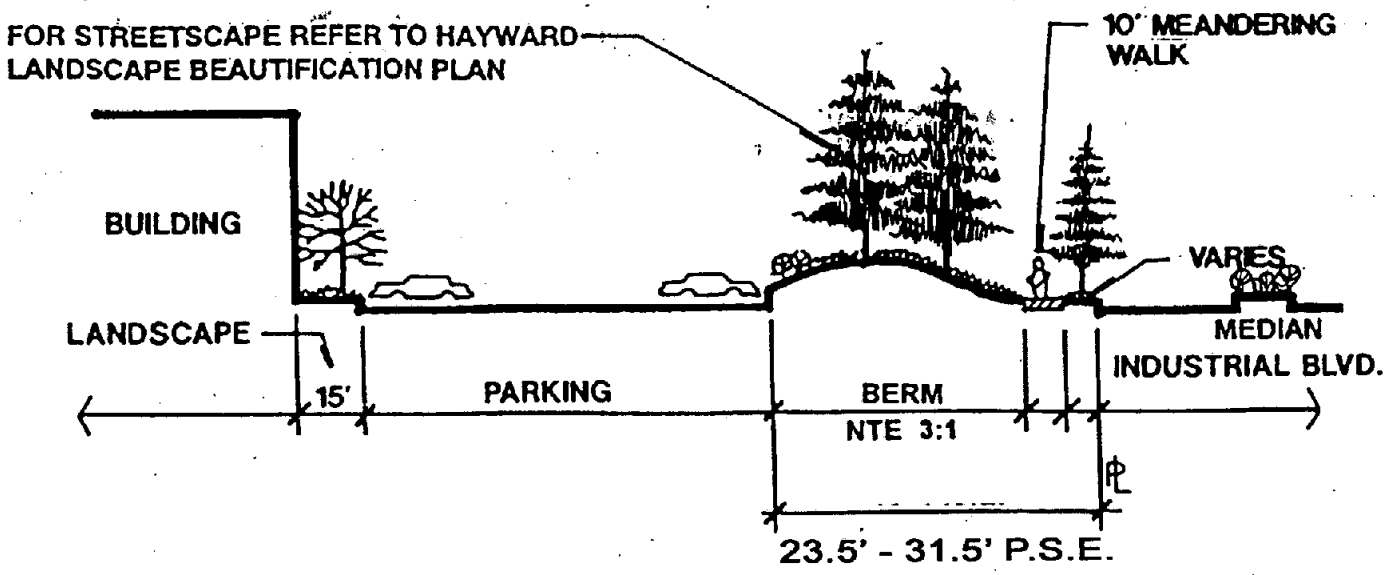
2. Oliver East

The primary new collector serving the Oliver parcels originates at the intersection of Hesperian Boulevard and Tripaldi Way and is a westerly extension of Tripaldi Way. The Tripaldi/Hesperian intersection will be signalized. Called Street A in the plan area, this street is four lanes wide for about 700 feet then tapers to two lanes at a new round-about which forms the intersection of Street A and Street B. Street B is the new north-south collector which originates at Industrial Boulevard at a new signalized intersection. These two collectors and two cul-de-sacs provide access to all of the Oliver East sites. (See Figure V-1: Circulation.)

The four-lane segment of Street A (Eden Shores Boulevard) east of the roundabout is 79 feet wide, with left and right turning lanes at the Hesperian Boulevard intersection. The remainder of Street A is 47 feet wide, with two travel lanes and a 10-foot bicycle/pedestrian sidewalk including the section on the overpass. Street B (Marina Drive) has a 49-foot right-of way with two travel lanes, one dual left turn lane and two 6 foot wide lanes on either side for emergency parking/bicycles. Street C (Eden Park Place), which runs in front of the sports park, is a 44.5-foot wide right-of-way with two travel lanes, one dual left turn lane and parking on both sides of the street. Streets D (4D and 4F), or Portland Drive, and E (Eden Park Place) are cul-de-sacs with two travel lanes, parking and sidewalks on both sides. The dimensions of the two round-abouts are provided in Figures V-19 and V-20.

No on-street parking is allowed on the collectors or cul-de-sacs except alongside the sports park in designated areas. Visitors to the Sports Park will be required to use parking lots on that site and will be allowed to use on-street parking alongside the park. Sidewalks separated from the curb by a landscaped area are required on both sides of the collectors and on one side of the cul-de-sacs. See the Specific Plan Development Guidelines regarding streetscapes.



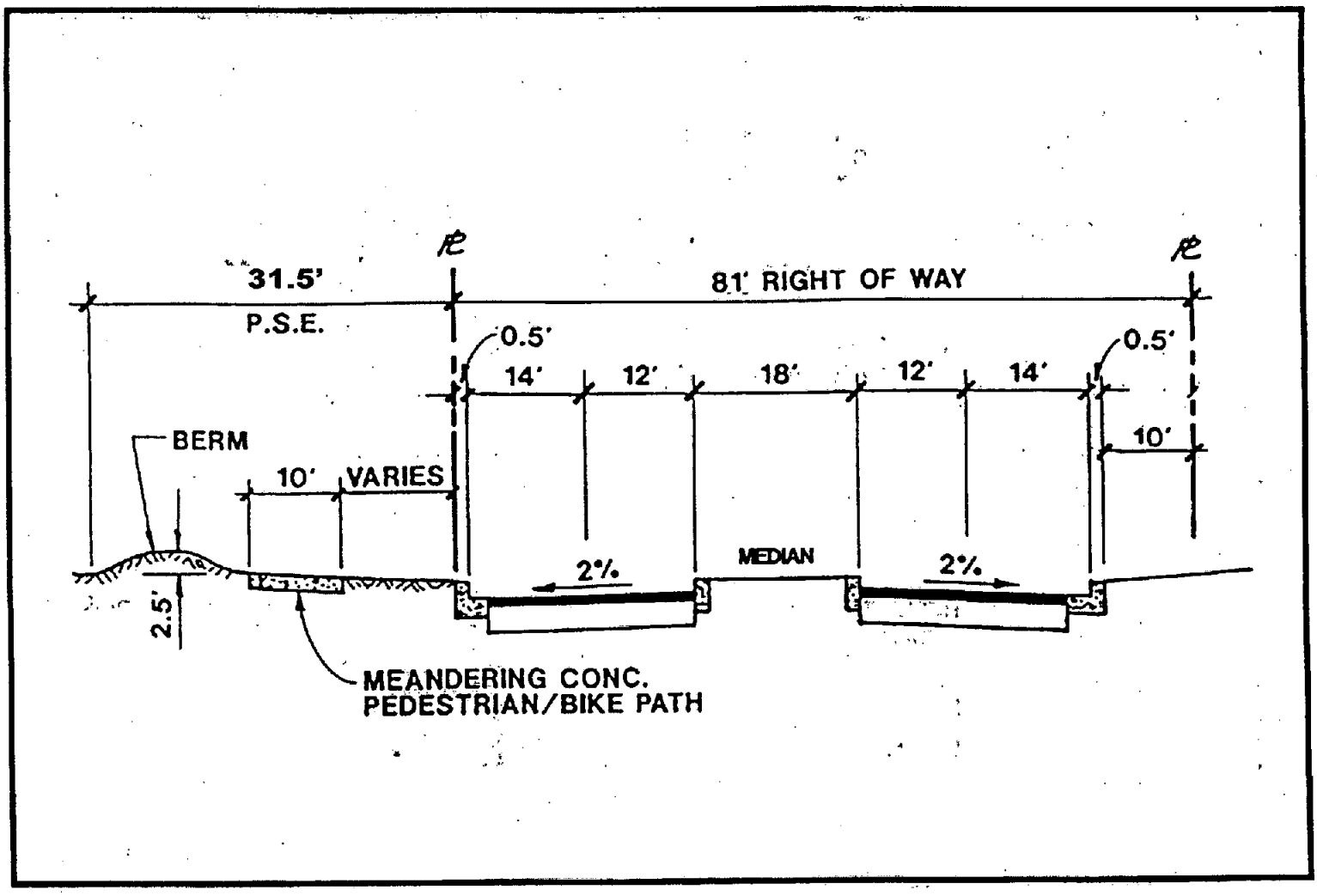


SOUTH OF ROUTE 92 SPECIFIC PLAN

STREET CROSS SECTION

⑫ INDUSTRIAL BLVD. - EAST OF STREET B

MARINA DRIVE



SOUTH OF ROUTE 92 SPECIFIC PLAN

STREET CROSS SECTION

(13) INDUSTRIAL BLVD. - WEST OF STREET B
MARINA DRIVE

VI. Public Facilities and Services

C. Schools

The schools that would serve residents of the plan area include: Lorin Eden Elementary School, Ochoa Intermediate School and Mt. Eden High School. The three schools listed above are sufficiently large to add portable and/or stickbuilt classrooms. Assembly, cafeteria and office space appear to be adequate to handle the influx of students.

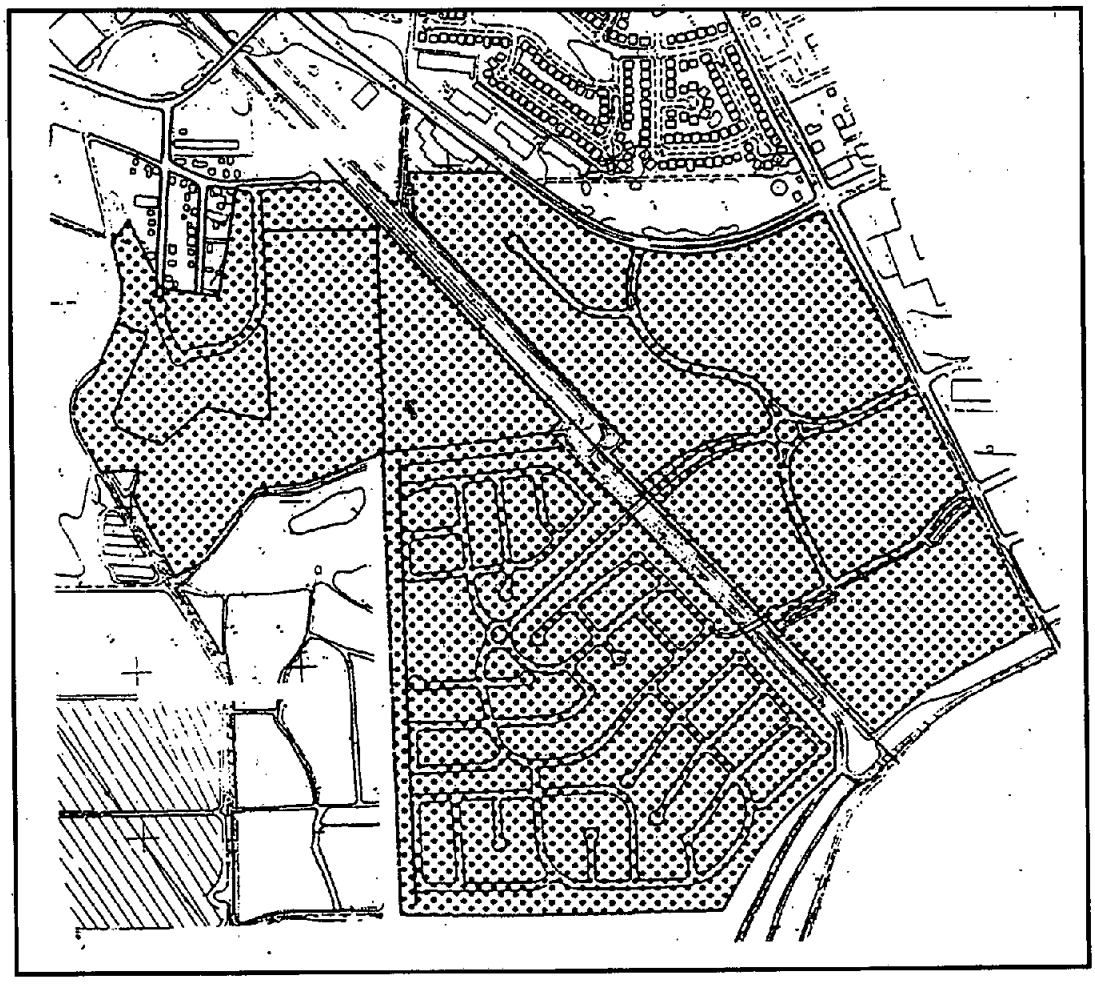
Based on calculations in the Specific Plan EIR, Oliver West was expected to generate about 127 elementary school students, 35 intermediate school students and 52 high school students. Based on the same calculations, Oliver East was expected to generate approximately 57 additional elementary school students, 16 additional intermediate school students, and 11 additional high school students. Based on lower student yield assumptions in 2007, Legacy Eden Shores would generate about 15 elementary school students, 8 intermediate school students, and 8 high school students. This cumulative effect will necessitate the provision on the Lorin Eden School site of facilities for additional classrooms.

Exhibit C

Exhibit C

SOUTH OF ROUTE 92
OLIVER / WEBER PROPERTIES

HAYWARD, CALIFORNIA



DEVELOPMENT GUIDELINES

(As Amended Through October __, 2007)

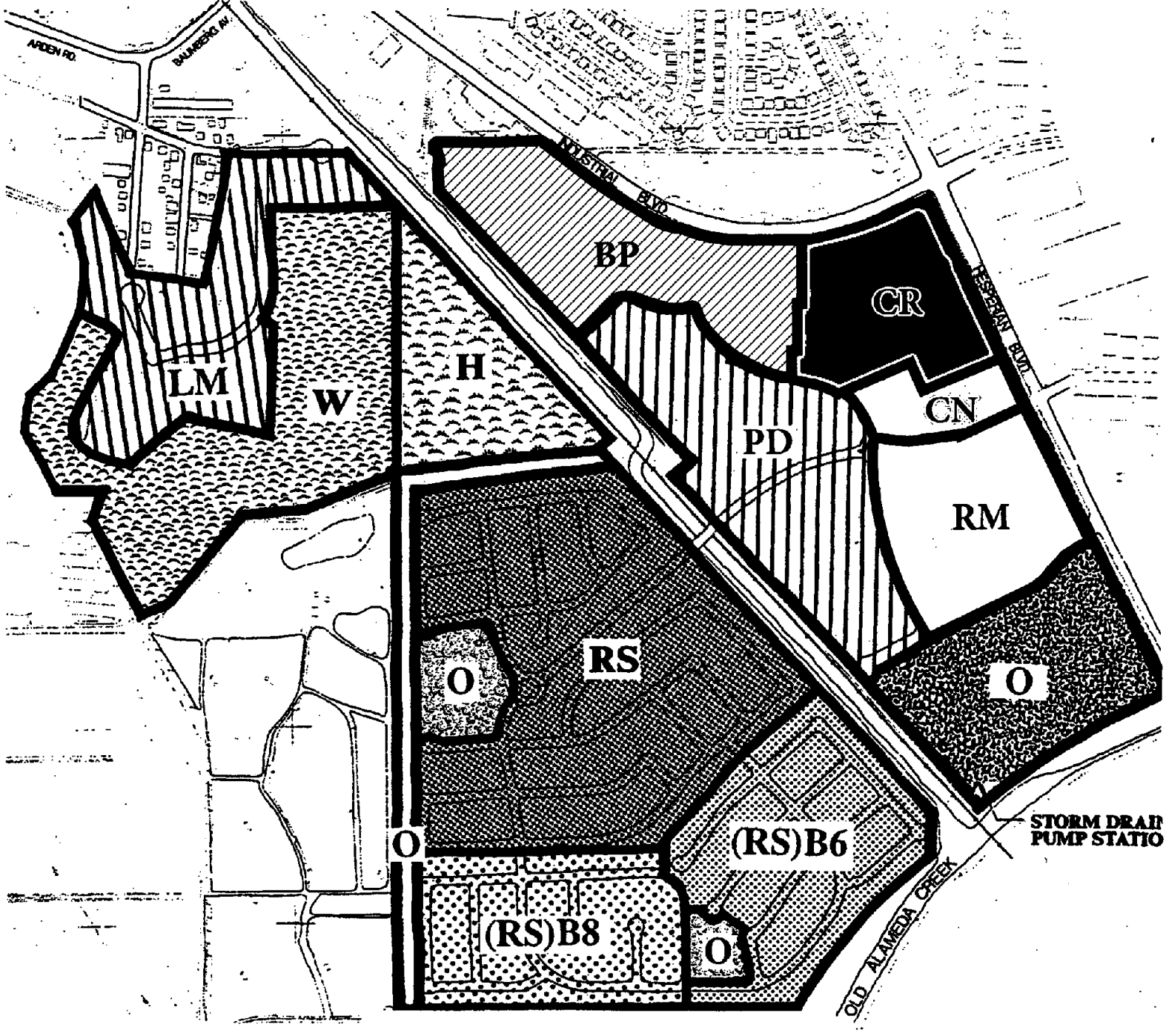
1.2 PROJECT DESCRIPTION

The Plan Area includes approximately 333 acres (see Table 1-A). The Oliver Properties are bisected by the Southern Pacific/Union Pacific railroad tracks on a northwest southeast axis. The land uses proposed for the east half (Oliver East) consist of business park, medium density residential and a 25 acre sports park adjacent to Hesperian Boulevard. Oliver East will also contain commercial/retail sites adjacent to the primary project gateway. The west portion (Oliver West) contains single family detached homes and two neighborhood parks. The residential neighborhoods have access to a pedestrian and bicycle trial link to the Bay Trail system.

TABLE 1-A
SUMMARY OF LAND USES

Land Use	Oliver East	Oliver West	City of Hayward	Weber	ACFC WCD	Total Acres
Business Park	19.83		0.67			20.50
Light Manufacturing				21.50		21.50
Retail	21.90					21.90
Residential	42.67	81.50				124.17
Neighborhood Parks		7.50				7.50
Sports Park	23.00				2.00	25.00
Wetlands/ Habitat		0.03		52.10		52.13
Open Space Buffer		10.40				10.40
Landscaped Acres/Internal Trails	2.00	5.00		4.90		11.90
Roads & Overpass	10.10	26.10	0.20	2.00		38.40
Gross Acres	119.50	130.50	0.87	80.50	2.00	333.53

Note: This land Use Program does not include the 40 acres of Oliver – 92 property, 8 acres of which is uplands intended for development and 32 acres of which is wetlands intended for open space.



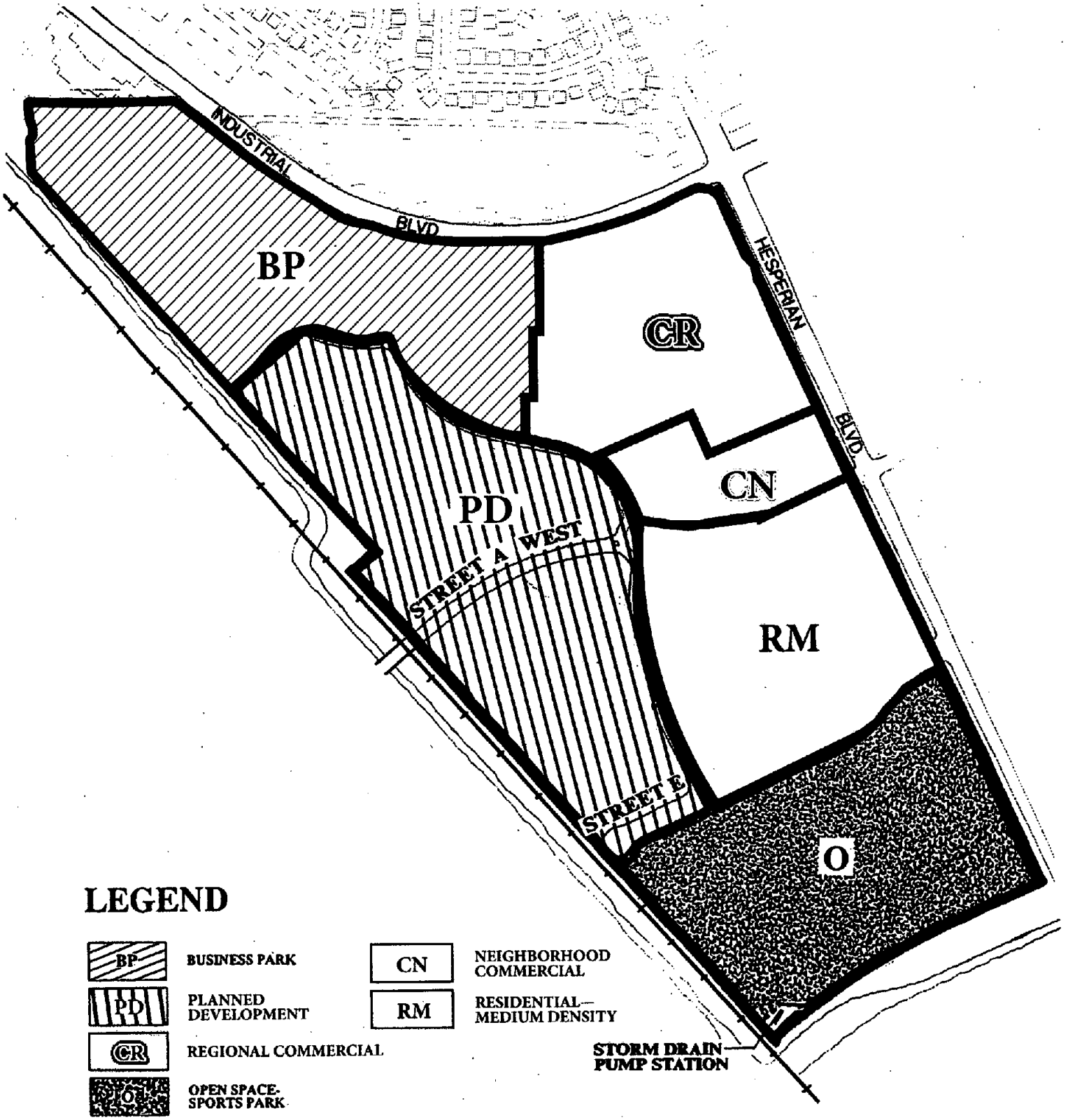
LEGEND

BP	BUSINESS PARK	(RS)B8	RESIDENTIAL-SINGLE FAMILY 8,000 SQ. FT. LOTS	O	OPEN SPACE-BUFFER ZONE
PD	PLANNED DEVELOPMENT	CN	NEIGHBORHOOD COMMERCIAL	O	OPEN SPACE-NEIGHBORHOOD PARK
CR	REGIONAL COMMERCIAL	RM	RESIDENTIAL—MEDIUM DENSITY	O	OPEN SPACE-SPORTS PARK
RS	RESIDENTIAL-SINGLE FAMILY 5,000 SQ. FT. LOTS	H	HABITAT		
(RS)B6	RESIDENTIAL-SINGLE FAMILY 6,000 SQ. FT. LOTS	W	WETLANDS		

PLAN AREA ZONING PLAN

Exhibit 1-B

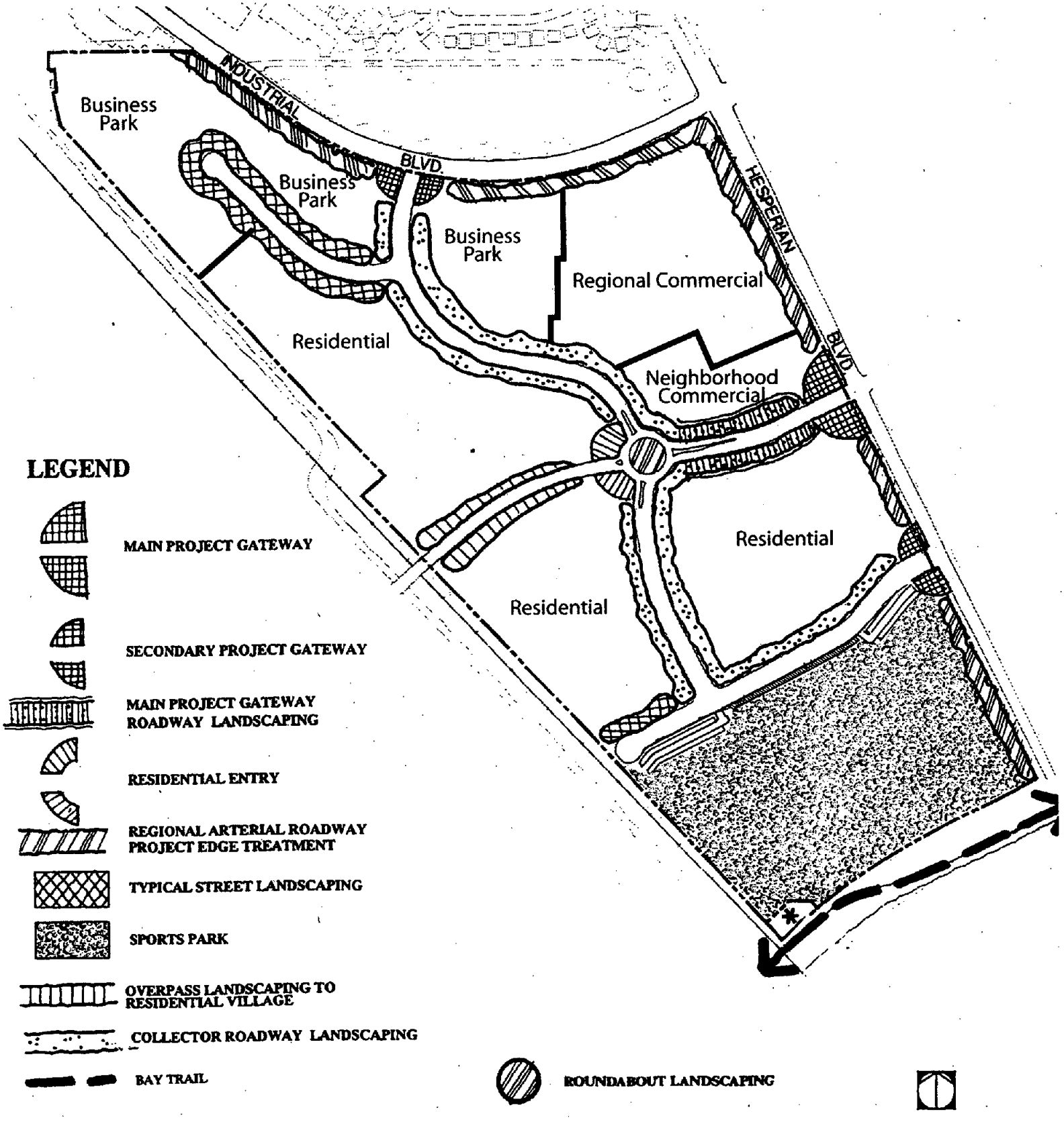
Project Overview



OLIVER EAST ZONING PLAN

Exhibit 2-A

South of Route 92 Oliver/Weber Properties
Development Guidelines

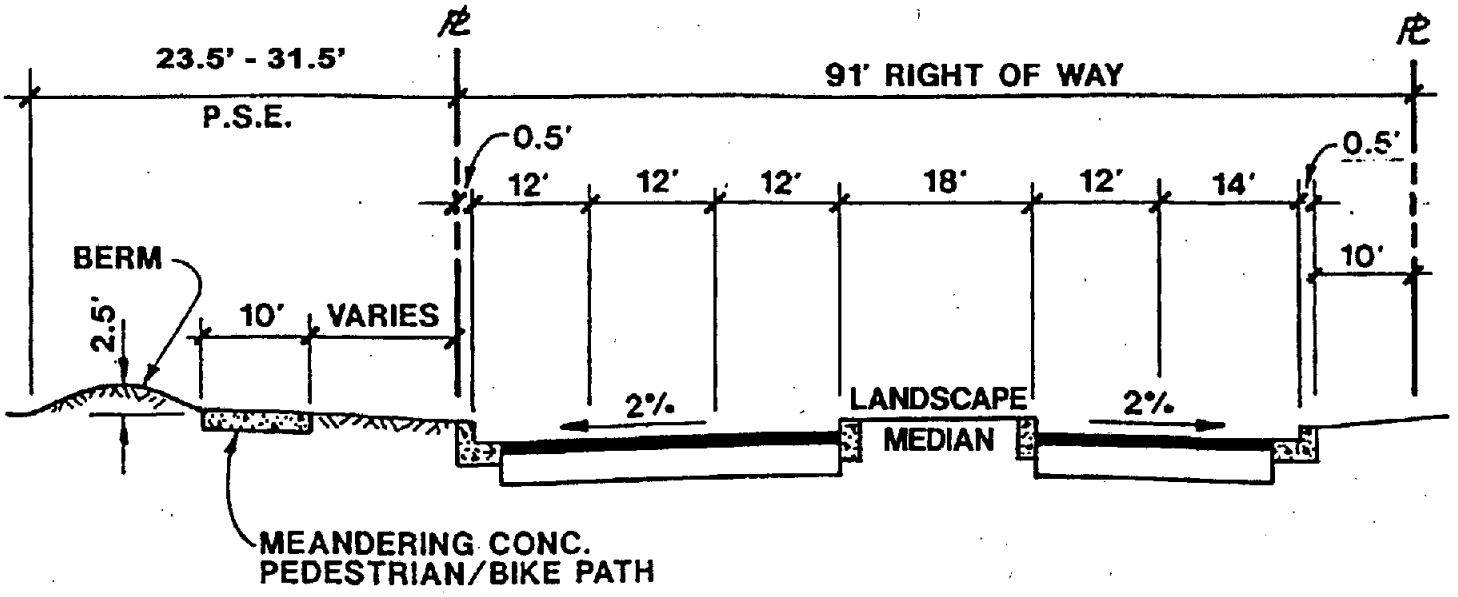


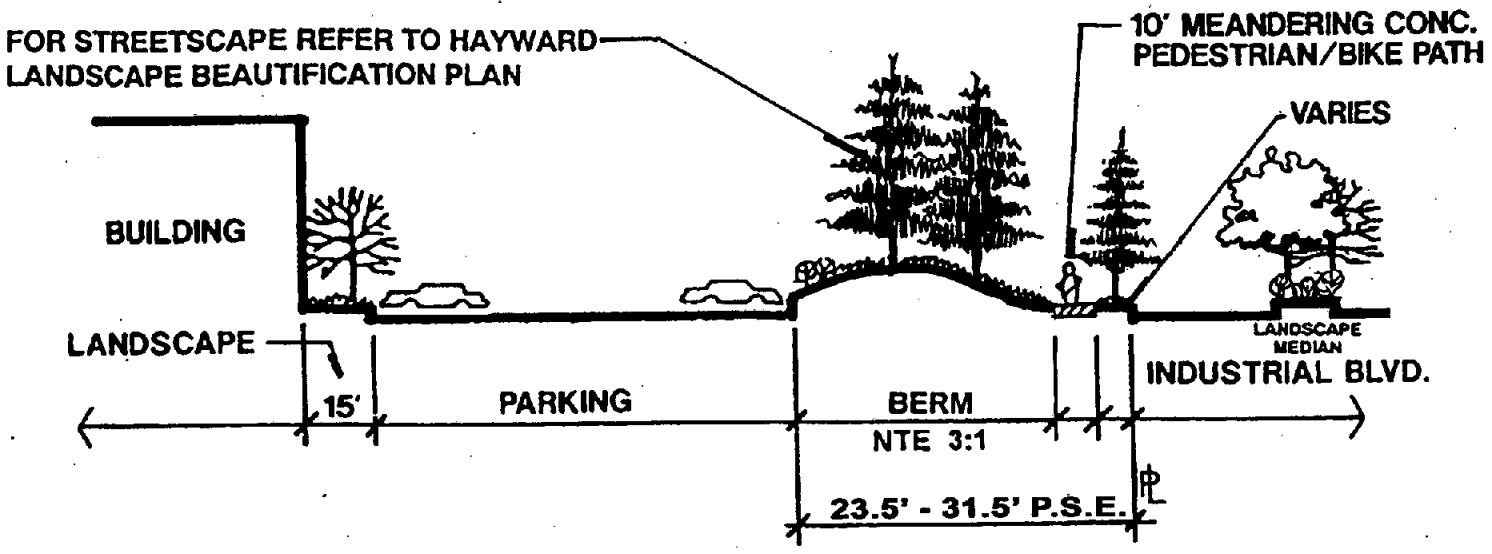
OLIVER EAST BUSINESS PARK/LIGHT MANUFACTURING LANDSCAPE MASTER PLAN

Exhibit 2-C

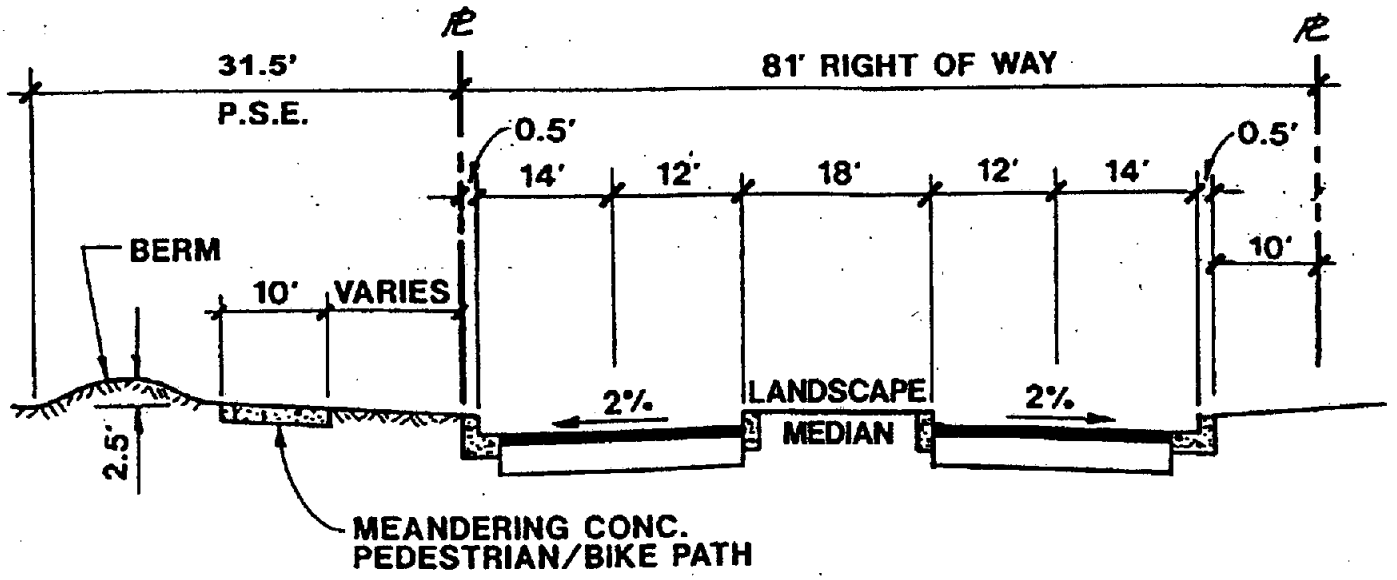
Business Park/Light Manufacturing Development

(12) INDUSTRIAL BLVD. – EAST OF STREET B
MARINA DRIVE





(13) INDUSTRIAL BLVD. – WEST OF STREET B
MARINA DRIVE



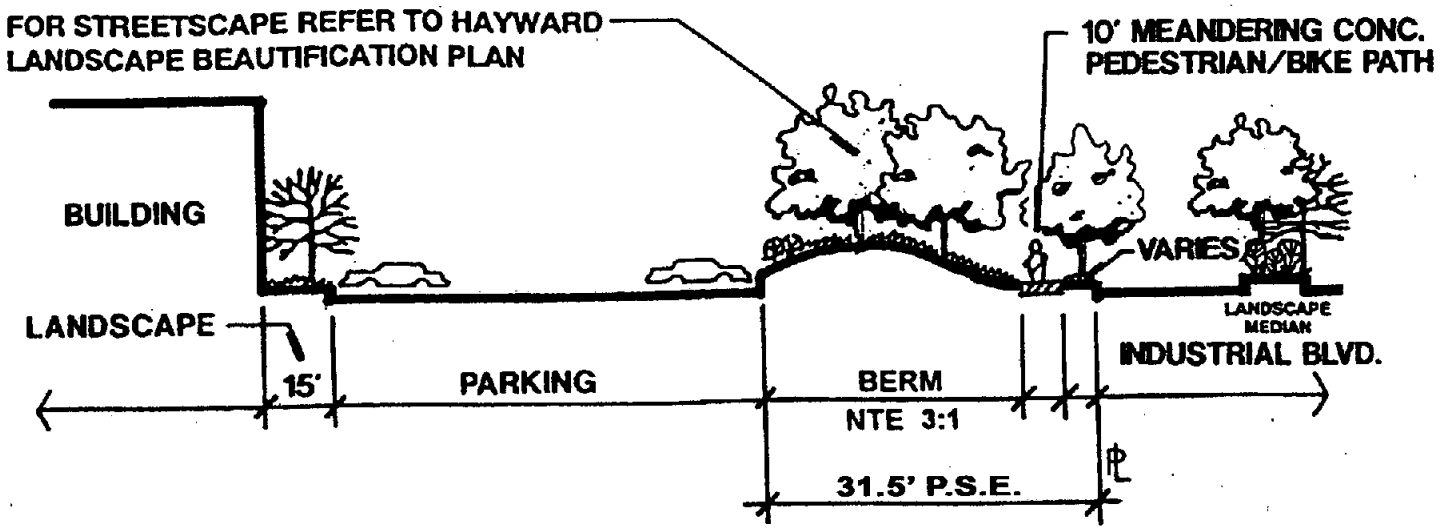
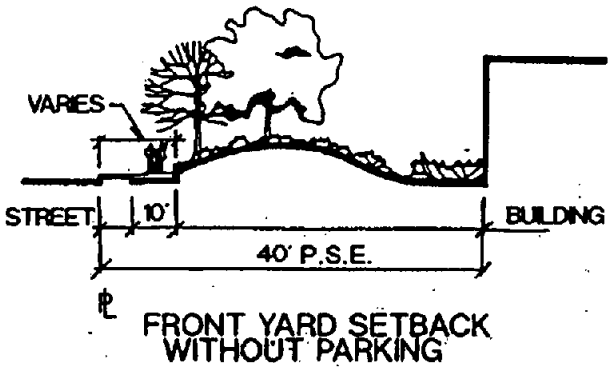


TABLE 2-B
PROPERTY LINE SETBACK CRITERIA

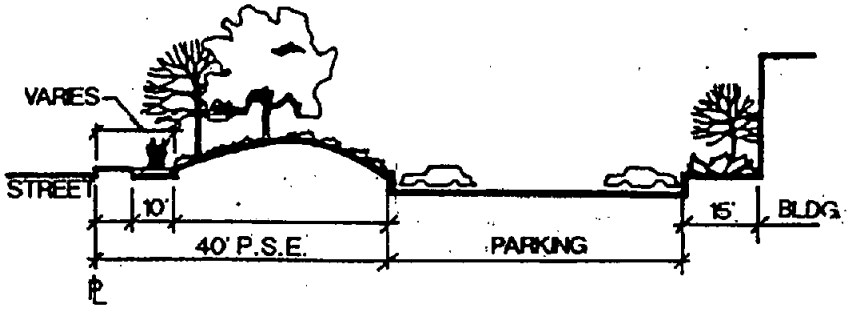
Street Frontage	Public Service Easement (PSE)	Min. Front Yard Setback	Min. Side Street Yard Setback	Min. Rear and Side Yard Setback
Hesperian Blvd. – North of Street C	40'	40'	33'	25'
Hesperian Blvd. – South of Street C	33'	N/A Sports Park	N/A Sports Park	N/A Sports Park
Industrial Blvd. East of Street B	23.5-31.5'	23.5-31.5'	33'	25'
Industrial Blvd. West of Street B	31.5'	31.5'	33'	25'
Street A	33'	33'	25'	25'
Streets B, D and-North side of streets E and C	33'	33'	25'	25'

A. Front Yard Building Setbacks

The various conditions governing front yard building setbacks are illustrated as follows:



FRONT YARD SETBACK WITHOUT PARKING

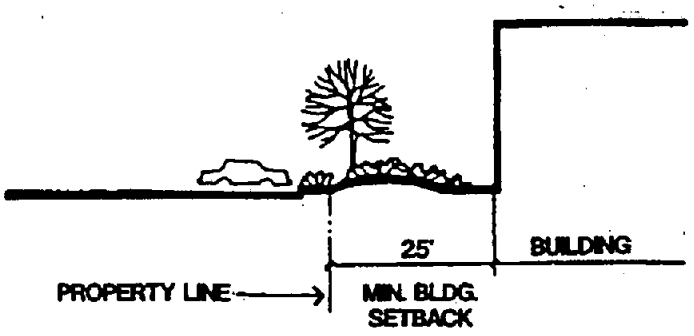


FRONT YARD SETBACK WITH PARKING

40' PUBLIC SERVICE EASEMENT

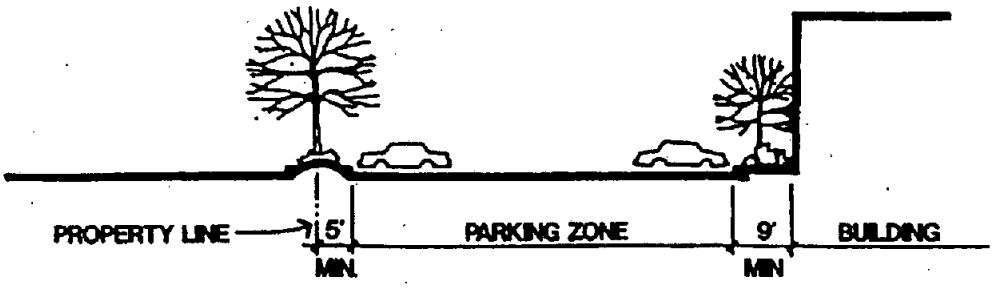
B. Side and Rear Yard Building Setbacks

When a building is located with the minimum side and/or rear yard building setback(s), all of the area between the building and the side and/or rear lot line is to be landscaped. In other conditions for side yards there shall be a minimum continuous landscaping depth of 9'-0" against the sides of the building. For rear yards no landscaping is required against the building. This requirement is in addition to the 5'-0" minimum continuous landscaping depth required at all side and rear property lines.



SIDE AND REAR YARD SETBACK WITHOUT PARKING

(10' IF SIDEYARD & ADJACENT TO BP DISTRICT)



SIDE YARD SETBACKS WITH PARKING

2.7 DEVELOPMENT SITE

2.7.1 SITE DEVELOPMENT STANDARDS

Refer to appropriate zoning districts for lot requirements, yard requirements, height limits, and performance and design standards.

3.1 PLANNING CONCEPT

Residential uses are proposed on both the Oliver West and Oliver East sites. The residential enclave on the Oliver West site includes buffered open space areas. Access to the Oliver West site is gained via an overpass spanning the Union Pacific Railroad right-of-way, offering views of the neighborhoods, nearby wetlands and distant bay.

In Oliver West, three subdivisions on 5,000, 6,000 and 8,000 square foot lots are planned. All of the 537 housing units will be single family detached of mixed one and two story floor plans.

The layout of some of the streets and the siting of some of the homes is oriented toward the bay. Two neighborhood parks within the enclave are linked by a bicycle and pedestrian train system providing easy access for residents.

Homeowners Association(s) will be established; each will have professional management.

In Oliver East, two of the residential parcels are located on the west side of Street B (Marina Drive) on either side of the overpass (Eden Shores East). A 17.7 acre residential parcel is located north of the overpass. An 11.5 acre parcel is located to the south of the overpass. Both parcels are planned for medium density residential uses, which may include small-lot single-family homes, duplexes, or townhomes. Development within the South of Route 92 Residential Plan Area neighborhoods shall conform to the zoning established on the Zoning Plan. Specific uses allowed by zoning are set forth in Section 3.2.

Two other residential developments are planned as part of the Legacy Eden Shores project, located east of Marina Drive and south of Eden Shores Boulevard.

The Residential Zoning Plan illustrates the variety and location of residential subdivisions, lot sizes, parks, and buffer areas located adjacent to or within the various neighborhoods.

3.2 RESTRICTIONS ON USE

The use within each residential subdivision shall be in compliance with the uses as illustrated on the Zoning Plan. Permitted uses within the South of Route 92 Residential Plan Area are as follows:

A. Residential Development

1. RS: Single family detached homes within subdivisions on individual lots of 5,000 square feet or more.

2. RS(B6): Single family detached homes within subdivisions on individual lots of 6,000 square feet or more.

3. RS(B8): Single family detached homes within subdivisions on individual lots of 8,000 square feet or more.

4. RM: Medium Density Residential- single-family, townhomes

5. PD: Medium Density Residential- single-family, duplexes, townhomes.

TABLE 3-B
RESIDENTIAL PROPERTY LINE SETBACK CRITERIA

Roadway Category	Min. Front Yard Setback From Back of Sidewalk	Min. Side Yard Setback	Min. Rear Yard Setback
Oliver West Residential Collector (Street G)	30'	5'*	20'
Oliver West Residential Street (typical)	20'	5'*	20'

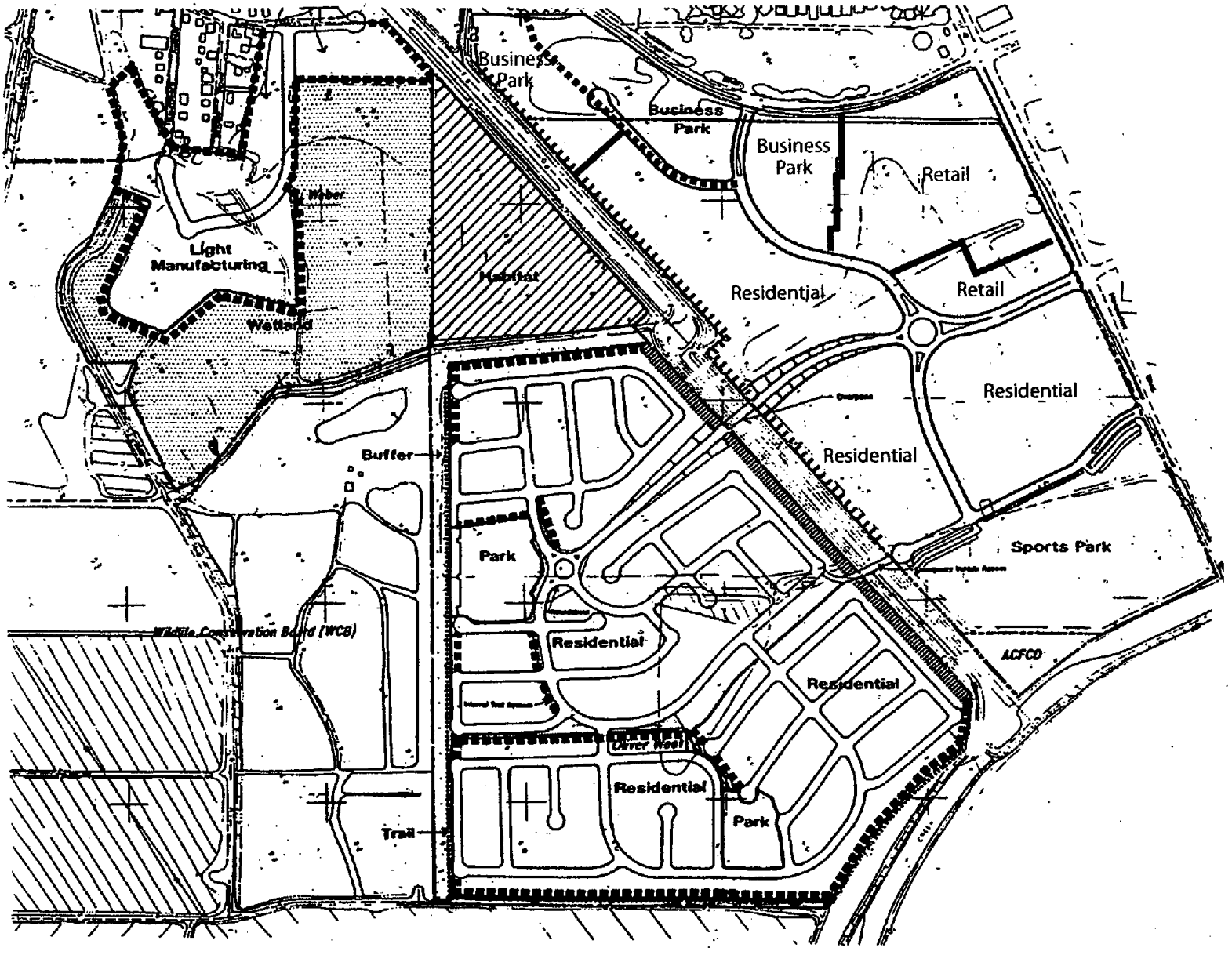
*5' or 10% of lot width at front setback line whichever is greater, up to 10'.

Note: 1) Road criteria is based in accordance with the City of Hayward "Standard Street Sections" for public streets; 2) All front yard setbacks are taken from back of curb to front of structure.

Different street character types make up the Streetscapes in and around the South of Route 92 Oliver West Residential Plan Area, including local arterial roads, Street A and two levels of local streets. The first level consists of a 25' minimum parkway on one side that includes the neighborhood trail system. The second level has two 5' sidewalks on both sides. These two Residential street types have 40' R.O.W.s and 36' of pavement with parking on both sides.

In Oliver East, residential street setbacks in the Eden Shores East developments will be determined through the PD process. Street setbacks for residential developments in the Legacy Eden Shores project will conform to requirements of the RM district, or as may be approved through the Planned Development (PD) process.

South of Route 92 Oliver/Weber Properties
Development Guidelines



LEGEND

SIDE OR REAR YARD WALL: MAXIMUM HEIGHT: 6'

SOUNDWALL HEIGHT: 10' (WALL AND BERM)

SOUNDWALL HEIGHT: UP TO 20'

PLAN AREA WALLS AND FENCING KEY MAP

Exhibit 5-A

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ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING EXECUTION OF AMENDMENT TO MOUNT EDEN BUSINESS AND SPORTS PARK COMMUNITY DEVELOPMENT AGREEMENT

THE CITY COUNCIL OF THE CITY OF HAYWARD DOES ORDAIN AS FOLLOWS:

Section 1. Findings. This ordinance authorizes the execution of an amendment to the existing Mount Eden Business and Sports Park Development Agreement ("Amendment to Development Agreement"), for the Legacy Eden Shores project to be developed on an approximately 60-acre site located to the north and east of the Eden Shores East residential project (the "Property"), which is a portion of the property commonly known as Oliver East. The findings and determinations contained in the following resolution are incorporated by this reference: Resolution _____, which approves General Plan Amendment PL 2007-0019, which amends the land use designations for the Property; Zone Change Application PL 2007-0232, reclassifying portions of the Property from Business Park (BP) District and Commercial Retail (CR) District to Medium Density Residential (RM) District, Neighborhood Commercial (CN) District and Regional Commercial (CR) District; Zoning Text Amendment Application PL 2007-0233 deleting the Commercial Retail (CR) District, amending the Business Park (BP) District and Neighborhood Commercial (CN) District and creating a new zoning district, the Regional Commercial (CR) Zoning District; and certain revisions to the South of 92/Oliver & Weber Properties Specific Plan and the South of 92 Development Guidelines. The following additional findings also support the adoption of this ordinance authorizing the execution of the Amendment to Development Agreement.

A. This ordinance is adopted pursuant to the enabling provisions of Article 9, Chapter 10 of the Hayward Municipal Code, the City's Development Agreement Ordinance, and the provisions of state law which authorize the City to enter into binding development agreements with persons having legal or equitable interests in real property for the development of their property, contained in Government Code sections 65864 through 65869.5.

B. The proposed Amendment to Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the City's General Plan, the City's zoning ordinance, the South of 92 Specific Plan, and the South of 92 Development Guidelines, all as amended.

C. The proposed development agreement is compatible with the uses authorized in, and the regulations prescribed for, the land use district in which the real property is located.

D. The proposed Development Agreement is in conformity with public convenience, general welfare, and good land use practice in that it will provide new housing opportunities as well as opportunities for expanded neighborhood and new regional commercial uses to serve residents in the surrounding area, where such opportunities in close proximity do not currently exist.

E. Existing or proposed public facilities have sufficient capacity to accommodate the proposed development in that additional access will be provided from the northern residential area to Industrial Boulevard; thereby providing a second means of ingress/egress to and from the development.

F. The public health, safety, and general welfare will be promoted and advanced by the proposed development in that mitigation measures will be required as a part of the development approvals to ensure that significant environmental impacts will be reduced to levels of insignificance, including those associated with dust and air quality, biological resources, cultural resources, hydrology, noise and recreation.

G. The orderly development of property or the preservation of the property values will be promoted and advanced by the proposed development in that mitigation measures will be required as part of the development approvals to ensure that any significant environmental impacts will be reduced to levels of insignificance, including those associated with dust and air quality, biological resources, cultural resources, hydrology, noise and recreation.

Section 2. Authorization to Execute Amendment to Development Agreement. Based on the findings set forth in this ordinance and in Resolution No._____, as well as a review of the proposed Amendment to the Mount Eden Business and Sports Park Community Development Agreement Relating to Development of Legacy Eden Shores project, a portion of Oliver East Property, submitted to the City Council at its October 9, 2007 meeting, the City Council hereby takes the following actions:

A. The City Manager is authorized to negotiate and execute the Amendment to Development Agreement, regarding the Legacy Eden Shores project, substantially in the form of the proposed Amendment to Development Agreement presented to the City Council on October 9, 2007, together with such minor clarifying changes as may be necessary upon approval by the City Manager after consultation with the City Attorney.

B. The City Manager is also authorized to take such further actions which he or she deems necessary and proper to carry out and or monitor performance of the terms of the executed Amendment to Development Agreement pursuant to applicable law and regulation. This authority includes but is not limited to execution of any further agreement which the City Manager deems necessary to

implement the Amendment to Development Agreement ("Implementation Agreement").

Section 3. Effective Date. This ordinance shall become effective upon adoption.

Section 4. Severance. Should any part of this ordinance be declared by a final decision by a court or tribunal of competent jurisdiction to be unconstitutional, invalid, or beyond the authority of the City, such decision shall not affect the validity of the remainder of this ordinance, which shall continue in full force and effect, provided that the remainder of the ordinance, absent the unexcised portion, can be reasonably interpreted to give effect to the intentions of the City Council.

INTRODUCED at a regular meeting of the City Council of the City of Hayward, held the_____day of_____, 2007, by Council Member_____.

ADOPTED at a regular meeting of the City Council of the City of Hayward held the _____ day of _____, 2007, by the following votes of members of said City Council.

AYES: COUNCIL MEMBERS:
MAYOR:

NOES: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

APPROVED: _____
Mayor of the City of Hayward

DATE: _____

ATTEST: _____
City Clerk of the City of Hayward

APPROVED AS TO FORM:

_____
City Attorney of the City of Hayward

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ORDINANCE NO.

AN ORDINANCE AMENDING ARTICLE 1 OF CHAPTER 10 OF THE HAYWARD MUNICIPAL CODE BY REZONING CERTAIN TERRITORY IN CONNECTION WITH ZONE CHANGE APPLICATION PL-2007-0232 RELATING TO PORTIONS OF THE OLIVER EAST PROPERTY

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

Section 1. Rezoning.

Article 1 of Chapter 10 of the Hayward Municipal Code is hereby amended to rezone a 36.3 acre portion of the property commonly known as Oliver East, located to the north and east of the Eden Shores East residential development, from Business Park (BP) District and Commercial Retail (CR) District to Business Park (BP) District, Medium Density Residential (RM) District, Neighborhood Commercial (CN) District and Regional Commercial (CR) District, to allow for the development of a total of 167 dwelling units, 500,000 square feet of office space and 216,000 square feet of retail space (referred to herein as the "Legacy Eden Shores project"). The Assessor Parcel Numbers of the property affected by these zone changes are shown in attached Exhibit "A" and are described as follows:

Reclassification from Business Park to Medium Density Residential:
456-0097-017-00, entire parcel
456-0097-021-00, entire parcel
456-0097-022-00, entire parcel
456-0097-023-00, entire parcel

Reclassification from Commercial Retail to Medium Density Residential:
456-0097-016-00, entire parcel

Reclassification from Business Park to Regional Commercial:
456-097-007-00, northern portion
456-097-008-00, eastern portion
456-097-011-00, eastern portion
456-097-012-00, eastern portion
456-097-013-00 entire parcel
456-097-014-00 entire parcel
456-097-015-00, northern portion

Reclassification from Business Park to Neighborhood Commercial:
456-097-007-00, southern portion
456-097-015-00, southern portion
456-097-008-00, southern tip

Parcels to remain designated Business Park:
456-097-003-00, entire parcel
456-097-004-03, entire parcel
456-097-004-04, entire parcel
456-097-008-00, western portion
456-097-009-00 entire parcel
456-097-010-00 entire parcel
456-097-011-00, western portion
456-097-012-00, western portion
456-097-024-00, entire parcel

The City Council has adopted a companion resolution, Resolution No. _____, adopting the Mitigated Negative Declaration, Mitigation Monitoring and Reporting Program and related Technical Memorandum and approving General Plan Amendment PL 2007-0019, Zone Change Application No. PL-2007-0232 and Zoning Text Change Application PL 2007-0233, which findings contained therein are incorporated herein by reference.

Section 2. Severance.

Should any part of this ordinance be declared by a final decision by a court or tribunal of competent jurisdiction to be unconstitutional, invalid or beyond the authority of the City, such decision shall not affect the validity of the remainder of this ordinance, which shall continue in full force and effect, provided that the remainder of the ordinance, absent the excised portion, can be reasonably interpreted to give effect to intentions of the City Council.

Section 3. Effective Date.

This ordinance shall become effective immediately upon adoption.

INTRODUCED at a regular meeting of the City Council of the City of Hayward, held the_____day of_____, 2007, by Council Member_____.

ADOPTED at a regular meeting of the City Council of the City of Hayward held the_____ day of _____, 2007, by the following votes of members of said City

Council.

AYES: COUNCIL MEMBERS:
MAYOR:

NOES: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

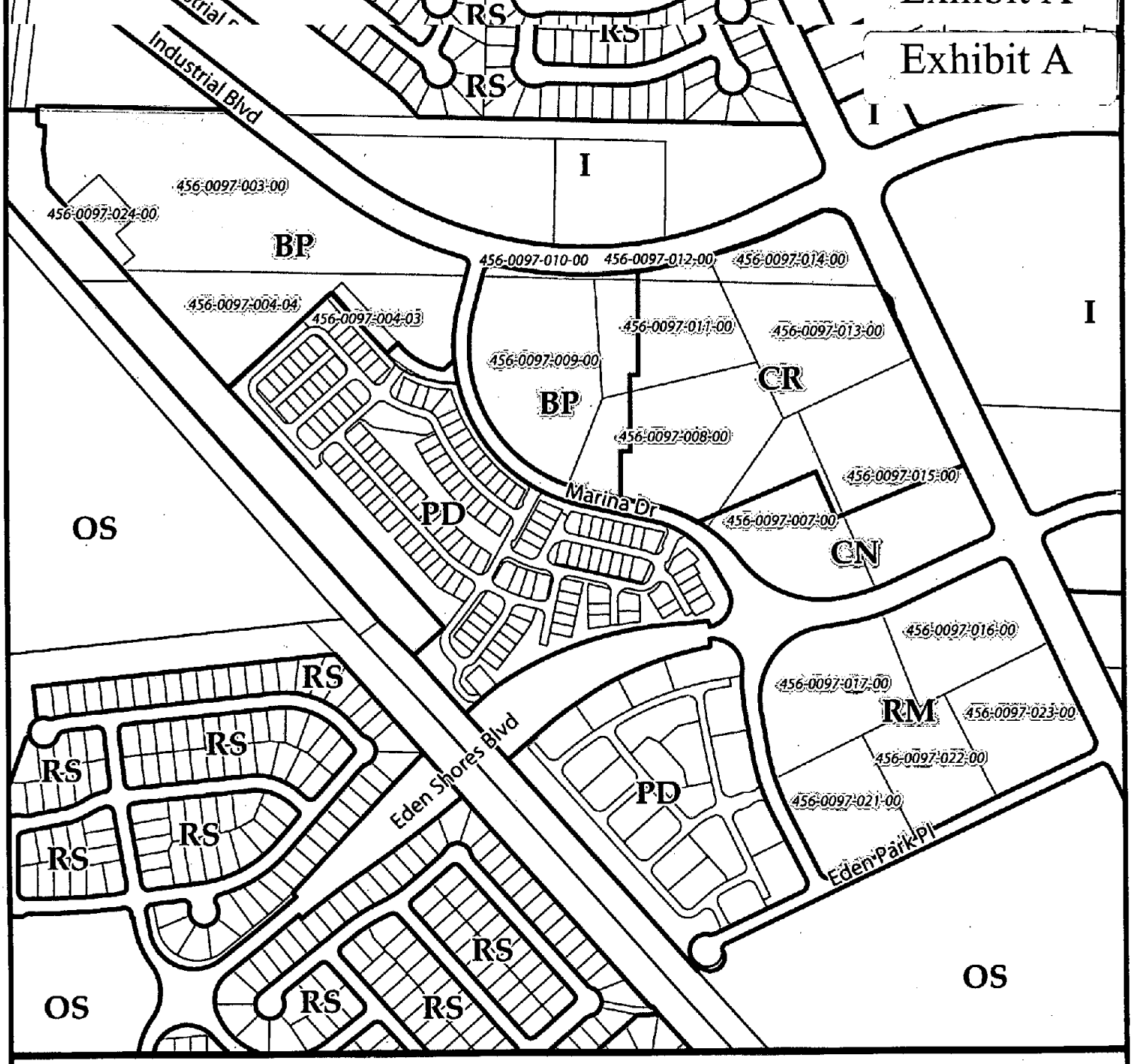
APPROVED:
Mayor of the City of Hayward

DATE:

ATTEST:
City Clerk of the City of Hayward

APPROVED AS TO FORM:

City Attorney of the City of Hayward



Proposed Zoning Designations

Zone Change Application Number PL-2007-0232

Zoning Classifications

RESIDENTIAL

RM	Medium Density Residential, min lot size 2500 sqft
RS	Single Family Residential, min lot size 5000 sqft
RSB6	Single Family Residential, min lot size 6000 sqft
RSB8	Single Family Residential, min lot size 8000 sqft

COMMERCIAL

CR	Regional Commercial (***Proposed New District***)
CN	Neighborhood Commercial

INDUSTRIAL

I	Industrial
LM	Light Manufacturing
BP	Business Park

OPEN SPACE

FP	Flood Plain
OS	Open Space

OTHER

PD	Planned Development

N

FEET 400 800

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ORDINANCE NO. _____

AN ORDINANCE AMENDING ARTICLE 1 OF CHAPTER 10 OF THE HAYWARD MUNICIPAL CODE DELETING THE COMMERCIAL RETAIL ZONING DISTRICT, AMENDING THE BUSINESS PARK ZONING DISTRICT AND THE NEIGHBORHOOD COMMERCIAL ZONING DISTRICT AND CREATING THE REGIONAL COMMERCIAL ZONING DISTRICT

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

Section 1. This City Council incorporates by reference the findings contained in Resolution No. _____, approving General Plan Amendment PL 2007-0019, Zone Change Application No. PL-2007-0232 and Zoning Text Change Application PL 2007-0233, as related to the approval of the Legacy Eden Shores project.

Section 2. Upon adoption of this ordinance, Sections 10-1.1400 through 10-1.1445 of Article 1 of Chapter 10 of the Hayward Municipal Code, relating to the Commercial Retail (CR) District, are hereby repealed.

Section 3. Upon the adoption of this ordinance, Sections 10-1.1400 through 10-1.1445 of Article 1 of Chapter 10 of the Hayward Municipal Code, creating the Regional Commercial (CR) District, are hereby enacted to read as set forth in Exhibit "A" incorporated herein by reference.

Section 4. Upon the adoption of this ordinance, Sections 10-1.1700 through 10-1.1745 of Article 1 of Chapter 10 of the Hayward Municipal Code, relating to the Business Park (BP) District, are hereby amended to read as set forth in Exhibit "B" incorporated herein by reference.

Section 5. Upon adoption of this ordinance, Section 10-1.845 of Article 1 of Chapter 10 of the Hayward Municipal Code is amended to add the following sentence to the end of the first paragraph: "The development of CN-zoned properties in the South of Route 92 planning area is also subject to the provisions of the South of Route 92/Oliver and Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber Properties."

Section 6. Should any part of this ordinance be declared by a final decision by a court or tribunal of competent jurisdiction to be unconstitutional, invalid, or beyond the authority of the City, such decision shall not affect the validity of the remainder of this ordinance, which shall continue in full force and effect, provided that the remainder of the ordinance, absent the

unexcised portion, can be reasonably interpreted to give effect to the intentions of the City Council.

Section 7. In accordance with the provisions of Section 620 of the City Charter, this ordinance shall become effective immediately upon adoption.

INTRODUCED at a regular meeting of the City Council of the City of Hayward, held the_____day of _____, 2007, by Council Member _____.

ADOPTED at a regular meeting of the City Council of the City of Hayward held the _____ day of _____, 2007, by the following votes of members of said City Council.

AYES: COUNCIL MEMBERS:
MAYOR:

NOES: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

APPROVED: _____
Mayor of the City of Hayward

DATE: _____

ATTEST: _____
City Clerk of the City of Hayward

APPROVED AS TO FORM:

_____
City Attorney of the City of Hayward

SEC. 10-1.1400 REGIONAL COMMERCIAL D

Exhibit A

SEC. 10-1.1400 REGIONAL COMMERCIAL DISTRICT (CR)

Sections:

Section 10-1.1405 Purpose.
Section 10-1.1410 Subdistricts.
Section 10-1.1415 Uses Permitted.
Section 10-1.1420 Conditionally Permitted Uses.
Section 10-1.1425 Lot Requirements.
Section 10-1.1430 Yard Requirements.
Section 10-1.1435 Height Limit.
Section 10-1.1440 Site Plan Review Required.
Section 10-1.1445 Minimum Design and Performance Standards.

SEC. 10-1.1405 PURPOSE.

The CR District is intended to provide for the sale of retail goods with a regional or sub-regional marketing base, pursuant to an adopted specific plan or design plan.

SEC. 10-1.1410 SUBDISTRICTS.

None.

SEC. 10-1.1415 USES PERMITTED.

a. **Primary Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District, as primary uses.

(1) Retail Commercial Uses
(a) Major retail anchor (Minimum 100,000 square feet required)

b. **Secondary Uses**. The following uses, or uses determined to be similar by the Planning Director, are only permitted as ancillary uses to the primary uses permitted in the CR District:

(1) Retail Commercial Uses. (No minimum square footage required)
(a) Office supply, furniture and business machine stores.
(b) Electronics store.
(c) Restaurant. (Full service only)
(d) Sporting goods store.
(e) Supermarket.

(2) Automobile Related Uses.
(a) Service station.

(3) Other Uses.

(a) Public agency facilities.

(4) Accessory buildings and uses. (See Section 10.1.845)

SEC. 10-1.1420 CONDITIONALLY PERMITTED USES.

a. **Administrative Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District subject to approval of an administrative use permit:

None.

b. **Conditional Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the CR District, subject to approval of a conditional use permit:

(1) Administrative and Professional Offices/Services.
None.

(2) Automobile Related Uses.
None.

(3) Personal Services.
None.

(4) Residential Uses.
None.

(5) Retail Commercial Uses.
(a) Restaurant. (Not full service)

(6) Service Commercial Uses.
None.

(7) Other Uses.
None.

SEC. 10-1.1425 LOT REQUIREMENTS.

a.	Minimum Lot Size:	5 acres.
b.	Minimum Lot Frontage:	400 feet.
c.	Minimum Average Lot Width:	400 feet.
d.	Maximum Lot Coverage:	30 percent.
e.	Minimum Average Lot Depth:	200 feet.
f.	Special Lot Requirements and Exceptions:	See General Regulations Section 10-1.2720.

SEC. 10-1.1430 YARD REQUIREMENTS.

a.	Minimum Front Yard:	Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines. (40 feet along Hesperian Boulevard, 23.5-31.5 feet along Industrial Boulevard east of Marina Drive, 31.5 feet along Industrial Boulevard west of Marina Drive, and 33 feet along Marina Drive and all other streets)
b.	Minimum Side Street Yard:	Same as Public Service Easements specified in South of Route 92 Specific Plan Development Guidelines. (33 feet along Hesperian Boulevard, Industrial Boulevard, Marina Drive and all other Streets)
c.	Minimum Side Yard:	25 feet. (10 feet if adjacent to BP District)
d.	Minimum Rear Yard:	25 feet.
e.	Special Yard Requirements and Exceptions:	See General Regulations Section 10-1.2725.

SEC. 10-1.1435 HEIGHT LIMIT.

a.	Maximum Height Permitted:	50 feet.
b.	Maximum Accessory Building Height:	14 feet.
c.	Maximum Height for Fences/hedges/walls:	
	(1) Front and Side Street Yard	4 feet.
	(2) Side and Rear Yard	6 feet.
d.	Special Height Requirements and Exceptions:	See General Regulations Section 10-1.2730.

SEC. 10-1.1440 SITE PLAN REVIEW REQUIRED.

Site Plan Review approval is required before issuance of any building, grading, or construction permit within this district only if the Planning Director determines that a project materially alters the appearance and character of the property or area or may be incompatible with City policies, standards, or guidelines.

SEC. 10-1.1445 MINIMUM DESIGN AND PERFORMANCE STANDARDS.

The City recognizes that high-quality design of commercial structures can contribute to a positive appearance of neighborhoods and improve the overall character of the community. This Section establishes design and performance standards that shall apply to the construction of commercial buildings and certain commercial uses in the CR District, including but not limited to cultural or recreational facilities.

a. Parking.

On-site parking shall be provided at 1 space per 200 square feet; compact spaces shall comprise no more than 30 percent of the total spaces.

b. South of Route 92 Area.
The development of CR zoned properties in the South of Route 92 planning area are also subject to the provisions of the South of Route 92/Oliver & Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber properties.

c. Window Coverage.

Transparent windows and doors of buildings occupied by businesses engaging in retail sales, all or a portion of which are within 5 vertical feet of the floor and which are visible from public rights-of-way or pedestrian walkways or are otherwise visible by the general public from the exterior, shall remain free of coverings and materials that prevent views into or out of the stores. Retail goods intended for sale, or goods being stored, or other coverings or materials shall be located no closer than 5 feet from a transparent window or door, unless thy are located beneath or above a window and are not visible form public rights-of-way or pedestrian walkways or are otherwise visible by the general public. This section shall not apply to signs or retail goods that are presented within or adjacent to a window and that are part of a decorative window display, as determined by the Planning Director.

Exhibit B

SEC. 10-1.1700 BUSINESS PARK

SEC. 10-1.1700 BUSINESS PARK DISTRICT (BP)

Sections:

Section 10-1.1705 Purpose.
Section 10-1.1710 Subdistricts.
Section 10-1.1715 Uses Permitted.
Section 10-1.1720 Conditionally Permitted Uses.
Section 10-1.1725 Lot Requirements.
Section 10-1.1730 Yard Requirements.
Section 10-1.1735 Height Limit.
Section 10-1.1740 Site Plan Review Required.
Section 10-1.1745 Minimum Design and Performance Standards.

SEC. 10-1.1705 PURPOSE.

The BP District is intended to provide for establishment of high quality business office parks in a campus environment at key locations within the Industrial Corridor.

SEC. 10-1.1710 SUBDISTRICTS.

None.

SEC. 10-1.1715 USES PERMITTED.

a. **Primary Uses**. The following uses, or uses determined to be similar by the Planning Director, are permitted in the BP District as primary uses.

(1) Administrative and Professional Offices/Services.
- (a) Administrative, executive and business offices (excluding check cashing).
- (b) Business service offices, including employment agencies, accountants, notaries, stenographic, addressing, computing and related services.
- (c) Business consultant offices.
- (d) Design professions offices (engineering, architectural, drafting, etc.).
- (e) Research, development, analytical and scientific offices.
- (f) Manufacturers' representatives and sales offices.
- (g) Headquarters or region-wide finance, insurance and real estate offices.
- (h) Medical and dental clinics that provide services to workers in the surrounding areas, and nearby residents.
- (i) Travel agencies.
- (j) Publishing.

SEC. 10-1.1700 BUSINESS PARK DISTRICT (BP)

(2) Other Uses.
(a) Public agency facilities.
(b) Restaurants, sports and fitness facilities/centers and other uses determined by the Planning Director to be compatible with and promoting business park/office development.

b. **Secondary Uses**. The following uses are permitted as secondary or subordinate uses to the uses permitted in the BP District:
None.

SEC. 10-1.1720 CONDITIONALLY PERMITTED USES.

The following uses are permitted in the BP District subject to approval of a conditional use permit:

None.

SEC. 10-1.1725 LOT REQUIREMENTS.

		Along Industrial Boulevard and West of Marina Drive	Along Marina Drive
a.	Minimum Lot Size:	1.0 acre.	3,500 square feet
b.	Minimum Lot Frontage:	200 feet.	None
c.	Minimum Average Lot Width:	200 feet.	None
d.	Minimum Lot Depth:	200 feet.	None
e.	Special Lot Requirements and Exceptions:	See Sec. 10-1.2720.	See Sec. 10-1.2720

SEC. 10-1.1730 YARD REQUIREMENTS.

a.	Minimum Front Yard:	Same as Public Service Easements specified in the South of Route 92 Specific Plan Development Guidelines. (40 feet along Hesperian Boulevard, 23.5-31.5 feet along Industrial Boulevard east of Marina Drive, 31.5 feet along Industrial Boulevard west of Marina Drive, and 33 feet along Marina Drive and all other streets)
b.	Minimum Side Street Yard:	Same as Public Service Easements specified in the South of Route 92 Specific Plan Development Guidelines. (33 feet along Hesperian Boulevard, Industrial Boulevard, and 25 feet along Marina Drive and all other streets)
c.	Minimum Side Yard:	25 feet.
d.	Minimum Rear Yard:	25 feet.
e.	Special Yard Requirements and Exceptions:	See Section 10-1.2725.

SEC. 10-1.1735 HEIGHT LIMIT.

a.	Maximum Height Permitted:	None
b.	Maximum Accessory Building Height:	N/A
c.	Maximum Height for Fences/Hedges/Walls:	
	(1) Front and Side Street Yard:	No fences or walls allowed.
	(2) Side and Rear Yard:	6 feet.
d.	Special Height Requirements and Exceptions:	See Sec. 10-1.2730.

SEC. 10-1.1740 SITE PLAN REVIEW REQUIRED.

Site Plan Review approval is required before issuance of any building, grading, or construction permit within this district only if the Planning Director determines that a project materially alters the appearance and character of the property or area or may be incompatible with City policies, standards, guidelines.

SEC. 10-1.1745 MINIMUM DESIGN AND PERFORMANCE STANDARDS.

This Section establishes design and performance standards that shall apply to the construction of office and commercial buildings and uses in the BP District.

a. **Parking**.

On-site parking shall be provided at 1 space per 250 square feet; compact spaces shall comprise no more than 30 percent of the total spaces.

b. **South of Route 92 Area.**

The development of BP zoned properties in the South of Route 92 planning area is also subject to the provisions of the South of Route 92/Oliver & Weber Properties Specific Plan and the Development Guidelines for the South of Route 92 Oliver/Weber properties. Proposed development must be designed in a comprehensive manner with compatible architectural styles and integrated pedestrian connections, parking areas, and open space amenities.

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