

March 23, 2009

Lara Weisiger
City Clerk
Alameda City Hall
2263 Santa Clara Avenue
Room 380
Alameda, CA 94501

FILED
MAR 26 2009
CITY OF ALAMEDA
CITY CLERK'S OFFICE

Dear Ms. Weisiger:

Enclosed is the text of a proposed initiative to be submitted to the voters of the City of Alameda. The proposed initiative is entitled the "Alameda Point Revitalization Initiative." I request that a copy be forwarded to the City Attorney and that a ballot title and summary be prepared by the City Attorney.

Please send the title and summary to our attorney:

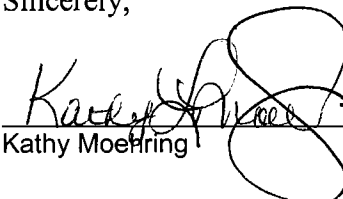
Barry Fadem
3527 Mt. Diablo Blvd., #192
Lafayette, CA 94549
Bfadem1@aol.com
(925) 283-0581

Also enclosed please find:

- (1) a Notice of Intent to Circulate an Initiative Petition; and
- (2) a statement signed by the proponents prepared pursuant to Section 9608 of the California Elections Code
- (3) a check in the amount of \$200 payable to the City of Alameda

My mailing address is shown on Attachment A to this letter. If there is any further information I can provide, please do not hesitate to contact me.

Sincerely,


Kathy Moehring

Kathy Moehring

1808 Nason Street

Alameda, CA 94501

NOTICE OF INTENT TO CIRCULATE PETITION

FILED
MAR 26 2009
CITY OF ALAMEDA
CITY CLERK'S OFFICE

Notice is hereby given by the person whose name appears hereon of her intention to circulate the petition within the City of Alameda for the purpose of qualifying the Alameda Point Revitalization Initiative for the ballot. A statement of the reasons for the proposed action contemplated in the petition is as follows:

Alameda Point is a portion of the former Naval Air Station Alameda (NAS Alameda) that encompasses approximately 912 acres of uplands and approximately 166 acres of submerged lands at the western end of the City of Alameda. Past operations of the Navy at the now closed NAS Alameda resulted in acres of contaminated soil and groundwater that pose significant environmental health risks.

The Initiative will:

- Facilitate the clean up of toxic contaminants
- Pursue a transit-oriented development strategy that supports transit with residential density occurring in close proximity to a new ferry terminal and transit hub
- Protect and improve the waterfront by enhancing public views of and access to the waterfront
- Distribute a range of parks and open spaces throughout Alameda Point that better link up with the City, the Bay and Estuary
- Provide a long-term revenue stream to the City's general fund while avoiding future losses to the City from the need to maintain NAS Alameda in its current, dilapidated fashion
- Stimulate job creation and economic growth through installation of needed site improvements and new commercial expansion
- Allow for redevelopment of an underutilized part of the City with new jobs, homes, services, open space and recreation and provide a wide range of housing types.

The Initiative amends the Alameda City Charter. The Initiative also amends the General Plan of the City of Alameda to add a new chapter which addresses the unique plan goals, policies and implementation measures for Alameda Point.

The Initiative adopts a Specific Plan which provides a comprehensive land use plan that includes a maximum of 4,346 new residential units, plus 186 existing Collaborative Housing units and the reuse of existing residential buildings for up to 309 residential units; up to 350,000 square feet of retail uses and 3,182,000 square feet of other commercial and business park uses (including up to 500,000 square feet of adaptively reused space) and up to 260,000 square feet

for civic/institutional uses; together with approximately 600 marina boat slips, approximately 145 acres of parks and open space and three large existing piers.

The Initiative amends the Zoning Ordinance to establish a new Alameda Point Specific Plan District (AP-SP).

The Initiative adopts a Development Agreement that requires the developer of Alameda Point to fund up to \$200 million for the construction of : (1) Regional Alameda Point Sports Complex; (2) parks and publicly-accessible open space within Alameda Point; (3) improvements to Seaplane Lagoon frontage; (4) Bay Trail extension; (5) on-site and off-site traffic and transit improvements, including adequate vehicular access to and within Alameda Point; (6) ferry terminal and transit hub; (7) improvements to the existing fire station; and (8) branch library.


Kathy Moehring


Date

**STATEMENT BY PROPONENT PURSUANT TO CALIFORNIA ELECTIONS
CODE SECTION 9608**

Kathy Maehring
I, (print name), acknowledge that it is a misdemeanor under state law
(California Elections Code section 18650) to knowingly or willfully allow the signatures on an
initiative petition to be used for any purpose other than qualification of the proposed measure
for the ballot. I certify that I will not knowingly or willfully allow the signatures for this
initiative to be used for any purpose other than qualification of the measure for the ballot.

Kathy Maehring
(Signature of Proponent)

Dated this 19 day of MARCH 2009

FILED
MAR 26 2009
CITY OF ALAMEDA
CITY CLERK'S OFFICE

ALAMEDA POINT REVITALIZATION INITIATIVE

FILED
MAR 26 2009
CITY OF ALAMEDA
CITY CLERK'S OFFICE

SECTION 1. Title.

This measure shall be known and may be cited as the “Alameda Point Revitalization Initiative” or the “Initiative.”

SECTION 2. Findings and Declarations.

The people of the City of Alameda hereby find and declare as follows:

(a) Alameda Point is a portion of the former Naval Air Station Alameda (NAS Alameda) that encompasses approximately 918 acres of uplands and approximately 166 acres of submerged lands at the western end of the City of Alameda. Alameda Point gives the City and the residents of Alameda a unique opportunity to implement a transit-oriented development that incorporates historic reuse and economic redevelopment principles and that takes advantage of Alameda Point’s unique location and potential.

(b) Over the years, many plans for Alameda Point have been discussed but little progress has been made. Past operations of the Navy at the now-closed NAS Alameda resulted in acres of contaminated soil and groundwater that pose significant environmental health risks. Toxic clean up of this property is vital and must occur to make development work at Alameda Point.

(c) The Initiative will facilitate the clean up of toxic contaminants consistent with federal and state laws that are protective of human health and the environment. Additional environmental protection will be provided by enhancing the clean up effort provided by the Navy through remediation of contaminants not addressed in the Navy plan, such as lead, asbestos and contaminants in soil below roadways and buildings that will be relocated or demolished.

(d) The Initiative will pursue a transit-oriented development strategy that supports transit with residential density occurring in close proximity to a new ferry terminal and transit hub. Transit options will be provided and transit usage will be facilitated through resident and business education and incentives.

(e) The Initiative will protect and improve the waterfront by enhancing public views of and access to the waterfront and creatively encouraging the usage of the waterfront by providing a waterfront promenade, public art, open space and other public amenities. New marina slips and modern support facilities will be provided to help satisfy the demand for marina slips in the City and the Bay Area.

(f) The Initiative will promote environmental sustainability, reduction in energy consumption, water usage, greenhouse gases and solid waste generation through compact community planning, transit solutions, water recycling, energy-efficient building design, use of

recycled materials, and application of low water demand techniques in all new development, including landscape development.

(g) Without redevelopment, Alameda Point is expected to be a drain on City resources in years to come. This could result in additional costs to Alameda residents. Maintenance and repair of aging infrastructure systems (sewers, water, storm drains, electrical, roads and sidewalks) and deteriorating buildings are currently the responsibility of Alameda taxpayers.

(h) The plan provided for in this Initiative calls for distribution of parks and open spaces throughout Alameda Point that better link the Plan Area with the rest of Alameda, the Bay and Estuary. Public waterfront access will be maintained and enhanced, with parks, trails and plazas to help connect the island with the Bay, while being respectful of wildlife and natural resources.

(i) The Initiative will stimulate job creation and economic growth through installation of needed site improvements and new commercial expansion. The local economy and the community will be strengthened and diversified by adding business park uses and retail uses. This will bring more permanent jobs to Alameda.

(j) The Initiative will provide a long-term revenue stream to the City's general fund that will support future City services, while avoiding future losses to the City from the need to maintain and operate NAS Alameda in its current, dilapidated fashion. Alameda Point will avoid negative impacts to City funds by requiring fiscal neutrality. During and following build-out, Alameda Point will not financially burden current taxpayers.

(k) Because of the importance of Alameda Point, numerous public meetings were held to gather public feedback on the development plan for the area. This Initiative embodies the wisdom gained from these public dialogues about the future of Alameda Point.

(l) The Initiative will allow for redevelopment of an underutilized part of the City with new jobs, homes, services, open space and recreation. A wide range of housing types will be provided. Key historic resources will be adaptively reused with civic, commercial and residential uses.

(m) The Initiative will eliminate blight, including abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities. Alameda Point will create a highly walkable neighborhood with nodes of compact development and connections between them, incorporating the tree-lined street character and grid pattern that is characteristic of the existing City.

(n) The Initiative will maintain and improve Alameda Point's natural qualities with public open spaces, active and passive recreational uses and marine-related recreational uses.

(o) In order to accomplish these goals, the Initiative amends Article XXVI of the Alameda City Charter which prohibits the construction of multiple dwelling units and sets a

minimum lot area of 2,000 square feet per unit. Creating an integrated mixed-use area and a transit oriented development will require a wide range of housing types. Multifamily housing, townhomes, condominiums and apartments provide many people with an appropriate lifestyle alternative to the single-family home.

(p) The Initiative amends the General Plan of the City of Alameda to assure consistency between the existing General Plan and the plan for Alameda Point that is the subject matter of this measure. The Initiative also adds a new chapter to the General Plan entitled the Alameda Point Community Plan which addresses the unique plan goals, policies and implementation measures for Alameda Point.

(q) The Initiative adopts the Alameda Point Specific Plan which provides a comprehensive land use plan for the redevelopment of Alameda Point. The program includes a maximum of 4,346 new residential units, plus 186 existing Collaborative Housing units, which may be relocated, and the reuse of existing residential buildings for up to 309 residential units; up to 350,000 square feet of retail uses and 3,182,000 square feet of other commercial and business park uses (including up to 500,000 square feet of adaptively reused space) and up to 260,000 square feet for civic/institutional uses; and approximately 600 marina boat slips, approximately 145 acres of parks and open space and three large existing piers.

(r) The Initiative amends the Zoning Ordinance to establish a new Alameda Point Specific Plan District (AP-SP). The purpose of the new district is to implement the Alameda Point Specific Plan which encourages a transit-oriented development, historic reuse and economic redevelopment of Alameda Point.

(s) The Initiative adopts a Development Agreement consistent with state law covering the long term planning of Alameda Point. Pursuant to the terms of the Development Agreement, the developer of Alameda Point is required to fund, or cause the funding of, in an amount not to exceed \$200 million, the construction of all of the following: (1) the Regional Alameda Point Sports Complex; (2) parks, publicly-accessible open space and public art within Alameda Point to serve the residents of Alameda Point and surrounding neighborhoods; (3) improvements to Seaplane Lagoon frontage; (4) the Bay Trail extension within Alameda Point; (5) on-site and off-site traffic and transit improvements; (6) a ferry terminal and transit hub; (7) improvements to the existing fire station; and (8) a branch library. The developer will work with the City and community to finalize the design for these developments which must be constructed pursuant to the terms of the Development Agreement.

(t) The Initiative provides that in the event that the United States Government conveys, sells or leases the land that comprises Alameda Point to any person other than the Alameda Redevelopment and Reuse Authority, the Initiative is of no further force or effect. The Initiative also provides that its provisions can only be amended under certain conditions, the first of which is by a majority vote of the voters at a subsequent City election. The Initiative may be amended under certain limited conditions by an application submitted by the developer to the City and subsequently approved by the City Council. Finally, the Initiative may be amended by the City Council in the event there are federal, state or regional legal requirements that make amendments necessary in order to achieve the purposes and intent of the Initiative.

SECTION 3. Purpose and Intent.

The people of the City of Alameda hereby declare their purposes and intent in enacting this Initiative is as follows:

(a) To implement a transit-oriented development that is respectful of key historic resources and promotes economic redevelopment of Alameda Point in a manner that takes advantage of the area's unique location and potential.

(b) To ensure that Alameda Point is cleaned of toxic materials consistent with federal and state laws to meet appropriate standards for residential and commercial use and is safe for all the residents of Alameda.

(c) To facilitate the clean up of toxic contaminants and enhance the clean up effort provided by the Navy through remediation of contaminants such as lead, asbestos and contaminants in soil below roadways and buildings that will be relocated or demolished.

(d) To pursue a transit-oriented development strategy that supports residential density occurring in close proximity to a new ferry terminal and transit hub and provides transit options and facilitates transit usage.

(e) To protect and improve the waterfront by enhancing public views and access to the waterfront and to provide a waterfront promenade, public art, open space and new marina slips.

(f) To promote environmental sustainability, reduction in energy consumption, water usage, greenhouse gases and solid waste generation through compact community planning, water recycling, energy-efficient building design, use of recycled materials and application of low water demand techniques in all new development, including landscape development.

(g) To upgrade infrastructure systems (sewers, water, storm drains, electrical, roads, sidewalks) at Alameda Point and to eliminate the burden to the City and local taxpayers of maintaining and repairing aging infrastructure and deteriorating buildings.

(h) To distribute parks and open spaces throughout Alameda Point that better link Alameda Point with the rest of Alameda, the Bay and Estuary and to maintain and enhance parks, trails and plazas to help connect the island with the Bay, while being respectful of wildlife and natural resources.

(i) To stimulate job creation and economic growth through installation of needed site improvements to facilitate new commercial expansion and to strengthen and diversify the local economy and community by adding business park uses and retail uses.

(j) To provide a long-term revenue stream to the City's general fund that will support future City services and avoid negative impacts to City funds by requiring fiscal neutrality.

(k) To make use of the wisdom gained from numerous public meetings that were held to gather public feedback on the development program contained in this Initiative.

(l) To redevelop an underutilized part of the City with new jobs, homes, services, open space and recreation, to reuse key historic resources for civil, commercial and residential uses and to provide a wide range of housing types and an array of household types.

(m) To eliminate blight, including abandoned buildings and deteriorated public improvements, facilities and utilities and to create a highly walkable neighborhood that incorporates the tree-lined street character and grid pattern that is characteristic of the City.

(n) To maintain and improve Alameda Point's natural qualities with new public open spaces, active and passive recreational uses and marine-related recreational uses.

(o) To amend Article XXVI of the Alameda City Charter to allow for the creation of an integrated mixed-use area with a wide range of housing types.

(p) To amend the General Plan of the City of Alameda to assure consistency between the General Plan and the plan for Alameda Point and to add a new chapter to the General Plan entitled the Alameda Point Community Plan which addresses the unique goals, policies and implementation measures for Alameda Point.

(q) To adopt the Alameda Point Specific Plan which provides a comprehensive land use plan for the redevelopment of Alameda Point and includes a maximum of 4,346 new residential units, plus 186 existing Collaborative Housing units, which may be relocated, and the reuse of existing residential buildings for up to 309 residential units; up to 350,000 square feet of retail uses and 3,182,000 square feet of other commercial and business park uses (including up to 500,000 square feet of adaptively reused space) and up to 260,000 square feet for civic/institutional uses; and approximately 600 marina boat slips, approximately 145 acres of parks and open space and three large existing piers.

(r) To amend the Zoning Ordinance to establish a new Alameda Point Specific Plan District (AP-SP) to implement the Alameda Point Specific Plan which encourages transit-oriented development, historic reuse and economic redevelopment of Alameda Point.

(s) To adopt a Development Agreement consistent with state law covering the long term planning of Alameda Point which requires the developer of Alameda Point to fund, or cause the funding of, in an amount not to exceed \$200 million, the construction of public improvements in accordance with the terms of the Development Agreement and the Alameda Point Specific Plan.

(t) To render the Initiative of no further force or effect if the United States Government conveys, sells or leases the land comprising Alameda Point to any person other than the Alameda Redevelopment and Reuse Authority, and to provide for amendment of the Initiative under certain conditions.

SECTION 4. Charter Amendment.

Article XXVI of the Charter of the City of Alameda is amended as follows:

Article XXVI Multiple Dwelling Units.

Sec. 26-1. There shall be no multiple dwelling units built in the City of Alameda.

Sec. 26-2. Exception being the Alameda Housing Authority replacement of existing low cost housing units and the proposed Senior Citizens low cost housing complex, pursuant to Article XXV of the Charter of the City of Alameda.

Sec. 26-3. The maximum density for any residential development within the City of Alameda shall be one housing unit per 2,000 square feet of land. This limitation shall not apply to the repair or replacement of existing residential units, whether single-family or multiple-unit, which are damaged or destroyed by fire or other disaster; provided that the total number of residential units on any lot may not be increased. This limitation also shall not apply to replacement units under Section 26-2.

Sec. 26-4. The provisions of this Article shall not apply to Alameda Point, as described in the Alameda Point Community Plan.

SECTION 5. General Plan Amendments.

(a) Chapter 9 of the City of Alameda General Plan is hereby amended as set forth in the revised Chapter 9 attached hereto as Exhibit A and incorporated herein by reference. Figures 9-1, 9-2, 9-4, 9-5, 9-6 and 9-7 in Chapter 9 are hereby amended as shown in Exhibit A. Figures 9-3 and 9-8 are hereby deleted in their entirety as shown in Exhibit A.

(b) Chapter 11 attached hereto as Exhibit B and incorporated herein by reference is hereby added to the City of Alameda General Plan.

(c) The City of Alameda General Plan is hereby amended as set forth in Exhibit C attached hereto and incorporated herein by reference.

SECTION 6. Alameda Point Specific Plan.

The Alameda Point Specific Plan attached hereto as Exhibit D and incorporated herein by reference is hereby adopted.

SECTION 7. Zoning Map and Text Amendments.

(a) Zoning Map Amendment

The City's Zoning Map is hereby amended to show the new Alameda Point Specific Plan District (AP-SP) created by this Initiative. Specifically, Section 11-116 of Ordinance 1277, N.S.,

is amended from Intermediate Industrial (Manufacturing) District and Special Government Combining District (M-1-G) to Alameda Point Specific Plan District (AP-SP) for that certain real property situated within the City of Alameda, County of Alameda, State of California, as shown on the attached Exhibit E and as described as follows:

<i>Gross Acreage</i>	<i>Assessor's Parcel(s)</i>	<i>Existing Zoning</i>	<i>Rezoned To</i>
Approximately 918 acres of uplands and 166 acres of submerged lands	To be determined by the assessor	M-1-G	AP-SP

(b) Zoning Text Amendments

1. *Amendment to Zoning Code Section 30-3.1.*

Zoning Code Section 30-3.1, Designation of Districts, is hereby amended to read as follows:

30-3.1 Designation of Districts.

The several classes of general districts hereby provided, and into which the City may be divided, are designated as follows:

Map Symbol	District Designation
R-1	One-Family Residence District
R-2	Two-Family Residence District
R-3	Garden Residential District
R-4	Neighborhood Residential District
R-5	General Residential District
R-6	Hotel-Residential District
AP	Administrative-Professional District
C-1	Neighborhood Business District
C-2	Central Business District
C-C	Community Commercial District
C-M	Commercial-Manufacturing District
M-1	Intermediate Industrial (Manufacturing) District
M-2	General Industrial (Manufacturing) District
M-X	Mixed Use Planned Development District
O	Open Space District
<u>AP-SP</u>	<u>Alameda Point Specific Plan District</u>

2. *Amendment to Zoning Code Section 30-4.*

Zoning Code Section 30-4, District Uses and Regulations, is hereby amended to add a new zoning district classification, "30-4.23 AP-SP, Alameda Point Specific Plan District."

3. *New Zoning Code Section 30-4.23.*

A new Section 30-4.23, Alameda Point Specific Plan District, is added to the Zoning Code to regulate development at Alameda Point. The new Zoning Code text follows:

30-4.23 AP-SP, Alameda Point Specific Plan District.

a. *Purpose.* The purpose of the Alameda Point Specific Plan District (AP-SP) is to implement the Alameda Point Specific Plan, which encourages a balanced approach to transit-oriented development, environmental sustainability, historic preservation, and economic redevelopment of a portion of the former Naval Air Station Alameda.

b. *Established.* The Alameda Point Specific Plan District (AP-SP) is established as a separate zoning district classification over that certain real property shown on the City's Zoning Map as within the AP-SP District.

c. *Applicability.* Real property within the Alameda Point Specific Plan District, as delineated and described on the City's Zoning Map, shall be used, and buildings and other improvements shall be erected, constructed, enlarged, altered, moved, occupied or used in accordance with the Alameda Point Specific Plan. Except as expressly noted therein, the Alameda Point Specific Plan shall contain all the zoning regulations applicable to the AP-SP District including, but not limited to, permissible and conditional uses, development standards (such as, for example, density and intensity of use, building height, size, massing, setbacks, and parking) and implementation procedures. The AP-SP District is intended to enable and encourage flexibility in the design and development of the land, pursuant to the Alameda Point Community Plan and Alameda Point Specific Plan, so as to promote redevelopment in the context of the district's unique location and potential.

SECTION 8. Development Agreement.

In order to implement the provisions of the Initiative, and pursuant to the authority of Government Code Section 65867.5 specifying that a development agreement is a legislative act, the Development Agreement attached as Exhibit F and incorporated herein by reference is hereby adopted as an ordinance of the City and approved. Not later than five (5) days following the effective date of the Initiative, the City, by and through its City Manager, shall sign the Development Agreement and complete the intentionally omitted information in the introductory paragraph of the Development Agreement and in the signature block thereof with the name or names of the person or persons having a legal or equitable interest in the real property described on Exhibit 1 and depicted on Exhibit 2 of the Development Agreement, excluding any federal, state, or local governmental entity, department, agency, or joint powers authority, including, but not limited to, the United States Government acting on its own behalf or through any department, including the Department of the Navy and the Alameda Reuse and Redevelopment Authority ("United States Government"). For purposes of this section, a vendee or a person having an option to purchase or option to lease longer than 30 years shall qualify as a person having an equitable interest in the real property described on Exhibit 1 and depicted on Exhibit 2 of the Development Agreement. After the signatures of the City Manager and the holder or holders of

such interests in the real property are acknowledged, the City Clerk shall record the Development Agreement in accordance with California Government Code section 65868.5.

SECTION 9. Conflicting Measures.

The provisions of this Initiative shall be deemed to conflict and to be inconsistent with any other measure that appears on the same ballot that relates to the revitalization of Alameda Point. In the event that this Initiative and another measure that relates to the revitalization of Alameda Point are adopted at the same election, the measure receiving the greater number of affirmative votes shall prevail in its entirety, and no provision of the measure receiving the fewer number of affirmative votes shall be given any force or effect.

SECTION 10. Finding of Consistency.

The General Plan amendments contained in this Initiative are consistent with the City of Alameda General Plan. The City of Alameda Zoning Ordinance amendment is consistent with the City of Alameda General Plan, the Alameda Point Community Plan, and the Alameda Point Specific Plan.

SECTION 11. Effective Date.

In accordance with the provisions of California Elections Code section 9217, if a majority of the voters vote in favor of the Initiative, the Initiative shall go into effect 10 days after the vote is declared by the City Council.

SECTION 12. Implementation.

(a) Upon the effective date of the Initiative, the General Plan amendments contained in the Initiative are hereby inserted into the General Plan, except that if the four amendments of the mandatory elements of the General Plan permitted by state law for any calendar year have been utilized in the year in which this Initiative becomes effective, the General Plan amendments set forth in this Initiative shall be the first amendments inserted into the General Plan on January 1 of the next year.

(b) To the extent permitted by law, the City shall amend any elements or provisions of the General Plan and Municipal Code, including all exhibits and figures, and all other City ordinances, policies, and implementation programs or policies as soon as possible in order to implement this Initiative and to ensure consistency between this Initiative and other elements of the General Plan and Municipal Code.

SECTION 13. Conveyance of land by United States Government to the Alameda Redevelopment and Reuse Authority.

(a) In the event the United States Government conveys, sells, enters into a ground lease or lease with a term longer than 20 years for the real property more particularly described in Exhibit 1 of the Development Agreement to any other person or entity other than the Alameda

Redevelopment and Reuse Authority, the following sections of the Initiative shall be of no further force or effect: (i) Section 4 (Charter Amendment); (ii) Section 5 (General Plan Amendment); (iii) Section 6 (Alameda Point Specific Plan); (iv) Section 7 (Zoning Map and Text Amendments); and (v) Section 8 (Development Agreement).

(b) If the event described in subparagraph (13)(a) occurs, the zoning for the real property more particularly described in Exhibit 1 of the Development Agreement shall revert back to Intermediate Industrial (Manufacturing) District and Special Government Combining District (M-1-G) as it existed prior to the adoption of this Initiative by the voters of Alameda.

SECTION 14. Amendment.

(a) This Initiative may only be amended or repealed in the following circumstances:

(1) By a majority vote of the voters at a subsequent City election;

(2) Upon written application to the City Council by the Developer or Significant Landowner, so long as such proposed amendment or other change:

A. Does not eliminate or reduce the Developer's obligation to fund, or cause to be funded, the public benefits described in Exhibit 4 of the Development Agreement, pursuant to the terms thereof; and

B. Does not increase the maximum number of residential units or the maximum amount of non-residential building square footage permitted by the Alameda Point Specific Plan;

(3) If federal, state, or regional laws, regulations, policies, orders or decisions including, without limitation, those actions of the United States Government, the Department of the Navy, the United States Environmental Protection Agency, United States Fish and Wildlife Service, the California Department of Toxic Substances Control, the San Francisco Bay Regional Water Quality Control Board, California State Lands Commission, and California's State Historic Preservation Officer, operate to frustrate the purposes and intent of this Initiative, regardless of whether the City is the implementing entity, the Developer or the Significant Landowner may submit, notwithstanding Section 14(a)(2) of this Initiative, and the City shall consider, an amendment or other change to this Initiative to achieve, as much as is reasonably feasible, the original purposes and intent of the Initiative;

(4) On and after the thirtieth (30th) anniversary of the effective date of this Initiative, this Initiative may be amended or repealed by any procedure authorized by state and local law, subject to the terms of any applicable development agreement entered pursuant to Government Code Section 65864 *et. seq.*

(b) For purposes of paragraph (a)(2) of this Section 14, (i) a "Developer" is the non-governmental party to a Development Agreement adopted pursuant to Section 8 of this Initiative or otherwise adopted by a Significant Landowner pursuant to Section 65864 *et seq.* of the

California Government Code and (ii) a "Significant Landowner" is a person, other than a governmental entity or agency thereof, who owns, leases or has a right or option to purchase or lease a significant portion of the real property more particularly described in Exhibit 1 and depicted on Exhibit 2 of the Development Agreement.

(c) If amendments or other changes to this Initiative are permitted pursuant to this Section 14, then the person making application for such modifications shall do so in accordance with the state and local laws applicable to the particular land use regulation that is the subject of the proposed amendment or other change, subject to the terms of the Development Agreement adopted pursuant to Section 8 of this Initiative.

SECTION 15. Severability.

If any provision of this Initiative or the application thereof to any person or circumstances is held to be invalid or unconstitutional by any court of competent jurisdiction, such invalidity or unconstitutionality shall not affect other provisions or applications of this Initiative that can be implemented without the invalid or unconstitutional provision, and to this end the provisions of this Initiative are severable.

3/23/09
2:45 p.m.

6202783_v2