

SCC Alameda Point LLC

300 Frank H. Ogawa, Suite 342
Oakland, CA 94612
510.251.0711

March 22, 2010

Ms. Ann Marie Gallant
Interim City Manager
City of Alameda
2263 Santa Clara Avenue, Room 320
Alameda, CA 94501-4477

Re: Modifications to "Optional Entitlement Application" by SCC Alameda Point LLC pursuant to the Alameda Point Exclusive Negotiation Agreement by and among the City of Alameda, the Community Improvement Commission of the City of Alameda ("CIC"), the Alameda Reuse and Redevelopment Authority ("ARRA"), and SCC Alameda Point LLC dated July 18, 2007, as amended (the "ENA").

Dear Ms. Gallant:

On January 14, 2010, SCC Alameda Point LLC ("Developer") submitted an "Optional Entitlement Application" to the City for the entitlement of Alameda Point (the "Original OEA"). On February 4, 2010, the City issued a Notice of Default with respect to the Original OEA, alleging that the Developer did not satisfy the submittal requirements for an Optional Entitlement Application.

The Developer has carefully reviewed the Notice of Default in order to satisfy the City's stated concerns with the OEA. In order to respond to those concerns and cure the alleged default, which is rooted in the City's view that the OEA should not conflict with the limitations expressed in Article XXVI of the City's Charter (the "Measure A Limitations"), Developer is hereby amending its OEA.¹ The Original OEA, as modified by the attached documents, is referred to as the "Modified OEA" or the "Application." In order to assure transparency, we encourage the City to post this submittal in full on its website.

Specifically, in this letter and the accompanying documents, no multiple dwelling units are proposed, other than 157 "Clayton Guyton" affordable housing units permitted by the City Charter which are proposed in the adaptive reuse area. The maximum residential density in the

¹ This modification to the prior OEA submittal is not a waiver by Developer of its reserved rights with respect to the City-issued Notice of Default, as specified in the reservation of rights letter delivered to you concurrently herewith.

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proposed project has been substantially reduced, to 19 dwelling units per acre, and the total commercial square footage has been substantially increased.

The land use program described in the Modified OEA includes approximately 3510 new residential units (including 186 Collaborative Housing units) and the redevelopment of approximately 202 residential units in the historic district together with approximately 4.57 million square feet of commercial uses, including approximately 262,000 square feet of retail, 4,051,934 square feet of commercial office and business park uses, and 260,000 square feet of civic/institutional uses. The land use program includes approximately 146 acres of public parks, reflecting the addition of 1 acre of public parkland in the Northwest Territories.. As in the Original OEA, the site plan makes available to AUSD two school sites, totaling approximately 25 acres of land, and provides for 600 marina boat slips.

Consistent with the ENA, the Modified OEA requests that the City rezone the Alameda Point Property to "MX, Mixed Use Planned Development District," and requests the City's approval of a Master Plan. The Application requests the entitlements described in Section 3.2.5.1 of the Exclusive Negotiation Agreement, including amendments to the City of Alameda's General Plan, the adoption of a new Alameda Point Community Plan, rezoning of the property to MX, approval of a Master Plan, adoption of a Development Agreement and execution of an expedited processing agreement, as described in detail below.

This letter explains how the attached materials replace certain previous submittals provided in the Original OEA. The remainder of this letter is divided into four sections. Section 1 of this letter describes the contents of the Developer's Application. Section 2 summarizes the entitlements requested by the Developer's Application. Section 3 addresses the proposed development plan within the context of the City Charter. Section 4 addresses compliance with the California Environmental Quality Act.

Section 1. Contents of Application

The purpose of this section is to list the submittals that make up the Developer's Application. To avoid any confusion over the OEA, the Developer is withdrawing its request that the City consider the adoption of a Specific Plan as an alternative entitlement approach. Any materials submitted in the Original OEA that relate to the adoption of a Specific Plan are withdrawn from the Developer's Application.

The "Tab Numbers" referenced below correspond to the Tab Numbers of the Original OEA. The "Reference" column briefly identifies the nature of the Application submittal. The "Status of Submittal" column explains whether the Modified OEA does not change the submittal (and the materials previously provided with the Original OEA should be considered part of the Developer's Application) or whether the documents attached hereto under the referenced Tab Number are replacing the materials provided with the Original OEA. Only those submittals that are changing are included with this letter.

Tab No.	Reference	Status of Submittal
	This Cover Letter	Describes what the Developer is applying for and the materials that make up the Developer's Modified OEA. Replaces the prior application cover letter.
A.	Application Form	The Application Form is modified by replacing the "Description of Application Request" attached to the Original OEA with the "Description of Application Request" attached as Tab A.
B.	Legal Description of Property	No change is made and the Developer's Application includes this submittal from the Original OEA.
C.	General Plan Text Amendments	The General Plan Text Amendments attached to the Original OEA are replaced with the submittal attached as Tab C.
D.1	General Plan Map Amendments for AP-X (Master Plan)	The General Plan Map Amendments attached to the Original OEA are replaced with the submittal attached as Tab D.1.
D.2	General Plan Map Amendments for AP-SP (Specific Plan)	This Tab and its submittal are hereby withdrawn from the Application.
E.	Revised Chapter 9, "Alameda West"	One change is made to Section 9.4(s) of the prior submittal to correct an errata error. The change is made to restore the General Plan requirements to include a landscaped transit corridor for buses, jitneys or future light rail development and a pedestrian and bicycle oriented corridor with bus facilities along Atlantic Avenue between Main Street and Webster Street. (This portion of Atlantic Avenue is currently named Ralph Appezato Boulevard; however, the text of the General Plan continues to refer to this area as Atlantic.) For ease of reference, the entirety of Chapter 9, with this change made, is attached at Tab E to this submittal.
E.1	Revised Figures to Chapter 9, "Alameda West"	No change is made and the Developer's Application includes this submittal from the Original OEA.
E.2	Revised Figures for Specific Plan Application	This Tab and its submittal are hereby withdrawn from the Application.
F.	New Chapter 11, Alameda Point Community Plan	Chapter 11, Alameda Point Community Plan, attached to the Original OEA is replaced with the submittal attached at Tab F.
G.1	Zoning Text Amendment (MX Zoning)	The Zoning Text Amendment attached to the Original OEA is replaced with the submittal attached at Tab G.1.

Tab No.	Reference	Status of Submittal
G.2	Zoning Text Amendment (AP-SP)	This Tab and its submittal are hereby withdrawn from the Application.
H.1	Zoning Map Amendment (MX)	No change is made and the Developer's Application includes this submittal from the Original OEA.
H.2	Zoning Map Amendment (AP-SP)	This Tab and its submittal are hereby withdrawn from the Application.
I.	Master Plan	The Master Plan attached to the Original OEA is replaced with the submittal attached at Tab I.
J.	MX Zoning and Master Plan Compliance Table	The MX Zoning and Master Plan Compliance Table attached to the Original OEA is replaced with the submittal attached at Tab J. The table demonstrates the completeness of the Developer's Application for a Master Plan and shows how each element of the MX, Mixed-Use Planned Development District ordinance is satisfied by text and figures in the Master Plan and elsewhere in the Application.
K.	Development Plan	This Tab and its submittal are withdrawn from the submittal Pursuant to the email message received from the City of Alameda's Jennifer Ott on March 18, 2010 (which confirms the conversation with City staff at a meeting on that date) confirming that a Development Plan is not a required submittal at this time. A Development Plan will be submitted as a subsequent approval per Section 3.2.5.3 of the ENA.
L.	Comparative Density Analysis	The Comparative Density Analysis attached to the Original OEA is replaced with the submittal attached at Tab L.
M.	Qualifications of Development Team	No change is made and the Developer's Application contains this submittal from the Original OEA.
N.	Development Agreement	The Development Agreement attached to the Original OEA is replaced with the submittal attached at Tab N.
O.	Specific Plan	This Tab and its submittal are hereby withdrawn from the Application.
P.	Charter Amendment	This Tab and its submittal are hereby withdrawn from the Application.
Q.	Check(s) payable to the City of Alameda	Two checks made payable to the City of Alameda in the total amount of \$7,057 were accepted by the City at the time of Original OEA submittal and the City is now in possession of those funds. As the Modified OEA is merely a modification of the Original OEA that does not seek additional entitlements, no additional fees should be required. If this is not the case, please notify Developer of any additional fees required.

Tab No.	Reference	Status of Submittal
	Letter Agreement on Expedited Processing	No change is made and the Developer's Application contains this submittal from the Original OEA.

Section 2. Scope of Application

The submittals described above in Section 1 support the Developer's "Optional Entitlement Application," as required by Section 3.2.5.2 of the ENA, which requests the following entitlements from the City:

Optional Entitlement Application		Location of Application Information
1.	Adoption of General Plan Text Amendments and General Plan Map Amendments to allow Developer's proposed development project	New Submittal
2.	Revisions to the City of Alameda's General Plan, Chapter 9, re-named "Alameda West"	Original Submittal with errata modification noted above
3.	Adoption of the Alameda Point Community Plan	New Submittal
4.	Amendment of the City of Alameda's Zoning Ordinance, rezoning Alameda Point "MX, Mixed-Use Planned Development District"	New Submittal
5.	Amendment of the City of Alameda's Zoning Map to M-X, consistent with MX rezoning	Original Submittal
6.	Adoption of Alameda Point Master Plan	New Submittal
7.	Adoption of the Development Agreement	New Submittal
8.	Expedited Processing Agreement, per the ENA	Original Submittal

This core group of entitlements will form the foundation for the Developer's redevelopment of Alameda Point. Subsequent approvals will be necessary in order to develop the property, as contemplated by Section 3.2.5.3 of the ENA.

Section 3. Alameda City Charter

The land use plan described in the Optional Entitlement Application is consistent with the Measure A Limitations and does not contravene the City Charter. As such, no Charter Amendment has been requested by the Developer, nor is any change to the City Charter required.

Section 4. Environmental Review

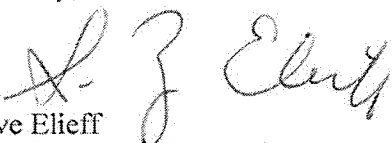
As required by City code, the Developer acknowledges that its proposed development project will require environmental review pursuant to the California Environmental Quality Act. The Original OEA included a separate application for environmental review and request for preparation of an initial study. The Original OEA also requested that the City apply the Developer's \$250,000 deposit to evaluation of environmental impacts. The Developer renews its request for preparation of an initial study and the use of such funds to analyze the development project described in the Modified OEA.

Conclusion

The ENA requires the Developer and Alameda to negotiate diligently and in good faith all of the so-called "Transaction Documents," including the Optional Entitlement Application. The Developer has studied the Notice of Default and listened to the City's concerns regarding the Measure A Limitations. In response, the Developer has submitted this Modified OEA. The Developer is committed to working with Alameda's elected officials, staff, and the public to improve the future of Alameda Point.

If you have any questions regarding this Application, please contact me. Thank you.

Sincerely,


Steve Elieff
SCC Alameda Point LLC

Cc: Mayor and Members of the City Council
Ms. Teresa Highsmith, Esq., City Attorney
Mr. Bruce Elieff
Mr. Frank Faye
The Honorable Robert Hertzberg

From: Andrew THOMAS
To: Freilich, Amy
Subject: Re: Master Plan Submittal

The provisions of subsection 30-4.13 h. and i. through n. apply to projects in MX Districts, but the specific requirements of 4.13 h through n. do not need to be addressed in the draft Master Plan. The same holds true for subsections 30-4.20 g, h, and i. These provisions relate to the submittal requirements for subsequent development plans for each phase of the development and therefore do not need to be included in the draft Master Plan. A separate development plan is required after approval of a Master Plan but prior to issuance of building permits for any development within the MX Zoning District.