



# SunCal Companies

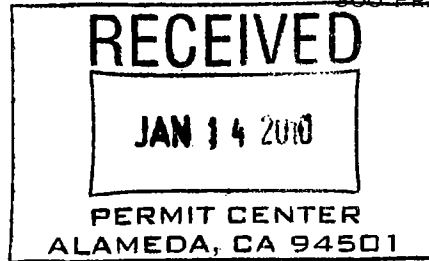
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**OAKLAND OFFICE**

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January 14, 2010

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

Re: Submittal of "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:

Pursuant to Section 3.2.5.2 of the Second Amendment to the ENA, SCC Alameda Point LLC ("Developer") is expressly authorized by the City, the ARRA and the CIC to submit an "Optional Entitlement Application" to the City for entitlement of Alameda Point. Developer's Optional Entitlement Application is attached. The components of this Application are specified in Section 1 below.

The development plan we are submitting today is the same plan that is on the ballot on February 2, 2010. The scope of development is the same; the number of residential units and non-residential building square footage and other provisions of the plan have not been modified. The public benefits and amenities are the same. The Alameda Point Sports Complex, the Seaplane Lagoon Park and other parks, a new ferry terminal and transit hub, a new library and other public benefits contained in the ballot initiative are all provided.

As required by the ENA, this application seeks approval of the development plan utilizing MX Zoning, rather than utilizing a Specific Plan. As such, the application includes a Master Plan (together with a zoning amendment to MX Zoning) in lieu of the Specific Plan (and Specific Plan rezoning) that is included with the initiative. The main body of the Master Plan submitted today is identical to the Specific Plan submitted with the initiative. It is, however, modified where required to delete references to the Specific Plan and state laws applicable to specific plans, and where necessary to include references and procedural mechanisms appropriate to a master plan.

In addition, we are today submitting an alternative application seeking adoption of Specific Plan zoning and the Specific Plan contained in the initiative in lieu of the Master Plan approach described in the ENA. This Specific Plan is identical to the Specific Plan contained in the ballot initiative.

The remainder of this letter is divided into four sections. Section 1 of this letter describes the scope and contents of the application. Section 2 describes the application for Master Plan and the alternative application for Specific Plan. 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. Scope and Contents of Application

The Developer's application consists of the following materials (unless otherwise stated, each item below is applicable to each of the Master Plan and Specific Plan submittals):

<b>Tab No.</b>	<b>Reference</b>	<b>Purpose of Submittal</b>
	This Cover Letter	Describes the Optional Entitlement Application.
A.	Application Form	Provides basic information about the applicant and the nature of the application.
B.	Legal Description of Property	Describes the real property that is the subject of this application.
C.	General Plan Text Amendments	Requests an amendment to the text of the City's General Plan. Master Plan and Specific Plan alternatives are offered.
D.1	General Plan Map Amendments for AP-X (Master Plan)	Requests that the City Council amend the City's General Plan Map to "Alameda Point Mixed Use" ("AP-X").
D.2	General Plan Map Amendments for AP-SP (Specific Plan)	Requests that the City Council amend the City's General Plan Map to "Alameda Point Specific Plan" ("AP-SP").
E.	Revised Chapter 9, "Alameda West"	Requests that the City Council amend Chapter 9 of the City's General Plan to remove the Alameda Point Project Area.

<b>Tab No.</b>	<b>Reference</b>	<b>Purpose of Submittal</b>
E.1	Revision Figures for Master Plan Application	Modifies Figures in Chapter 9 to remove Alameda Point.
E.2	Revised Figures for Specific Plan Application	Modifies figures in Chapter 9 to remove Alameda Point.
F.	New Chapter 11, Alameda Point Community Plan	Requests that the City Council adopt the attached Alameda Point Community Plan. Master Plan and Specific Plan alternatives are offered.
G.1	Zoning Text Amendment (MX Zoning)	Requests an amendment to the text of the City's Zoning Ordinance rezoning Alameda Point to Mixed – Use Planned Development District Ordinance ("MX") and seeking additional amendments.
G.2	Zoning Text Amendment (AP-SP)	Requests an amendment to the text of the City's Zoning Ordinance rezoning Alameda Point to Alameda Point Specific Plan and seeking additional amendments.
H.1	Zoning Map Amendment (MX)	Requests the City Council amend the City's Zoning Map to reflect the rezoning of Alameda Point to MX Zoning.
H.2	Zoning Map Amendment (AP-SP)	Requests the City Council amend the City's Zoning Map to reflect the rezoning of Alameda Point to Specific Plan.
I.	Master Plan	Developer submits a Master Plan as required by the ENA. This would be adopted if "MX" zoning is adopted for Alameda Point.
J.	MX Zoning and Master Plan Compliance Table	The attached 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 this application.
K.	Development Plan	Developer submits a Development Plan, including a Site Plan, a Plot Plan, and a Development Schedule as required by the MX zoning ordinance.
L.	Comparative Density	Developer submits a Comparative Density Analysis to

<b>Tab No.</b>	<b>Reference</b>	<b>Purpose of Submittal</b>
	Analysis	demonstrate physical suitability of the proposed project under MX zoning.
M.	Qualifications of Development Team	Attached to demonstrate qualifications of development team pursuant to MX zoning ordinance requirements.
N.	Development Agreement	Requests approval of a Development Agreement. The proposed form of Development Agreement is attached.
O.	Specific Plan	Developer submits an Alameda Point Specific Plan as an alternative to the Master Plan. This would be adopted if AP-SP zoning is adopted for Alameda Point.
P.	Charter Amendment	See Section 3 of this letter.
Q.	Check(s) payable to the City of Alameda	Two checks made payable to the City of Alameda are included with this package to pay the initial application fees. Copies of these checks are attached together with a chart indicating the purposes for which these amounts are paid pursuant to the City's published fee schedule.

Section 2. Specific Plan and Master Plan Alternatives

The entitlement packages with a Master Plan or Specific Plan as the core entitlement are virtually identical, as shown in the following table:

<b>Master Plan Core Entitlement Package</b>	<b>Specific Plan Core Entitlement Package</b>
General Plan Text Amendment	General Plan Text Amendment
General Plan Map Amendments	General Plan Map Amendments
Adopt Chapter 9, "Alameda West"	Adopt Chapter 9, "Alameda West"
Alameda Point Community Plan	Alameda Point Community Plan
Adopt MX Zoning Text Amendment	Adopt AP-SP Zoning Text Amendment
MX Zoning Map Amendment	AP-SP Zoning Map Amendment
Master Plan	Specific Pan
Development Plan Site Plan	N/A
Development Agreement	Development Agreement
Charter Amendment (see below)	Charter Amendment (see below)

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Where necessary, each attachment provides the directions as to how the proposed approval would be implemented if a Master Plan, or in the alternative, a Specific Plan, is adopted. See Section 1 above for the location of each of the relevant application documents.

Section 3. Alameda City Charter

The land use plan described in this Optional Entitlement Application seeks the ability to construct, in some locations within the Alameda Point property, multiple dwelling units at a density of more than one unit per 2,000 square feet of land area.

This may be achieved either through an amendment to Article XXVI of the City Charter of the City of Alameda or through application of the City's density bonus ordinance. The state's density bonus law expressly applies to charter cities like the City of Alameda for the purpose of encouraging the development of affordable housing, senior housing, and child care facilities. Either of these approaches will further the City's responsibilities under state law in meeting and in complying with regional general welfare requirements and achieving its fair share of regional housing and will further the goals of the federal base reuse process to create economic growth for the community.

Section 4. Environmental Review

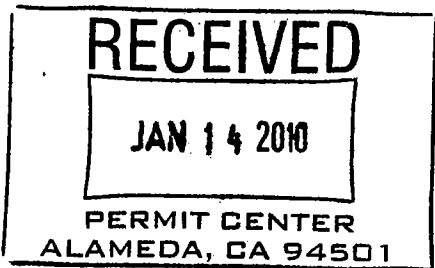
On October 13, 2009, the Developer deposited two hundred fifty thousand dollars (\$250,000) with the City of Alameda for the purpose of studying the environmental impacts of the project described in the Alameda Point Development Initiative. This application includes a separate application for environmental review and preparation of an initial study and requests that the City apply the current \$250,000 deposit to evaluation of the environmental impacts of the project described in this Optional Entitlement Application. As required by City code, the Developer acknowledges in this application that its proposed development project will require environmental review pursuant to the California Environmental Quality Act.

Thank you for the opportunity to submit this application for the development of Alameda Point. If you have any questions regarding this application, please contact me. Thank you.

Sincerely,



Pat Keliher  
SCC Alameda Point LLC



City of Alameda  
2263 Santa Clara Avenue Room 190  
Alameda, CA 94501

Planning and Building Department  
TEL. 510-747-6850  
TTD. 510-522-7538

**PLANNING PERMIT APPLICATION**

Project Address: See Attachment 8, Legal Description

Is the property subject to a Homeowners Association?  Yes  No Association Name: \_\_\_\_\_

*Please check all applicable permits.*

- Major Design Review
- Minor Design Review
- HAB Certificate of Approval
- Sign Permit
- Use Permit
- Variance
- Planned Development Amendment\*
- Subdivision
- General Plan Amendment
- Rezoning
- Pre-Project Consultation
- Other: See attached

letter regarding entitlements

\* Permit requires supplemental application.

*Please describe the application request. (Please attach additional sheets if necessary).*

See attached description of Project.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**NOTE:** Please read terms on reverse before proceeding.

**Property Owner(s):** United States of America (Dept. of the Navy)

Address: \_\_\_\_\_ Phone (w): \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ Phone (h): \_\_\_\_\_

**Applicant** (if different than property owner): SCC Alameda Point LLC

Address: 2392 Morse Avenue Phone (w): (949) 777-4000  
City: Irvine State: CA Zip: 92614 Phone (h): \_\_\_\_\_

**Agent** (if different than applicant): \_\_\_\_\_

Address: \_\_\_\_\_ Phone (w): \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ Phone (h): \_\_\_\_\_

**To Be Completed By City Staff**

Case Planner/Date: Andrew Thomas Date Received: 1-14-10 APN: \_\_\_\_\_  
Over the Counter? Yes  No  Initial: \_\_\_\_\_ Received By: \_\_\_\_\_ Zoning: \_\_\_\_\_  
Application #: a) \_\_\_\_\_ Amount Paid: \_\_\_\_\_ GP: \_\_\_\_\_  
b) \_\_\_\_\_ Receipt #: \_\_\_\_\_

**APPLICATION CERTIFICATION, AUTHORIZATION, AND AGREEMENT**

**PROPERTY OWNER** (*Person(s) who own(s) the property*).

I hereby certify under penalty of perjury, that I am the owner of record of the property described herein and that I consent to the action requested herein. Further, I hereby authorize City of Alameda employees and officers to enter upon the subject property, as necessary to inspect the premises and process this application.

Property Owner's Signature X \_\_\_\_\_ Date \_\_\_\_\_

**APPLICANT** (*Person seeking the permit*).

I hereby certify that I have read this application form and that to the best of my knowledge, the information in this application and all the exhibits are complete and correct. I understand that any misstatement or omission of the requested information or of any information subsequently requested may be grounds for rejecting the application, deeming the application incomplete, denying the application, suspending or revoking a permit issued on the basis of these or subsequent representations, or for the seeking of such other and further relief as may seem proper to the City of Alameda.

For applications subject to a time and materials charge, I hereby agree to pay the City of Alameda all incurred costs for staff time and materials associated with review and processing of the subject project even if the application is withdrawn or not approved. I understand that one or more deposits will be required to cover the cost noted herein at such time as required by the Planning Director to ensure there are adequate funds to cover anticipated time and materials costs. I expressly acknowledge and agree that failure to pay a written invoice for additional funds within 14 days of date of invoice shall constitute the applicant's withdrawal of the application.

Applicant's Signature X *By: [Signature] SCC Alameda Point LLC* Date *11/11/10*  
*Bruce Cook*  
*General Counsel*

**AGENT** (*Person representing the applicant in the permit process*).

I hereby certify that I am the designated representative of the applicant during the permit process.

Agent's Signature X \_\_\_\_\_ Date \_\_\_\_\_

**Please Note**

1. *If form is not completely filled out, application will be considered incomplete.*
2. *Fees are not refundable and payment in no way guarantees approval of application.*
3. *Please make checks payable to the City of Alameda.*

## **Description of Application Request**

The applicant is requesting the approval of entitlements to redevelop approximately 918 acres of existing land and approximately 166 acres of submerged land defined in Attachment B, Legal Description. The land use program includes a maximum of 4,346 new residential units, plus 186 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; together with approximately 600 marina boat slips, approximately 145 acres of parks and open space and three large existing piers.

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PLANNING AND BUILDING DEPARTMENT CONTINUED

GENERAL PLAN AND ZONING APPLICATIONS

<b>Amendments</b>										
	Amendment to the General Plan Diagram or Text							1,072		+ T & M
	Amendment to text of Chapter 30 "Development Regulations" of the Alameda Municipal Code							1,072		+ T & M
<b>Rezoning</b>										
	Zone Change							1,072		+ T & M
<b>Master Plan</b>										
	Master Plan							1,072		+ T & M
	Master Plan Amendment							1,072		+ T & M
<b>Planned Development</b>										
	Planned Development							535		+ T & M
	Planned Development Amendment							537		+ T & M
<b>Development Agreement</b>										
	Development Agreement							1,072		+ T & M
	Periodic Review of Development Agreement							322		+ T & M
<b>Variance</b>										
	Variance							1,037		+ T & M
	Exception (Administrative)							215		
	Extension of variance which has not been vested							215		
<b>Use Permit</b>										
	Use Permit							1,566		+ T & M
<b>Design Review</b>										
	Design Review - Major							322		+ T & M
	Design Review - Minor (Routed)							215		
	Design Review - Minor - OTC							32		
	Extension of Design Review not yet vested							215		

**SUBMISSION APPLICATIONS**

<b>Tentative/Parcel Map</b>							1,029
Tentative/Parcel Map up to 4 lots							
Subdivision Map 5-25 lots						\$2,185	
Subdivision Map > 25 lots (Including Condo Conversion)						\$5,894	+ T & M
<b>Lot Line Adjustment</b>							
Lot Line Adjustment (base of 2 lots)						428	
<b>Environmental Review</b>							
Categorical Exemption (does not include \$25 Alameda County Clerk fee)							
Initial Study							
Administrative Charge on outside preparation of Initial Study, Negative Declaration or EIR						\$625	+ T & M
<b>Mitigation Monitoring Appeals</b>							10% of contract price
Appeal to Planning Board - Residential							T & M
Appeal to the City Council - Residential						250	+ \$ 500 deposit
Appeal to Planning Board - Commercial						250	+ \$500 deposit
Appeal to the City Council - Commercial						350	+ \$2,500 deposit
Home Occupation						350	+ \$2,500 deposit
Request for payment of parking in lieu fee						107	
Zoning Compliance determination						322	+ T & M
Dead Restriction						107	
Certificate of Compliance						215	
Performance Agreement to allow occupancy before all requirements are completed						215	
Demolition Certificate of Approval by HAB (Principal and accessory structures are completed)						160	+ T & M
Demolition Certificate of Approval by staff (accessory structures)						482	
Historical Sign Designation						215	+ T & M
Changes in Historical Building Study List Classification						215	+ T & M
Alteration to City Monuments						215	+ T & M
Traffic Study/Review						215	+ T & M
<b>The Planning &amp; Building Director shall determine the amount of deposit necessary for T &amp; M projects.</b>							