

Planned Unit Design, Specification and General Land Use Requirements and Procedures Document

Purpose of Document

This document (the “PUD Document”) shall serve as the Preliminary Development Plan, or PDP, for the Project Area specified below, pursuant to Oakland Zoning Code Chapter 17.140. It shall also serve as the Final Development Plan, or FDP, for Sites C, D, Pavilion 2, 66 Franklin, F1, F2, F3 and G (defined below), pursuant to Oakland Zoning Code Chapter 17.140.

General Discussion

This PUD Document is intended to guide the revitalization of portions of the Jack London Square area in Oakland, California, through a combination of new development, renovation of existing buildings, and improvements to public space and public access. The project consists in part of constructing new retail and entertainment space, improving existing retail space, enhancing the pedestrian environment, and improving accessibility and enjoyment of the waterfront. Daytime activity and use of Jack London Square will be increased through providing additional space for office uses, and residential uses will be added to further complement the variety of uses thereby creating a fully-integrated mixed-use development. A full-size hotel with conference facilities will be located at the waterfront. Public spaces will be created and enhanced as part of the development.

To ensure flexibility in the intensity and location of uses within the project area so as to respond to evolving market demands, this PUD Document contains up to six several variant envelopes for each specific development area.

Project Area

The property subject to this preliminary development plan is shown on the plans (collectively, the “Site Plan”) attached as Exhibit A, and is referred to herein as the “Project Area.” The Site Plan consists of one plan showing general building sizes and locations, and one plan showing landscape features, pedestrian and traffic circulation, and other improvements. The Project Area includes Alameda County Assessor’s Parcels Numbers 000-0410-001-05, 000-0415-001-00, 000-0415-002-00, 000-0415-005-00, 000-0420-004-00, 001-0151-007-00, 001-0151-008-00, and 001-0157-007-00.

This PUD allows new construction on ten specific sites within the Project Area, shown on Exhibit A and referred to in this PUD Document as Site C, Site D, Pavilion 2, Water I Expansion, 66 Franklin, Site F1, Site F2, Site F3, and Site G. The Project Area includes open space, streets and rights of way connecting the sites.

Site Plan

The Site Plan shows the location of all proposed buildings, structures, open space and/or public areas, pedestrian and vehicular circulation, and other general site improvements.

Public Uses

A new “Meadow Green” will be located south of Site C, and a new “Marina Green” will be located south of Site ~~F2,F1~~. Waterfront access and pedestrian circulation shall be improved as shown on the Site Plan. A pedestrian bridge will be constructed over Embarcadero, linking Site F2 and Site G. Another pedestrian bridge will be constructed linking the structures on Site F1 and Site F2.

Land Uses and Intensity

The uses permitted for each site shall be limited to the permitted uses listed below. The maximum amounts of each use permitted on each site are set forth in Exhibit B, which shows possible variants for all of the sites. The chart below also sets forth the maximum number of stories and the maximum height for each site (see “Heights and Massing,” below, for more information on this subject).

For each site, the uses permitted within that site may be blended and substituted for one another in any manner, provided that: (i) the total amount of square footage of each permitted non-residential use is less than the maximum square footage allowed for that use in any of the variants for the site in question;¹ (ii) the total amount of net new square footage of office uses for all sites except D & F2 the entire project does not exceed 355,300; (iii) the building constructed on the site has no more than the applicable maximum number of stories set forth below; and (iv) the building constructed on the site is no higher (at the top of its parapet) than the applicable maximum height set forth below.

PROJECT LAND USES AND ~~INTENSITY~~INTENSITY^e

Site	Permitted Uses	Max. # Stories	Max. Height^a
Site C	Retail; office	2	45 feet
Site DD ^d	Retail; office; <u>parking; residential;</u> theater	<u>717</u>	<u>150193</u> feet
Pavilion 2	Retail	1	24 feet
Water I Expansion	Retail; restaurant / banquet facilities	2	44 feet
66 Franklin	Retail; office; parking	6	112 feet

¹ The variant used to determine the maximum amount of square footage for a site use is the variant that includes the greatest amount of square footage for that use on that site.

Site	Permitted Uses	Max. # Stories	Max. Height ^a
Site F-1 ^{bc}	Retail; office	6	108 feet
Site F- 2 ^e <u>2</u> ^{cd}	Retail; parking; <u>residential</u> ; office; health club	<u>8</u> 26	<u>125</u> 293 feet
Site F-3 ^c	Hotel; conference center; retail	13	175 feet
Site G	Parking; retail	7	88 feet

^a Building heights are from the threshold elevation of the highest ground-level building entry to the top of the parapet and exclude rooftop equipment and mechanical penthouses that would range in height from 15 to 20 feet (set back from the roof edge). The building heights reflect maximums; actual heights could be less, and immaterial departures from the maximum heights are permitted.

^b This building must be set back at least 20 feet from Heinold's First and Last Chance Saloon.

^c The permitted uses on Sites F-1, F-2 and F-3 may be moved around among the F Sites, subject to the maximums for each use among the three sites and subject to the limitations of the approved physical envelopes for each particular site.

^d Notwithstanding the numbers of residential units shown in Exhibit B for Sites D and F2, there shall be no limit on the total number of residential units developed on either site, provided that: the number of residential units that may be constructed upon the two sites together shall not exceed a total of 665; and the building constructed on each site remains within the limitations of the approved physical envelope(s) for the applicable site.

^e Nothing in this table or elsewhere in this PDP shall restrict the construction of underground levels containing parking or accessory uses thereto, which shall not be subject to the square footage parameters and/or maximums set forth in the variants shown in Exhibit B.

The uses provided in the chart above are defined as follows:

Retail – Any of the following commercial uses, as defined in Chapter 17.10 of the Oakland Zoning Code: General Food Sales (including restaurant/banquet facilities); Convenience Sales and Service; General Retail Sales; General Personal Service; Retail Business Supply; Convenience Market; Fast-Food Restaurant; Alcoholic Beverage Sales; Mechanical or Electronic Games; General Wholesale Sales; Animal Care; Group Assembly; and Automotive Fee Parking. Retail uses may also include Nonassembly Cultural uses, as defined in Section 17.10.190 of the Oakland Zoning Code.

Notwithstanding anything to the contrary in this PUD Document, a Major Conditional Use Permit (as defined in Section 17.134.010 of the Oakland Zoning Code) shall be required for any Fast-Food Restaurants proposed to be located on Site G.

Residential – Permanent Residential Activities, as defined in Chapter 17.10 of the Oakland Zoning Code

Office – Any of the following commercial uses, as defined in Chapter 17.10 of the Oakland Zoning Code: Medical Service; General Personal Service; Consultative and Financial Service; Business and Communication Service; Research Service; Administrative

Theater – A multi-screen movie theater. Considered to be a subset of the “Group Assembly” use pursuant to Section 17.10.380 of the Oakland Zoning Code

Restaurant / Banquet Facilities – Considered to be a subset of “General Food Sales,” as that term is defined in Section 17.10.270 of the Oakland Zoning Code.

Parking –Surface parking and parking garages, including “Automotive Fee Parking,” as defined by Section 17.10.490 of the Oakland Zoning Code.

Health Club – A public or private health club or other fitness facility. Considered to be a subset of the “Group Assembly” use pursuant to Section 17.10.380 of the Oakland Zoning Code

Hotel – “Transient Habitation,” as that term is defined in Section 17.10.440 of the Oakland Zoning Code

Conference Center – Conference facilities including those adjacent to, or contained within, the hotel. Considered to be a subset of the “Group Assembly” use pursuant to Section 17.10.380 of the Oakland Zoning Code.

Height, Massing, and Preliminary Elevations

The maximum outer envelope of each building will be limited to the height, massing and bulk shown in the preliminary elevations attached hereto as Exhibit C, although immaterial departures from these maximums are permitted. So long as this maximum outer envelope is not exceeded and the building conforms to the FDP and any applicable design standards for that building, the developer shall have discretion as to the exact height, mass and bulk of each building. As shown in Exhibit C, there are ~~two~~several variants for Building D and Building F2 that prescribe varying sets of height and bulk maximums. The project developer may select ~~either~~any of these variants in its sole discretion to serve as the maximum outer envelope for Building D or Building F2.

Landscaping and Open Space

Major landscaping features of the Project Area are shown in the Site Plan attached hereto as Exhibit A. Conceptual landscaping and open space features within the Project Area are depicted in the drawings and plans attached hereto as Exhibit D.

The walls of the building on Site F3 shall be set back at least forty feet (40’) from the railing along the estuary waterfront.

Parking and Loading

Parking and loading spaces will be provided pursuant to the Oakland Zoning Code, except as otherwise allowed under any applicable Conditional Use Permit or Variance.

The distribution of maximum amounts of parking and loading spaces for the legal parcels within the Project Area may be aggregated and distributed throughout the Project Area without regard to lot lines, in order to serve the Project Area as a whole.

Traffic Circulation

Traffic circulation shall be configured as shown on the Site Plan. Harrison Street and Water Street will be improved to allow vehicular access on Harrison Street from Embarcadero to Water Street, and depending on variant, either vehicular or pedestrian access on Water Street from Harrison Street to Alice Street.

Design Review

Detailed site plans and architectural drawings that (together with this document) serve as the FDP for Sites C, D, Pavilion 2, 66 Franklin, F1, F2, F3 and G are attached hereto as Exhibit E. As shown in Exhibit E, there are two alternative FDPs for the 66 Franklin site. The project developer may select either one of these options in its sole discretion to serve as the FDP for the 66 Franklin site. Prior to the commencement of construction activities on Water Street I, the Oakland Planning Commission must approve an FDP for that site. Additional FDPs may be approved in the future for any building within the Project Area. The project developer may select any of these options to serve as the FDP for the relevant building.

~~Changes to any FDP approved~~ Further design review of 1) each of the approved FDPs, 2) changes to any FDP approved for any building within the Project Area, and/or 3) any new FDP for any building within the Project Area shall be subject to the terms of that certain Development Agreement between the City of Oakland and Jack London Square Partners, LLC, and CEP-JLS I LLC, entered into as of _____, 2004 July 6, 2004, as such document may be amended and/or assigned from time to time.

The following additional design review procedures have been satisfied with respect to the FDPs for Sites F-1 and G:

- Design review of Site F-1 pursuant to Oakland Zoning Code Section 17.102.030 and Chapter 17.136.
- Design review of Site G pursuant to Oakland Zoning Code Section 17.80.030 and Chapter 17.136.

Timing

Except as otherwise set forth in this PUD Document, the timing for all aspects of the project, including but not limited to the phasing of building construction and open space development, shall be governed by that certain Development Agreement between the City of Oakland and Jack London Square Partners, LLC, and CEP-JLS I LLC, entered into as of _____, July 6, 2004, as such document may be amended and/or assigned from time to time.

Exhibits

Exhibits A through D listed below are incorporated as part of this PUD Document by this reference, and constitute the preliminary development plan in concert with this PUD Document. Exhibit E is not a part of the preliminary development plan, but contains approved final development plans that have been determined to be consistent with the preliminary development plan and the PUD standards.

Exhibit A – Site Plan

Exhibit B – Permitted Uses and Variants

Exhibit C – Height, Massing and Preliminary Elevations

Exhibit D – Conceptual Landscaping and Open Space Features

Exhibit E – Final Development Plans for:

Site C

Site D

Pavilion 2

66 Franklin / Option 1

66 Franklin / Option 2

Site F1

Site F2

Site F3

Site G