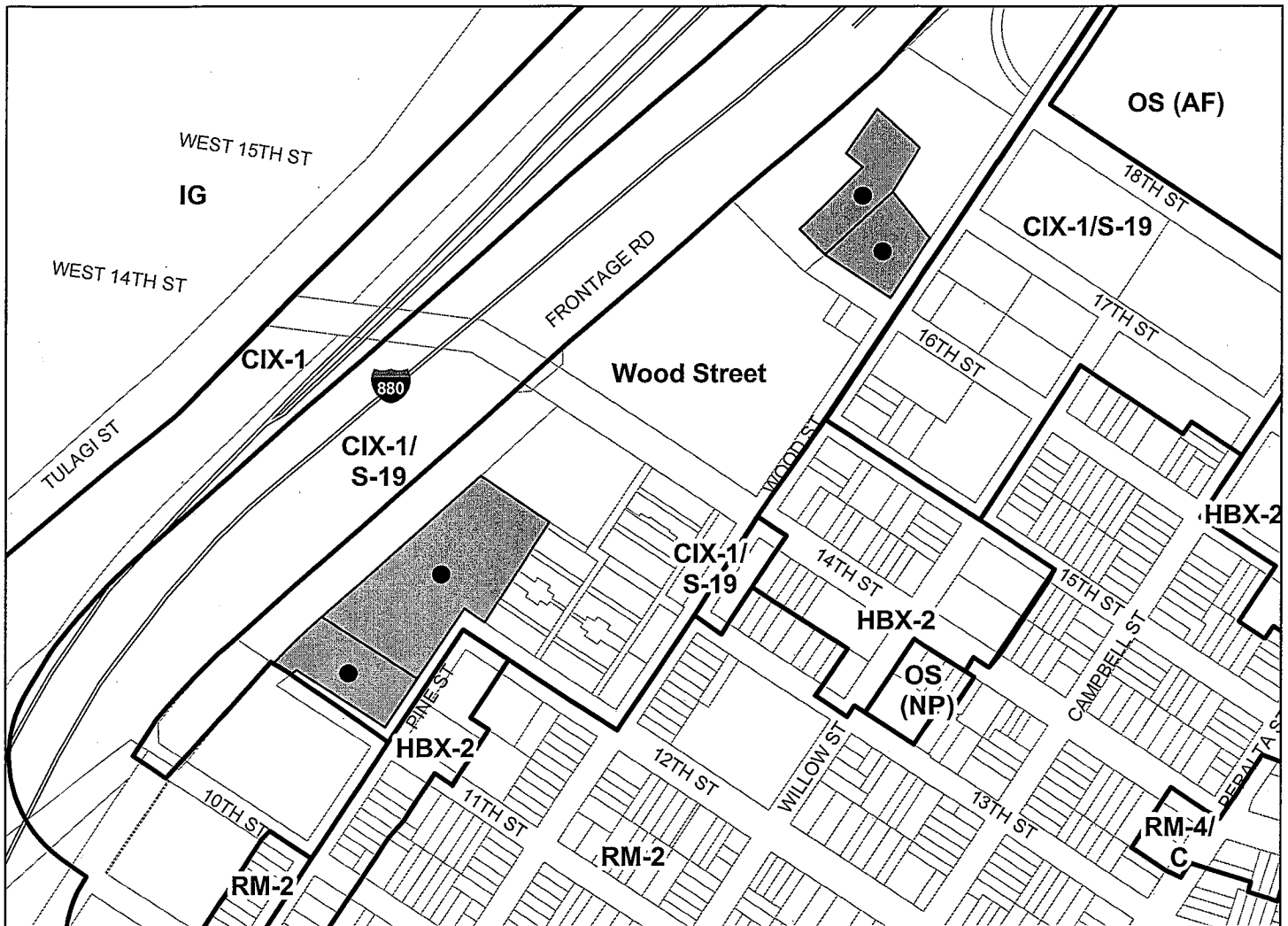


Location: Wood Street Zoning District	
Item: Proposal for Zoning Text Amendments including minor changes to update Table 4.10.01 of the Land Use Regulations of the Wood Street Zoning District consistent with the rest of the Oakland Planning Code, and substantive changes to 1) Divide Development Area 2 into 2A and 2B. 2A would encompass the PCL Project and 2B would encompass the "Icehouse" building; 2) Amend Table 4.10.01 to conditionally allow the following activities in the following Development Areas: Development Area 2B - The "Icehouse" property – a) General Wholesale Sales; b) Research Service; c) Research and Development; d) General Warehousing Storage and Distribution; and e) Self Mini Storage. Development Area 5 – The 16 th Street Train Station building - a) Recreational Assembly. Development Area 9 – The 16 th Street Station Plaza a) Community Assembly; b) Recreational Assembly; and c) Group Assembly.	
Applicant: City Planning Commission	
Case File Number: ZT10-067	
Planning Permits Required: Zoning Text Amendments	
General Plan: Urban Residential	
Zoning: Wood Street District	
Environmental Determination: The proposal relies on the previously certified Final Environmental Impact Report (EIR) (ER030023) prepared for the Wood Street Zoning District-Central Station Project in 2005. No further environmental review is required under CEQA Guidelines sections 15162. On a separate and independent basis, this proposal is also exempt under Section 15183 of the State CEQA Guidelines.	
Service Delivery District: 1	
City Council District: 3	
Status: Pending	
Staff Recommendation: Recommend adoption to City Council.	
For further information: Contact: Maurice Brenyah-Addow at 238-6342 or email mbrenyah@oaklandnet.com	

SUMMARY

On June 6, 2009, the Oakland City council adopted zoning text amendments to eliminate, modify and expand certain use classifications (see attachment D) in the entire Oakland Planning Code. Staff

CITY OF OAKLAND PLANNING COMMISSION



0 125 250 500 750 1,000 Feet



Case File: ZT10-067
Applicant: City Planning Commission
Address: Wood Street Zoning District
Zone: Wood Street District

is proposing similar minor text amendments to the use classifications table of the Wood Street Zoning regulations in accordance with the updates to the Planning Code.

The Wood Street Project is a mixed-use redevelopment of approximately 29.20 acres of under-utilized industrial land around the 16th Street Train Station in West Oakland generally bounded by 10th Street, Wood Street, West Grand Avenue, and Frontage Road/1-880. The goal of the Project is to create an active, pedestrian-oriented urban community that addresses the demand for high quality residential units in the urban neighborhoods of Downtown Oakland. The Project includes in aggregate up to 1,500 residential and live-work units, retail and office space, publicly accessible open space, and rehabilitation and adaptive re-use of the historic 16th Street Train Station and Signal Tower.

The Wood Street Zoning District include Land Use Regulations, Development Standards and Design Guidelines intended to ensure that the individual developments will be visually and functionally integrated, and that collectively, the Project will be compatible with the existing neighborhood. The Wood Street Zoning District is divided into nine Development Areas, each subject to specific regulations. The Wood Street Zoning regulations predated the 2009 zoning text amendments and this portion of the subject amendment will make these regulations consistent with the Planning Code.

In addition to these updates, PCL Associates is requesting substantive amendments to the Wood Street Zoning regulations (see attachment A) to allow adaptive re-use of the "Icehouse" property located in Development Area 2.

The "Icehouse" property is located across the street for the California Waste Solutions Recycling (CWS) facility. After the WSZD was approved in 2005, CWS filed a lawsuit, alleging that the recycling business would be detrimentally affected if the Icehouse property were redeveloped for residential and mixed use activities. PCL Associates and Build West Oakland were able to reach an agreement with CWS to hold the Icehouse in non-residential use as long as CWS operates the recycling facility. Essentially, the icehouse became a buffer between the PCL project and CWS.

In view of the current limitations to develop the "Icehouse property as residential and mixed use development, PCL Associates is requesting the following substantive amendments to the Wood Street Zoning regulations:

- 1.) Divide Development Area 2 into 2A and 2B (where 2A encompasses the PCL project and **2B** encompasses an existing warehouse known as the "icehouse" building); and
- 2.) Amend the allowable uses table to conditionally permit the following activities in **Development Area 2B**, the "Icehouse" property:
 - a) General Wholesale Sales;
 - b) Research Service;
 - c) Research and Development;
 - d) General Warehousing Storage and Distribution; and
 - e) Self Mini Storage.

Furthermore, Staff is also proposing the following substantive amendments to conditionally permit the following activities in the following Development Areas:

Development Area 5 -The 16th Street Train Station building:

a) Recreational Assembly.

Development Area 9 - The 16th Street Station Plaza:

a) Community Assembly;

b) Recreational Assembly; and

c) Group Assembly.

The proposed updates and text amendments do not change any of the land-use permits for the Wood Street Project. None of the proposed substantive changes permits by-right any of the proposed uses. Each of them would require a Conditional Use Permit that would be evaluated at the time of an individual application.

PROPOSED ZONING TEXT AMENDMENTS

The proposed zoning text amendments contained in this report reflect updates to certain portions of the Wood Street Zoning text in order to make it more consistent with the rest of the Planning Code. To that end, the text changes proposed in this report would improve its consistency and reduce redundancies. These proposed changes are summarized as follows:

I. Minor Changes

On June 6, 2009, the Oakland City council adopted zoning text amendments to eliminate, modify and expand certain use classifications as summarized in Attachment D of this report. These updates in the current planning code are not reflected in the current Wood Street use classification table. Staff has updated the Wood Street Use Classification table to reflect these changes.

II. Substantive Changes

PCL Associates, developer of the PCL project is requesting some amendments to the Wood Street Zone in order to enhance the usefulness of the existing "icehouse" property. These changes will only apply to **Development Area 2** of the Wood Street zoning district and specifically the "icehouse" property located at 1111 Pine Street.

Staff also proposes additional amendments to the Wood Street Zone in order to enhance the usefulness of both the 16th Street Train Station (**Development Area 5**) and the 16th Street Train Station Plaza (**Development Area 9**).

Changes to Maps

Figures 1.20.3; 2.10.1 District Boundary and Development Areas

Revised all area maps to reflect division of Development Area 2 into 2A and 2B where 2A encompasses the PCL project and 2B encompasses the "icehouse" building. (See attachment C).

Changes to Use Classification Table

Chapter 4.10 Land Use Regulations

Amend Table 4.10.-1 to conditionally permit the following activities which are currently not permitted in Development Area 2: a) General Wholesale Sales b) Research Service c) Research and Development d) General Warehousing Storage and Distribution, and e) Self Mini Storage in Development Area 2B(the "Icehouse" property).

Changes to Footnotes

The footnotes to the adopted use table will be amended as follows to reflect these changes with added text underlined as follows:

L10. Activities with a total floor area greater than 5,000 square feet require the granting of a conditional use permit (see 17.134) and activities with a floor area over 10,000 square feet are prohibited except for Development Area 2B (the icehouse property). This activity is limited to neighborhood serving construction product sales and services (Note: Hardware Stores are a General Retail Commercial Activity, refer to L3)"

L11. Only applies to the "Icehouse" building located in Development Area 2B.

L12. Only Passive Recreation and other uses in conformity with development standards of Section 5.90 of the Wood Street Zoning District regulations are allowed. Active Recreation and Overnight Camping are not allowed.

GENERAL PLAN ANALYSIS

The General Plan prioritizes revising the zoning code to be more user-friendly, internally consistent and easier to understand. The proposed updates and amendments in this report achieve these priorities by updating the use classifications and increasing the flexibility of the code. Therefore, these zoning text amendments are consistent with the General Plan. The following select General Plan objectives outline the City's policy for zoning consistency and Planning Code revisions.

- To establish and maintain zoning regulations consistent with the General Plan to ensure that development on individual properties is consistent with the General Plan land use designations and policies.
- To create a "user-friendly" document by minimizing the complexity of regulations.
- To reduce the number of projects requiring discretionary review and expedite the project approval process by establishing design and/or performance standards for some projects.

ENVIRONMENTAL DETERMINATION

Since the proposed text amendment to the WSZD requires a discretionary action by the City, it is subject to the California Environmental Quality Act (CEQA). Staff is relying on the previously Final Environmental Impact Report (EIR) (ER030023) certified for the Wood Street Zoning District-Central Station Project in 2005. No further environmental review is required under CEQA Guidelines sections 15162. On a separate and independent basis, this proposal is also exempt under Section 15183 of the State CEQA Guidelines.

KEY ISSUES AND IMPACTS

Background

The existing "Icehouse" building and parcel located at 1111 Pine Street is a large warehouse building (approximately 88,000 sq. ft.) that falls within Development Area 2 of the Wood Street Zoning District (WSZD). This District, established in 2005, called for this property to be redeveloped, along with 29 surrounding acres into housing and mixed uses.

The "Icehouse" property is situated at the northeast corner of Pine and 11th Streets. Across the street on the southeast corner of Pine and 11th Streets, is the California Waste Solutions Recycling (CWS) facility. After the WSZD was approved in 2005, CWS filed a lawsuit, alleging that the recycling business would be detrimentally affected if the "Icehouse" property were redeveloped for residential and mixed use activities. PCL Associates and Build West Oakland were able to reach an agreement with CWS to hold the Icehouse in non-residential use as long as CWS engages in recycling operations with at least 25% of current square footage used for recycling operations including collection, processing, storage, trans-shipping, transfer facility and/or distribution (Collectively referred to as "Recycling Operations"), the "Icehouse" shall not be developed for residential, office or similar uses which provides for ongoing human occupancy which could be disturbed or negatively impacted by the Recycling Operations. Essentially, the icehouse became a buffer between the PCL project and CWS.

Reason for proposed Text Amendment:

The "Icehouse" is part of WSZD Development Area 2 where the current allowable uses are restricted to mostly residential and some mixed use activities. Although the building currently functions as a legal non-conforming warehouse and custom and light manufacturing uses are permitted within certain parameters, no new uses such as warehousing, research services, or self storage activities are currently allowed. In addition, Construction Operations and Wholesale and Professional Building Materials Sales are permitted but no more than 10,000 sq. ft. of space may be occupied.

The agreement with CWS to hold the "Icehouse" in non-residential use so long as CWS operates the recycling facility has further limited the initially anticipated uses of the Icehouse property. The need to meet both the requirement of the settlement agreement and the present zoning

restrictions present severe constraints given the existing physical element of the building (tilt-up concrete warehouse structure, with loading docks).

Staff is therefore recommending that a broader range of uses in Development Area 2B including a) General Wholesale Sales, b) Research Service c) Research and Development d) General Warehousing Storage and Distribution, and e) Self Mini Storage, be allowed upon the granting of a Conditional Use Permit for the Icehouse property.

Furthermore, the WSZD states that its intent is to ensure that the 16th Street Station Plaza (Development Area 9) is developed as a publicly accessible outdoor space that provides an appropriate foreground setting for the 16th Street Train Station. However the use classification table of the WSZD prohibits Community Assembly, Recreational Assembly, and Group Assembly activities in Development Area 9 and renders the WSZD regulations internally inconsistent. Staff is therefore proposing to fix this internal inconsistency with the following substantive amendments to conditionally permit the following activities in the following Development Areas in order to meet the intent of the WSZD:

Development Area 5 -The 16th Street Train Station building:

a) Recreational Assembly.

Development Area 9 - The 16th Street Station Plaza:

a) Community Assembly;

b) Recreational Assembly; and

c) Group Assembly.

CONCLUSION

As noted previously, the proposed changes contained in this report are necessary to achieve the General Plan objectives for a user-friendly code. The majority of the proposed changes are non-substantive. The more significant changes would improve the useability and development standards for the Icehouse property, the 16th Street Train Station, and the 16th Street Train Station Plaza in the Wood Street Zoning District.

The proposed updates and text amendments do not change any of the land-use permits for the Wood Street Project. None of the proposed substantive changes permits by-right any of the proposed uses. Each of them would require a Conditional Use Permit that would be evaluated at the time of an individual application.

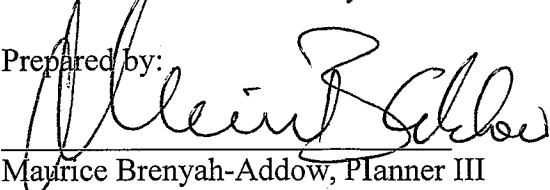
Staff recommends that the Planning Commission consider and recommend adoption of these proposed changes to the City Council.

RECOMMENDATIONS:

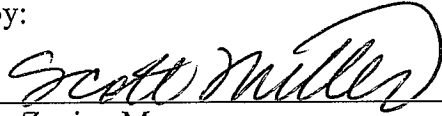
1. Affirm staff's environmental determination.

2. Recommend the proposed zoning map and zoning text amendments to the City Council.

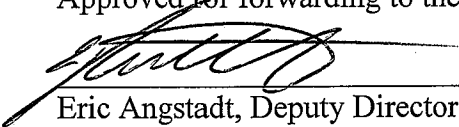
Prepared by:


Maurice Brenyah-Addow, Planner III

Approved by:


Scott Miller, Zoning Manager

Approved for forwarding to the Planning Commission by:


Eric Angstadt, Deputy Director, CEDA

ATTACHMENTS:

- A. Applicant's Request
- B. Current Table 4.10.01 of the Wood Street Zoning District Land Use Regulations
- C. Updated Table 4.10.01 of the Wood Street Zoning District Land Use Regulations with strikethrough and underlined changes, and Wood Street Zoning District Map Updates
- D. Zoning Updates Table adopted June 6, 2009
- E. Review and Analysis of Compliance with CEQA

Brenyah-Addow, Maurice

From: Marcus Johnson [marcus.johnson@amstutzassociates.com]
Sent: Tuesday, June 14, 2011 6:03 PM
To: Brenyah-Addow, Maurice; Claudia Cappio
Cc: Holliday Rick; Marcus Johnson
Subject: Request for Wood Street Zoning District Amendment (Clarification Update)

Hi Maurice,

I would like to apologize for the delay getting this to you. Claudia is not available at this time and Rick asked that I assist Claudia. We are asking you modify our request to read the following-

There are three parts to this request and they would be applicable to Development Area 2B only (*in other words - what would pertain exclusively to the Icehouse and not to any other development parcel in the District*):

1) Divide Development Area 2 in two parts: 2A would encompass the PCL Project (existing residential) and 2B would become the Icehouse property.

2) Table 4.10-1 would be amended to add, through a conditional use permit procedure ("C"), the following uses to Development Area 2B: research services and general wholesale sales.

In addition, the following other uses would be added as conditionally permitted in Development Area 2B:

--Research and Development

--Research Services - Commercial

--Warehousing Storage and Distribution - including general warehousing storage and distribution activities and self and mini-storage but excluding general outdoor storage, container storage or automotive sales/junk yard activities.

3) For Footnote L10, add the following language (underlined):

"Activities with a total floor area greater than 5,000 square feet require the granting of a conditional use permit (see 17.134) and activities with a floor area over 10,000 square feet are prohibited except for Development Area 2B. This activity is limited to neighborhood serving construction product sales and services (Note: Hardware Stores are a General Retail Commercial Activity, refer to L3)"

###

Please let me know if there is anything else needed and when you are able provide us with a timeline (estimate) and the next steps.

Thank you for your work on this!

Marcus

###

Marcus A. Johnson,

Amstutz Associates

Phone: 510.290.8300

www.amstutzassociates.com

From: "Brenyah-Addow, Maurice" <Brenyah-Addow@oaklandnet.com>
To: Claudia Cappio <claudiacappio@comcast.net>
Cc: Holliday Rick <rick@hollidaydevelopment.com>; Marcus Johnson <marcus@hollidaydevelopment.com>; Johnson Marcus <marcus.johnson@amstutzassociates.com>
Sent: Thursday, May 26, 2011 11:20 AM

ATTACHMENT A

6/15/2011

**Information and Explanation of Proposed Amendment to the
Wood Street Zoning District
For a Portion of Development Area 2
Existing Warehouse Building at 1111 Pine Street – aka The Icehouse**

Background and Overview. The existing building and parcel at 1111 Pine Street are part of the Wood Street Zoning District (WSZD). This District, established in 2005, called for this property to be redeveloped, along with 29 surrounding acres, into housing and mixed uses. It is now and has been a large warehouse building (approximately 88,000 sq.ft.), most recently used as a construction storage yard for the Pacific Cannery Lofts Project and Rebuilding Oakland Together. For Development Area 2, of which the Icehouse property is a part, the WSZD allowed up to 189 dwelling units or up to 220,779 sq.ft. of non-residential development, or some combination thereof. To date, the Pacific Cannery Lofts Project (PCL) has been completed and is comprised of 163 units. There have been no physical changes to the Icehouse property since the WSZD was approved.

The Icehouse property is situated at the northeast corner of Pine and 11th Streets. Immediately adjacent to the north along Pine Street is the new PCL Project. Across the Street, and the southeast corner is California Waste Solutions recycling facility. Across Pine Street is a fenced car wrecking yard and a small warehouse building occupied by Nautical Engineering, Inc. Further down along Pine Street is single and small multi-family housing. The rear edge of the property has a driveway and is vacant property.

2007 Settlement Agreement Among PCL Associates (property owner), California Waste Solutions (CWS, the adjacent property owner) and Build West Oakland (adjacent property owner.)

After the Wood Street Zoning District was approved in 2005, an adjacent business, CWS (across 11th Street at 1820 10th Street), filed a lawsuit, alleging that the recycling business across 11th Street from the Icehouse property would be detrimentally affected if the Icehouse property were redeveloped for residential and mixed use activity. PCL Associates and Build West Oakland were able to reach agreement with CWS. In this agreement, PCL and Build West Oakland agreed to hold the Icehouse in non-residential use so long as CWS operates the recycling facility. The uses of the Icehouse are restricted in terms of ongoing human occupancy that could be disturbed or negatively impacted by the recycling activities. Essentially, the Icehouse became a buffer between the Pacific Cannery Lofts and CWS. (A copy of this settlement agreement is provided as part of this application.)

Rationale for Proposed Text Amendment to the WSZD. The Icehouse is part of WSZD Development Area 2, and the current array of allowable uses are necessarily restricted given that redevelopment of the parcels within the District from industrial to residential and mixed use was anticipated after the 2005 project approval and rezoning. Although custom and light manufacturing uses are permitted within certain parameters, no uses such as warehousing, research services, or self-storage activities are currently allowed.

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

LAW OFFICES OF WALLACE C. DOOLITTLE
1260 B Street, Suite 220
Hayward, California 94541
Attention: Wallace C. Doolittle

CERTIFIED TO BE A TRUE COPY OF DOCUMENT
RECORDED 3-1-07
AT SERIES NUMBER 2007-090336
OFFICIAL RECORDS OF ALAMEDA COUNTY FOR
Chicago Title Company

BY: [Signature]

[SPACE ABOVE THIS LINE FOR RECORDER'S
USE.]

REAL PROPERTY RESTRICTION AGREEMENT PROVIDING FOR
ADDITIONAL BUFFER ZONE

THIS REAL PROPERTY RESTRICTION AGREEMENT PROVIDING FOR
ADDITIONAL BUFFER ZONE (this "Agreement") dated September 16, 2005 (the "Effective Date") by
CALIFORNIA WASTE SOLUTIONS, INC., A CALIFORNIA CORPORATION (hereinafter referred to as
"Grantee"), and BUILD WEST OAKLAND, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY AND PCL
ASSOCIATES, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY (hereinafter referred to, individually
and collectively, as "Grantor" or "Grantors").

RECITALS

- A. Grantor, PCL ASSOCIATES, LLC, owns fee title to that certain real property in the City of
Oakland, Alameda County, California which is specifically described in the attached Exhibit A,
incorporated herein by this reference (hereinafter, the "Icehouse").
- B. Grantee owns fee title to certain real property in the City of Oakland, Alameda County, California
which is specifically described in the attached Exhibit B, incorporated herein by this reference (hereinafter,
"1820 10th Street" or the "Property").
- C. Grantee, CALIFORNIA WASTE SOLUTIONS, INC., A CALIFORNIA CORPORATION, has entered into
a First Right of Refusal agreement affecting the Property and other real property effective through
September 16, 2005.
- D. Grantor and Grantee now desire to enter into this Agreement in order to restrain Grantor and
provide certain protections to Grantee, as more specifically set forth herein, with respect to the purchase of
the Property.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of
which is hereby acknowledged, Grantor and Grantee hereby agree as follows:

1. Additional Buffer Zone. Grantors hereby grant to Grantee for a term commencing on the
Effective Date, an additional buffer zone around the Property.

(a) Grantors agree that, so long as Grantee engages in, at 1820 10th Street, recycling
operations, with at least 25% of current square footage used for recycling operations, including collection,
processing, storage, trans-shipping, transfer facility and/or distribution (collectively referred to as

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

LAW OFFICES OF WALLACE C. DOOLITTLE
1260 B Street, Suite 220
Hayward, California 94541
Attention: Wallace C. Doolittle

CERTIFIED TO BE A TRUE COPY OF DOCUMENT
RECORDED 3-1-07

AT SERIES NUMBER 2007-090336
OFFICIAL RECORDS OF ALAMEDA COUNTY FOR
Chicago Title Company

BY: [Signature]

[SPACE ABOVE THIS LINE FOR RECORDER'S
USE.]

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ASSOCIATES, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY (hereinafter referred to, individually
and collectively, as "Grantor" or "Grantors").

RECITALS

A. Gra
Oakland, Al
incorporated.

*2007 SETTLEMENT
AGREEMENT*

ns fee title to that certain real property in the City of
is specifically described in the attached Exhibit A,
the "Icehouse").

B. Grant
which is speci
"1820 10th Str

*PCL - BUILD WO
to CWS*

erty in the City of Oakland, Alameda County, California
ibit B, incorporated herein by this reference (hereinafter,

C. Grant
a First Right
September 16, 2005.

3, INC., A CALIFORNIA CORPORATION, has entered into
ing the Property and other real property effective through

D. Grantor and Grantee now desire to enter into this Agreement in order to restrain Grantor and
provide certain protections to Grantee, as more specifically set forth herein, with respect to the purchase of
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AGREEMENT

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which is hereby acknowledged, Grantor and Grantee hereby agree as follows:

1. Additional Buffer Zone. Grantors hereby grant to Grantee for a term commencing on the
Effective Date, an additional buffer zone around the Property.

(a) Grantors agree that, so long as Grantee engages in, at 1820 10th Street, recycling
operations, with at least 25% of current square footage used for recycling operations, including collection,
processing, storage, trans-shipping, transfer facility and/or distribution (collectively referred to as

K&R

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"Recycling Operations"), the Icehouse shall not be developed for residential, office or other similar use which provides for ongoing human occupancy which could be disturbed or negatively impacted by the Recycling Operations. This Agreement will be recorded and is intended to run with the land.

(b) Each of the parties hereto agrees to execute and deliver all documents reasonably requested or required to carry out the purposes of this Agreement.

2. Termination. This Agreement shall terminate on the earlier of the following events:

(a) Twenty years from the Effective Date of this Agreement (September 16, 2025).

(b) The date that Grantor purchases from Grantee any or all of the Property, Parcel or Additional Parcels referenced in the First Right of Refusal Agreement between Grantor and Grantee.

(c) The date that Grantee sells or transfers any or all of the Property, the Parcel or Additional Parcels to a third party who no longer operates the property at 1820 10th Street as required in Paragraph 1(a) above.

(d) Thirty days after the date that Grantor has given notice to Grantee that Grantor has reasonably determined that Grantee is no longer operating as required in Paragraph 1(a) above.

3. General Provisions.

(a) Notices. Any notice required or permitted to be given under this Agreement shall be in writing and (i) personally delivered, (ii) sent by United States mail, registered or certified mail, postage prepaid, return receipt requested, (iii) sent by Federal Express or similar nationally recognized overnight courier service, or (iv) transmitted by facsimile with a hard copy sent within one (1) business day by any of the foregoing means, and in all cases addressed as follows, and such notice shall be deemed to have been given upon the date of actual receipt or delivery (or refusal to accept delivery) at the address specified below (or such other addresses as may be specified by notice in the foregoing manner) as indicated on the return receipt or air bill:

TO GRANTOR:

CALIFORNIA WASTE SOLUTIONS, INC.
1820 10th Street
Oakland, CA 94607
Attn: Victor Duong
Facsimile No. (510) 832.8206
Telephone No. (510) 832.8111

With a copy to:

WALLACE C. DOOLITTLE, ESQ
1260 B Street, Suite 220
Hayward, CA 94541
Facsimile No. (510) 888-0606
Telephone No. (510) 888-0600

TO GRANTEE:

BUILD WEST OAKLAND, LLC
c/o Bridge Housing
One Hawthorne Street, Suite 400
San Francisco, CA 94105
Attn: Carol Galante
Facsimile No. (415) 495-4898
Telephone No. (415) 989-1111

TO GRANTEE:

PCL ASSOCIATES, LLC
c/o Holliday Development
Suite 200
Emeryville, CA 94608
Attn: Rick Holliday
Facsimile No. (510) 547-2125
Telephone No. (510) 547-2122

With a copy to:

KATZOFF & RIGGS
1500 Park Avenue
Suite 300
Emeryville, California 94111
Attn: Kenneth Katzoff
Facsimile No. (510) 588-5184
Telephone No. (510) 597-1990

(b) **Entire Agreement; No Modifications.** This Agreement, together with the schedules and exhibits attached hereto, incorporates all agreements, warranties, representations and understandings between the parties to the Agreement with respect to the subject matter hereof and constitutes the entire agreement of the parties hereto with respect to the matters addressed herein. Any prior or contemporaneous correspondence, memoranda, understandings, offers, negotiations and agreements, oral or written, are merged herein and replaced in total by this Agreement and the exhibits hereto and shall be of no further force or effect.

(c) **Construction.** This Agreement shall be governed by and construed under the laws of the State of California.

(d) **Amendment.** This Agreement may be amended only by an instrument in writing executed by the parties hereto. The common ownership of the Icehouse and the Property shall not effect a merger of any of the rights, covenants, restrictions or obligations established under this Agreement absent a recorded amendment or revocation of this Agreement.

(e) **Counterparts.** This Agreement may be executed in one or more counterparts. All counterparts so executed shall constitute one contract, binding on all parties, even though all parties are not signatory to the same counterpart.

(f) **Assignment.** Either party may assign its rights and obligations under this Agreement, without the consent of the other party, to a person or legal entity purchasing all or a portion of the Property or the Icehouse, as applicable, and this Agreement shall be binding upon and enforceable against all successor owners of all or a portion of the Property or the Icehouse.

(g) **Attorneys' Fees.** In the event any party shall bring any action, arbitration proceeding or legal proceeding alleging a breach of any provision of this Agreement or to enforce, protect, determine or establish any term or covenant of this Agreement or rights or duties hereunder of either party, the prevailing party shall be entitled to recover from the non-prevailing party as a part of such action or proceeding, or in a separate action for that purpose brought within one year from the determination of such proceeding, reasonable attorneys' fees, expert witness fees, court costs and other reasonable expenses incurred by the prevailing party.

(h) **Covenants Run With Land.** In accordance with California Civil Code section 1468, all rights, covenants, restrictions and obligations made by the Grantor and Grantees in this Agreement shall be covenants running with the Icehouse and the Property, shall be binding upon the owner and all successive owners of the Icehouse, and shall benefit the owner and all successive owners of the Property.


(i) **No Dedication or Maintenance Obligation.** Nothing in this Agreement shall be deemed to be a dedication of any portion of the Icehouse or the Property to the general public or for any public purpose. Each owner remains responsible for all maintenance of the owner's property. This Agreement does not create any obligation of maintenance or of payment of any kind (such as property taxes) against any owner of one property against any owner of the other property.

(j) **Remedies.** No breach or violation of this Agreement shall give any owner the right to terminate this Agreement or any of the covenants, restrictions or obligations created herein. Subject to the foregoing limitation, if any owner breaches or violates this Agreement, each of the other owners shall have all rights and remedies available at law and in equity in respect of such breach or violation. In addition to the right to recover damages, an owner shall have the right to enjoin any breach or violation of this Agreement by any other owner.

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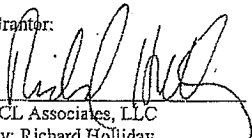
IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

Grantee:


California Waste Solutions, Inc.
a California corporation

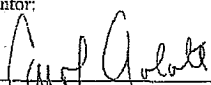
By: Victor Duong *David Duong DT.*
Its: Executive Vice President

Grantor:


PCL Associates, LLC

By: Richard Holliday
Its: Manager

Grantor:


Build West Oakland, LLC

By: 
Its: Manager

[All signatures must be acknowledged.]

K&R

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CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC

STATE OF CALIFORNIA

COUNTY OF ALAMEDA

On February 27, 2007 before me, Laurie Edwards, a Notary Public, personally appeared **Richard Holliday** 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

TABLE 4.10-1										
Land Use Classifications	Development Areas									Additional regulations
	1	2	3	4	5	6	7	8	9	
Residential Activities										
Permanent	P	P	P	P	--	P	P	P	--	
Residential Care occupying Single-Family Dwelling	C	C	C	C	--	C	C	C	--	17.102.212
Residential Care occupying Multi-Family Dwelling										17.102.212
Service-Enriched Permanent Housing	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	--	17.102.212
Transitional Housing	--	--	--	--	--	--	--	--	--	
Emergency Shelter	--	--	--	--	--	--	--	--	--	
Semi-Transient Residential	--	--	--	--	--	--	--	--	--	
Civic Activities										
Essential Services	--	P	--	P	P	P	--	P	--	
Limited Child-Care	--	P	--	P	P	P	--	P	--	
Community Assembly	--	P(L2)	--	P(L2)	C	P(L2)	--	P(L2)	--	
Community Education	C	C	C	C	C	C	C	C	C	
Non-Assembly Cultural	--	P	--	P	P	P	--	P	--	
Administrative	--	P(L3)	--	P(L3)	P	P(L3)	--	P	--	
Health Care	--	P(L3)	--	C	C	C	--	P	--	
Special health care	--	--	--	--	--	--	--	--	--	
Utility and Vehicular	--	P(L4)	--	P(L4)	P(L4)	P(L4)	--	P(L4)	--	
Extensive Impact	--	--	--	--	--	--	--	--	--	
Telecommunications	P	P	P	P	P	P	P	P	--	17.128
Commercial Activities										
General Food Sales	--	P(L5)	--	P(L5)	P(L5)	P(L5)	--	P(L5)	--	
Convenience Market	--	C(L6)	--	C(L6)	C(L6)	C(L6)	--	C(L6)	--	17.102.210
Fast-Food Restaurant	--	--	--	C	C	C	--	C	--	17.102.210
Alcoholic Beverage Sales	--	C(L7)	--	C(L7)	C(L7)	C(L7)	--	C(L7)	--	17.102.210
Convenience Sales and Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Mechanical or Electronic Games	--	--	--	--	--	--	--	--	--	
Medical Service	--	P(L8)	--	P(L8)	P(L8)	P(L8)	--	P(L8)	--	
General Retail Sales	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
General Personal Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Consultative and Financial Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Consumer Laundry and Repair Service	--	--	--	--	--	--	--	--	--	
Group Assembly	--	--	--	--	C	--	--	P	--	
Administrative	--	P(L3)	--	P(L3)	P	P(L3)	--	P	--	
Business and Communication Services	--	C	--	C	C	C	--	P	--	
Retail Business Supply	--	P(L9)	--	P(L9)	P(L9)	P(L9)	--	P	--	

TABLE 4.10-1										
Land Use Classifications	Development Areas									Additional regulations
	1	2	3	4	5	6	7	8	9	
Research Service	--	--	--	--	--	--	--	P	--	
General Wholesale Sales	--	--	--	--	--	--	--	P	--	
Transient Habitation	--	--	--	--	--	--	--	P	--	
Construction Sales and Services	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P(L10)	--	
Automotive Sales, Rental, and Delivery	--	--	--	--	--	--	--	--	--	
Automotive Servicing	--	--	--	--	--	--	--	--	--	
Automotive Repair and Cleaning	--	--	--	--	--	--	--	--	--	
Automotive Fee Parking	--	--	--	--	--	--	--	--	--	
Animal Care	--	--	--	--	--	--	--	--	--	
Undertaking Services	--	--	--	--	--	--	--	--	--	
Scrap Operation	--	--	--	--	--	--	--	--	--	
Manufacturing Activities										
Custom	--	P	--	C	C	C	--	P	--	
Light	--	C	--	--	--	--	--	C	--	
General	--	--	--	--	--	--	--	C	--	
Heavy	--	--	--	--	--	--	--	--	--	
Small Scale Transfer and Storage Hazardous Waste Management	--	--	--	--	--	--	--	--	--	
Industrial Transfer/Storage Hazardous Waste Management	--	--	--	--	--	--	--	--	--	
Residuals Repositories Hazardous Waste Management	--	--	--	--	--	--	--	--	--	
Agricultural and Extractive Activities										
NO AGRICULTURAL AND EXTRACTIVE ACTIVITIES PERMITTED IN ANY ZONE										
Plant Nursery	--	--	--	--	--	--	--	--	--	
Crop and Animal Raising	--	--	--	--	--	--	--	--	--	
Mining and quarrying	--	--	--	--	--	--	--	--	--	
Off-street parking for prohibited activities										17.102.100A

Table 4.10.01: Permitted and Conditionally Permitted Activities

Activities	Development Areas									Additional Regulations
	1	2	3	4	5	6	7	8	9	
Residential Activities										
Permanent	P	P	P	P	--	P	P	P	--	
Residential Care Occupying Single Family Dwelling	C	C	C	C	--	C	C	C	--	17.102.212
Residential Care Occupying Multi-Family Dwelling										Delete
Service-Enriched Permanent Housing	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	P(L1)	--	17.102.212
Transitional Housing	--	--	--	--	--	--	--	--	--	
Emergency Shelter	--	--	--	--	--	--	--	--	--	
Semi-Transient Residential	--	--	--	--	--	--	--	--	--	
Bed and Breakfast										Update
Civic Activities										
Essential Service	--	P	--	P	P	P	--	P	--	
Limited Child-Care Activities	--	P	--	P	P	P	--	P	--	
Community Assembly	--	P(L2)	--	P(L2)	C	P(L2)	--	P(2)	C(L12)	Update
Recreational Assembly	--	--	--	--	C	--	--	--	C(L12)	Update
Community Education	C	C	C	C	C	C	C	C	C	
Nonassembly Cultural	--	P	--	P	P	P	--	P	--	
Administrative	--	P(L3)	--	P(L3)	P	P(3)	--	P	--	
Health Care	--	P(L3)	--	C	C	C	--	P	--	
Special Health Care	--	--	--	--	--	--	--	--	--	
Utility and Vehicular	--	P(L4)	--	P(L4)	P(L4)	P(L3)	--	P(L4)	--	
Extensive Impact	--	--	--	--	--	--	--	--	--	
Telecommunications	P	P	P	P	P	P	P	P	--	17.128
Commercial Activities										
General Food Sales	--	P(L5)	--	P(L5)	P(L5)	P(L5)	--	P(L5)	--	
Full Service Restaurants	--	P	--	P	P	P	--	P	--	Update
Limited Service Restaurant and Café	--	P	--	P	P	P	--	P	--	Update
Fast-Food Restaurant	--	--	--	C	C	C	--	C	--	17.102.210 and 8.09
Convenience Market	--	C(6)	--	C(6)	C(6)	C(6)	--	C(6)	--	17.102.210
Alcoholic Beverage Sales	--	C(L7)	--	C(L7)	C(L7)	C(L7)	--	C(L7)	--	17.102.210
Convenience Sales and Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	Delete
Mechanical or Electronic Games	--	--	--	--	--	--	--	--	--	
Medical Service	--	P(L8)	--	P(L8)	P(L8)	P(L8)	--	P(L8)	--	
General Retail Sales	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
General Personal Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	Delete
Large-Scale Combined Retail and Grocery Sales	--	--	--	--	--	--	--	--	--	Update
Consumer Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	Update

Table 4.10.01: Permitted and Conditionally Permitted Activities

Activities	Development Areas									Additional Regulations
	1	2	3	4	5	6	7	8	9	
Consultative and Financial Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Consumer Laundry and Repair Service	--	--	--	--	--	--	--	--	--	Delete
Check Cashier and Check Cashing	--	--	--	--	--	--	--	--	--	17.102.430
Consumer Cleaning and Repair Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	Update
Consumer Dry Cleaning Plant	--	--	--	--	--	--	--	--	--	
Group Assembly	--	--	--	--	C	--	--	P	C(L12)	Add
Personal Instruction and Improvement Services	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Administrative	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Business and Communication Services	--	€	--	€	€	€	--	P	--	
Business, Communication, and Media Services	--	C	--	C	C	C	--	P	--	
Retail Business Supply	--	P(L9)	--	P(L9)	P(L9)	P(L9)	--	P	--	Delete
Broadcasting and Recording Services	--	C	--	C	C	C	--	P	--	Update
Research Service	--	C(L11)	--	--	--	--	--	P	--	Add
General Wholesale Sales	--	C(L11)	--	--	--	--	--	P	--	Add
Transient Habitation	--	--	--	--	--	--	--	P	--	
Construction Sales and Service	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P(L10)	--	Delete
Automotive Sales, Rental, and Delivery	--	--	--	--	--	--	--	--	--	Delete
Automotive Servicing	--	--	--	--	--	--	--	--	--	Delete
Automotive Repair and Cleaning	--	--	--	--	--	--	--	--	--	Delete
Wholesale and Professional Building Material Sales	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P	--	Update
Automobile and Other Light Vehicle Sales and Rental	--	--	--	--	--	--	--	--	--	Update
Automobile and Other Light Vehicle Gas Station and Servicing	--	--	--	--	--	--	--	--	--	Update
Automobile and Other Light Vehicle Repair and Cleaning	--	--	--	--	--	--	--	--	--	Update
Taxi and Light Fleet-Based Services	--	--	--	--	--	--	--	--	--	Update
Automotive Fee Parking	--	--	--	--	--	--	--	--	--	Update
Animal Boarding	--	--	--	--	--	--	--	--	--	Update
Animal Care	--	--	--	--	--	--	--	--	--	
Undertaking Service	--	--	--	--	--	--	--	--	--	
Industrial Activities										
Custom Manufacturing	--	P	--	C	C	C	--	P	--	17.102.040
Light Manufacturing	--	C	--	--	--	--	--	C	--	17.102.040

Table 4.10.01: Permitted and Conditionally Permitted Activities

Activities	Development Areas									Additional Regulations
	1	2	3	4	5	6	7	8	9	
Consultative and Financial Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Consumer Laundry and Repair Service	--	--	--	--	--	--	--	--	--	Delete
Check Cashier and Check Cashing	--	--	--	--	--	--	--	--	--	17.102.430
Consumer Cleaning and Repair Service	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	Update
Consumer Dry Cleaning Plant	--	--	--	--	--	--	--	--	--	
Group Assembly	--	--	--	--	C	--	--	P	<u>C(L12)</u>	Add
Personal Instruction and Improvement Services	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Administrative	--	P(L3)	--	P(L3)	P(L3)	P(L3)	--	P	--	
Business and Communication Services	--	E	--	E	E	E	--	P	--	
Business, Communication, and Media Services	--	C	--	C	C	C	--	P	--	
Retail Business Supply	--	P(L9)	--	P(L9)	P(L9)	P(L9)	--	P	--	Delete
Broadcasting and Recording Services	--	C	--	C	C	C	--	P	--	Update
Research Service	--	<u>C(L11)</u>	--	--	--	--	--	P	--	Add
General Wholesale Sales	--	<u>C(L11)</u>	--	--	--	--	--	P	--	Add
Transient Habitation	--	--	--	--	--	--	--	P	--	
Construction Sales and Service	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P(L10)	--	Delete
Automotive Sales, Rental, and Delivery	--	--	--	--	--	--	--	--	--	Delete
Automotive Servicing	--	--	--	--	--	--	--	--	--	Delete
Automotive Repair and Cleaning	--	--	--	--	--	--	--	--	--	Delete
Wholesale and Professional Building Material Sales	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P	--	Update
Automobile and Other Light Vehicle Sales and Rental	--	--	--	--	--	--	--	--	--	Update
Automobile and Other Light Vehicle Gas Station and Servicing	--	--	--	--	--	--	--	--	--	Update
Automobile and Other Light Vehicle Repair and Cleaning	--	--	--	--	--	--	--	--	--	Update
Taxi and Light Fleet-Based Services	--	--	--	--	--	--	--	--	--	Update
Automotive Fee Parking	--	--	--	--	--	--	--	--	--	Update
Animal Boarding	--	--	--	--	--	--	--	--	--	Update
Animal Care	--	--	--	--	--	--	--	--	--	
Undertaking Service	--	--	--	--	--	--	--	--	--	
Industrial Activities										
Custom Manufacturing	--	P	--	C	C	C	--	P	--	17.102.040
Light Manufacturing	--	C	--	--	--	--	--	C	--	17.102.040

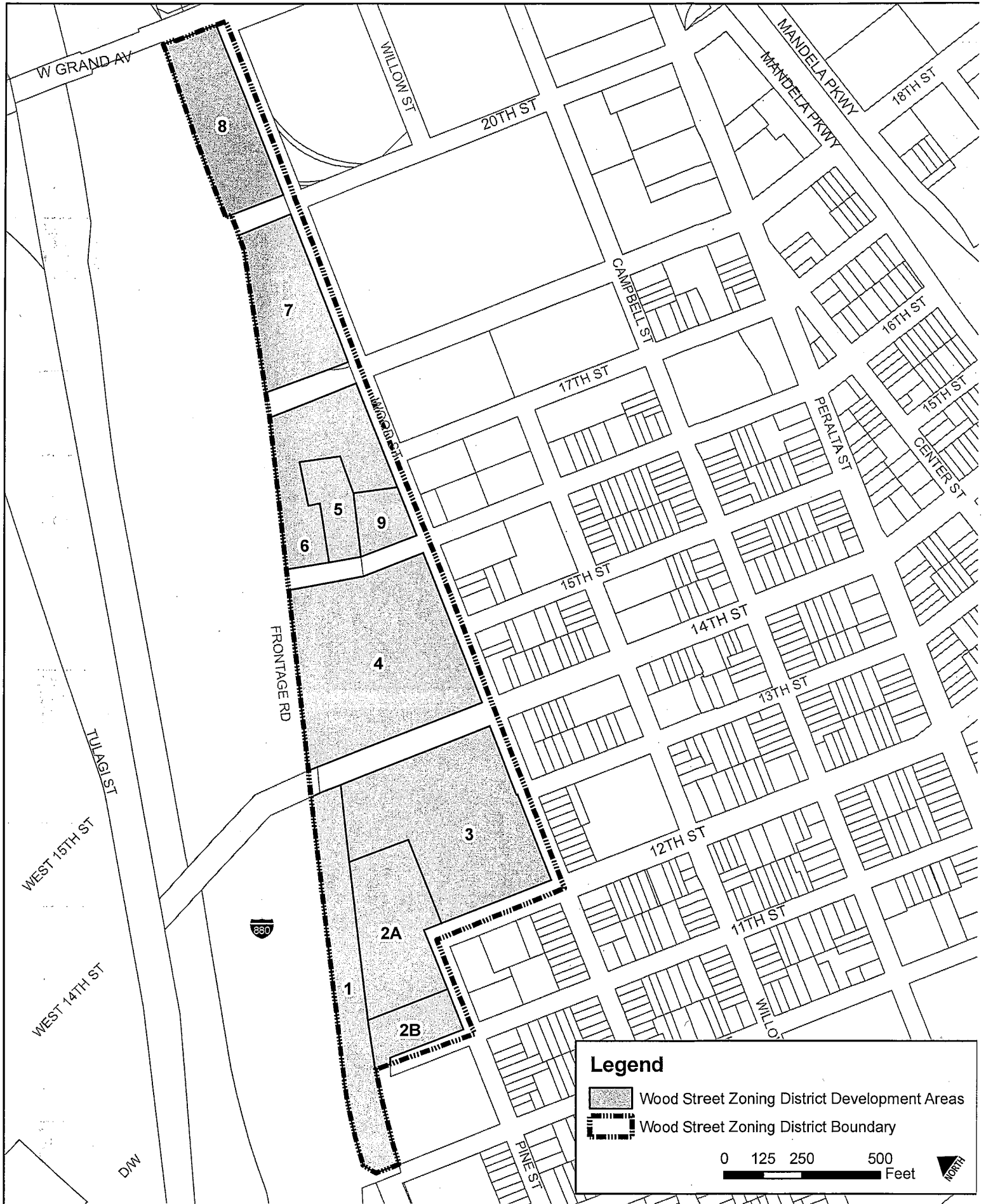
Table 4.10.01: Permitted and Conditionally Permitted Activities										
Activities	Development Areas									Additional Regulations
	1	2	3	4	5	6	7	8	9	
General Manufacturing	--	--	--	--	--	--	--	C	--	
Heavy/High Impact	--	--	--	--	--	--	--	--	--	Update
Research and Development	--	C(L11)	--	--	--	--	--	--	--	Update/Add
Construction Operations	--	P(L10)	--	P(L10)	P(L10)	P(L10)	--	P(L10)	--	Update
Warehousing, Storage, and Distribution	--	--	--	--	--	--	--	--	--	Update
A. General Warehousing, Storage and Distribution	--	C(L11)	--	--	--	--	--	--	--	Update/Add
B. General Outdoor Storage	--	--	--	--	--	--	--	--	--	Update
C. Self- or Mini Storage	--	C(L11)	--	--	--	--	--	--	--	Update/Add
D. Container Storage	--	--	--	--	--	--	--	--	--	Update
E. Salvage/Junk Yards	--	--	--	--	--	--	--	--	--	Update
Regional Freight Transportation	--	--	--	--	--	--	--	--	--	Update
Trucking and Truck-Related	--	--	--	--	--	--	--	--	--	Update
Recycling and Waste-Related	--	--	--	--	--	--	--	--	--	Update
A. Satellite Recycling Collection Centers	--	--	--	--	--	--	--	--	--	Update 17.10.040
B. Primary Recycling Collection Centers	--	--	--	--	--	--	--	--	--	Update
Hazardous Materials Production, Storage, and Waste Management	--	--	--	--	--	--	--	--	--	Update
Small Scale Transfer and Storage Hazardous Waste Management	--	--	--	--	--	--	--	--	--	Delete
Industrial transfer/Storage hazardous Waste Management	--	--	--	--	--	--	--	--	--	Delete
Residuals Repositories Hazardous Waste Management	--	--	--	--	--	--	--	--	--	Delete
Agriculture and Extractive Activities										
Crop and animal raising	C	C	C	C	C	C	C	C	C	Add
Plant nursery	--	--	--	--	--	--	--	--	--	
Mining and Quarrying	--	--	--	--	--	--	--	--	--	
Accessory off-street parking serving prohibited activities	--	--	--	--	--	--	--	--	--	17.102.100
Additional activities that are permitted or conditionally permitted in an adjacent zone, on lots near the boundary thereof.	--	--	--	--	--	--	--	--	--	17.102.110

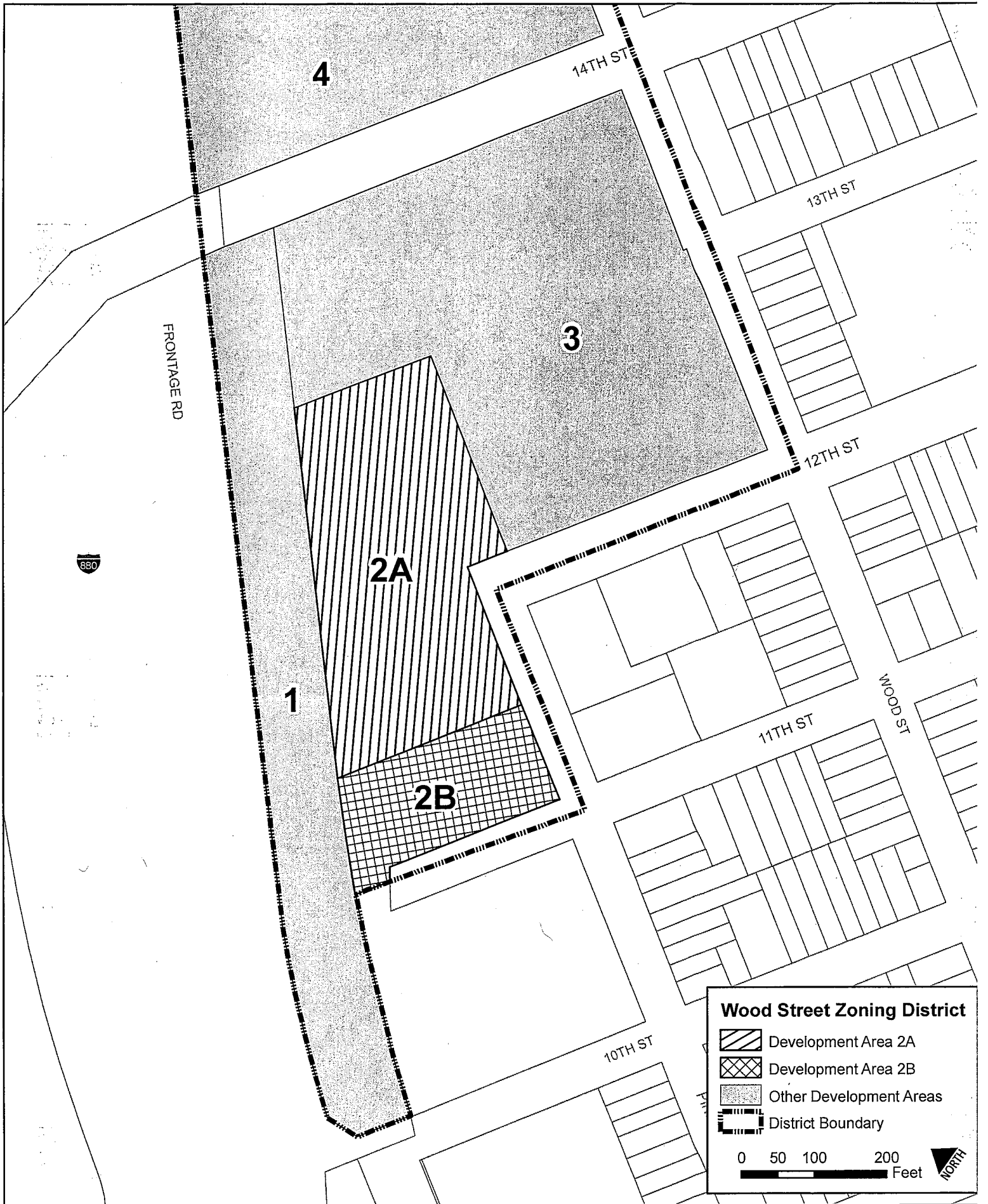
Limitations on Table 4.10.01:

- L1 Service Enriched Permanent Housing Residential activities for residents aged sixty (60) years or under requires the granting of a conditional use permit (see 17.134).
- L2. Only the following activities are permitted: 1) places of worship, churches, temples, mosques, and synagogues with a total floor area of 3,000 square feet or less and 2) public, parochial,


private, non-profit clubs and lodges, meeting halls, recreation centers, gymnasiums 5,000 square feet or less.

- L3. Activities with a total floor area greater than 3,000 square feet require the granting of a conditional use permit (see 17.134) and activities with a floor area over 5,000 square feet are prohibited.
- L4. Only police substations and neighborhood servicing post offices that have a total floor area not exceeding 1,000 square feet are permitted. Other Utility and Vehicular Civic activities are prohibited.
- L5. Grocery markets shall 1) be limited to a maximum floor area of 3,000 square feet 2) only be open between 6:00.AM and 10:00PM.
- L6. Convenience markets shall not be greater than 5,000 square feet.
- L7. Alcoholic Beverage Sales is limited to sale of beer and wine.
- L8. Floor area devoted to Medical Service Commercial activities limited to a maximum 2,500 square feet.
- L9. Retail Business supply stores are limited to office and art supply stores and shall be limited to a maximum 3,000 square feet.
- L10. Activities with a total floor area greater than 5,000 square feet require the granting of a conditional use permit (see 17.134) and activities with a floor area over 10,000 square feet are prohibited except for Development Area 2B (the icehouse property). This activity is limited to neighborhood serving construction product sales and services (Note: Hardware Stores are a General Retail Commercial Activity, refer to L3)”
- L11. Only applies to the “Icehouse” building located in Development Area 2B.
- L12. Only Passive Recreation is allowed. Active Recreation and Overnight Camping are not allowed.





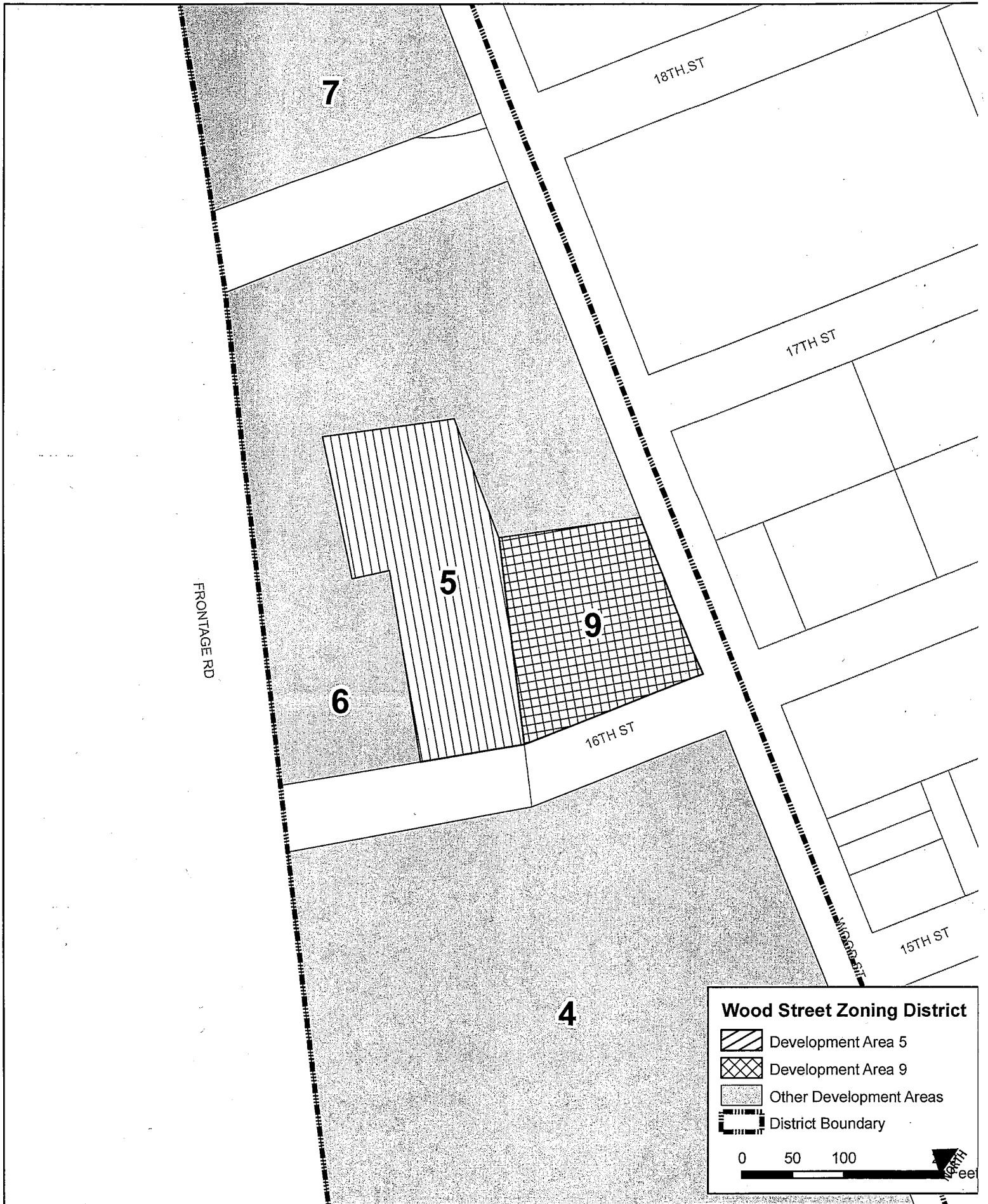
Wood Street Zoning District

-  Development Area 2A
-  Development Area 2B
-  Other Development Areas
-  District Boundary

0 50 100 200 Feet



Wood Street Zoning District Amendment
Development Area 2



Wood Street Zoning District Amendment
Development Areas 5 and 9

Table: Comparison of City of Oakland Existing Zoning Code Use Classifications and Proposed Use Classifications

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.250 Telecommunication Activities. Telecommunication Activities include the transmission, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received.</p> <div data-bbox="727 1486 847 1919" style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;"> Telecommunication Activities were placed in Essential Service Civic, letter H. </div>	<p>17.10.140 Essential Service Civic Activities. Essential Service Civic Activities include the maintenance and operation of the following installations. They also include certain activities accessory thereto, as specified in Section 17.10.040.</p> <ul style="list-style-type: none"> A. Electric, gas, and telephone distribution lines and poles, and water, storm drainage, and sewer lines, with incidental appurtenances thereto, but excluding electric transmission lines; B. Community and botanical gardens; C. Private streets; D. Public polling places; E. Freeways, rapid transit routes, streets, alleys, and paths, but excluding activities on, under, or over such ways which activities are not customarily appurtenant thereto; F. Seasonal retail sales conducted for a limited duration under valid license or lease on property owned by the city; F. Police and Fire stations; G. Post offices, but excluding major mail processing centers; H. Telecommunications activities including the transmission, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received. (Ord. 11904 § 5.05, 1996; prior planning code § 2323) I. All activities not classified elsewhere in the use regulations that are conducted on city and regional parklands and which are specifically referenced in master plans which are adopted by the Oakland City Council. (Ord. 12078 § 5 (part), 1998; prior planning code § 2310) <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.170 Community Assembly Civic Activities.</p> <p>Community Assembly Civic Activities include the activities typically performed by, or at, the following institutions or installations. They also include certain activities accessory thereto, as specified in Section 17.10.040.</p> <p>A. Churches, temples, and synagogues; B. Food service and other concessions located within public parks; C. Public, parochial, and private nonprofit clubs, lodges, meeting halls, and recreation centers; D. Public and parochial playgrounds and playing fields; E. Temporary nonprofit festivals; F. Basketball courts, tennis courts, handball courts, lawn bowling, and similar outdoor park and recreational facilities; G. Public, parochial, and private nonprofit gymnasiums; H. Community swimming and wading pools, and other water play features; I. Picnic areas.</p> <div data-bbox="852 1249 950 1869" style="border: 1px solid black; padding: 10px; margin-top: 20px;"> <p>Community Assembly Civic Activities were split into the two activities on the right.</p> </div>	<p>17.10.160 Community Assembly Civic Activities.</p> <p>Community Assembly Civic Activities include the provision of civic activities to assembled groups of spectators or participants at the following institutions or installations. Examples of activities in this classification include but are not limited to the following:</p> <ul style="list-style-type: none"> • churches, temples, synagogues, and other similar places of worship; • public and private nonprofit clubs, lodges, meeting halls, and recreation centers; • performing arts centers • public and nonprofit gymnasiums and indoor swimming pools <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.170 Recreational Assembly Civic Activities.</p> <p>Recreational Assembly Civic Activities include the provision of recreational activities, typically performed by participants within public facilities. These activities are performed at establishments including, but not limited to, the following:</p> <ul style="list-style-type: none"> • food service and other concessions located within public parks • public and parochial playgrounds and playing fields • temporary nonprofit festivals • basketball courts, tennis courts, handball courts, lawn bowling, and similar outdoor park and recreational facilities • community outdoor swimming and wading pools, and other water play features • picnic areas <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.270 General Food Sales Commercial Activities. General Food Sales Commercial Activities include the retail sale, from the premises, of food or beverages for home consumption, as well as the retail sale of prepared food or beverages for on-premises consumption, but exclude the activities described in Sections 17.10.280, 17.10.290, and 17.10.300. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <div data-bbox="829 1230 927 1923"> <p>General Food Sales Commercial Activities were split into the three activities on the right.</p> </div>	<p>17.10.270 General Food Sales Commercial Activities. General Food Sales Commercial Activities includes the retail sales of food or beverages for off-site preparation and consumption. This classification includes, but is not limited to, the following:</p> <p>A. Supermarkets or grocery stores that that offer a variety of food items for home consumption such as a combination of fresh fruits, vegetables, breads, meat, dairy products, cereals, pastas, and prepackaged foods. Generally, grocery stores are a minimum 5,000 square feet and have a minimum 20 percent of net retail floor area devoted to the display of fresh fruits and vegetables/and or fresh meats, whichever is greater.</p> <p>B. Stores specializing in particular or distinctive food items, including, but not limited to retailers whose primary business maintains an inventory of specialty, gourmet, health, or ethnic food items. Examples of these activities include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • gourmet food stores • bakeries • butchers • specialty food stores • fish and poultry shops • produce markets • delicatessens (may include sandwich shops in conjunction with the sale of other delicatessen products) • health food stores <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.272 Full Service Restaurant Commercial Activities. Restaurants providing food or beverage services to patrons who order and are served while seated (table service), and pay after eating. Only a minor proportion, if any, of the food is sold for consumption off-premises. These restaurants have kitchens that contain equipment suitable for cooking an assortment of foods. Also, see 17.102.180 and 17.156.070 for definitions of a full-service restaurant in relation to Alcoholic Beverage Sales. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.274 Limited Service Restaurant and Cafe. Restaurants that generally provide food or beverage services to patrons that order and pay before eating. Food and beverages may be served in disposable containers and may be consumed on the premises or taken out. Seating for on-premises consumption is usually available and table service may not be provided. Examples of these activities include, but are not limited to, cafés and restaurants that do not fall under 17.10.270 Full Service Restaurant or 17.10.290 Fast-food Restaurant Commercial Activities. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.310 Convenience Sales and Service Commercial Activities. Convenience Sales and Service Commercial Activities include the retail sale, from the premises, of drugs and other frequently needed small personal convenience items such as toiletries, tobacco, and magazines, as well as the provision of personal convenience services which are typically needed frequently or recurrently, such as barber and beauty care; and include shoe shining and operation of self-service laundromats and laundry or dry cleaning pick-up stations but exclude other apparel cleaning and repair services. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.350 General Personal Service Commercial Activities. General Personal Service Commercial Activities include the provision to individuals of informational, instructional, amusement, and similar services of a nonprofessional nature which are not typically needed frequently, other than the services classified as Civic Activities or described in Sections 17.10.320, 17.10.360, 17.10.380, and 17.10.440. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <div data-bbox="862 1255 959 1896" style="border: 1px solid black; padding: 5px; margin-top: 20px;"> <p>These two activities were split and combined into the two activities on the right.</p> </div>	<p>17.10.340 General Retail Sales Commercial Activities. General Retail Sales Commercial Activities include the sales of items generally for personal or household use, but excludes activities more specifically described in other classifications. This activity does not include establishment where more than five percent of net retail floor area is devoted to food products. Examples of activities in this classification include but are not limited to the following:</p> <ul style="list-style-type: none"> • book and magazine, music, and video stores • pharmacy that sells prescription and non-prescription drugs along with miscellaneous retail items • florists • news stand • new and used clothing and shoes stores • department stores • electronics and appliance stores • furniture and home furnishing stores • gift shops • hardware and paint stores • hobby supply stores • auto parts stores, excluding service or installation • jewelry stores • luggage and leather goods stores • office supply and stationary stores • sporting goods stores <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.350 Consumer Service Commercial Activities. Consumer Service Commercial Activities include the provision of services of a personal nature, but exclude activities more specifically classified elsewhere. Examples of activities in this classification include but are not limited to the following:</p> <ul style="list-style-type: none"> • barber shops • beauty salons • nail salons • full service laundry service and dry cleaners (not including dry cleaning plants) • shoe shine stands • tailors • tanning salon/tattoo parlors • a pharmacy that exclusively sells prescription drugs, non-prescription drugs, and other medical related products <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.380 Group Assembly Commercial Activities. Group Assembly Commercial Activities include the provision of cultural, entertainment, educational, and athletic services, other than those classified as Civic Activities or described in Section 17.10.320, to assembled groups of spectators or participants. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <div data-bbox="857 1348 950 1873" style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;"> <p>Group Assembly Activities were split into the two activities on the right.</p> </div>	<p>17.10.380 Group Assembly Commercial Activities. Group Assembly Commercial Activities include the provision of instructional, amusement, or similar services of a nonprofessional nature to group assemblages of people. This classification does not include any activity classified in 17.10.180 Community Education Civic Activities. Examples of activities in this classification include but are not limited to the following:</p> <ul style="list-style-type: none"> • instructional classes in facilities with 2,000 square feet or more of classroom or instructional space. • meeting halls, clubs, lodges, or fraternal organizations • drive-in theaters • theaters or venues where more than 300 people are viewing an individual stage, screen, or performance. • temporary festivals, carnivals, fairs, and circuses • cabarets, night clubs, dance halls, and pool halls • banquet halls • fitness clubs with 2,000 square feet or more of floor area <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.385 Personal Instruction and Improvement and Small Scale Entertainment Commercial Activities. The provision of informational, instructional, personal improvement and similar services of a nonprofessional nature. This classification also includes theaters where less than 300 people are viewing an individual stage or screen. This classification does not include any activity classified as 17.10.180 Community Education Civic Activities or 17.10.380 Group Assembly Civic Activities. Examples of activities in this classification include but are not limited to the following:</p> <ul style="list-style-type: none"> • Yoga, martial arts, driving school, and other instructional classes in facilities with less than 2,000 square feet of classroom or instructional space • Fitness clubs with less than 2,000 square feet of floor area • Theaters or venues where less than 300 people are viewing an individual stage, screen, or performance. <p>This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.400 Business and Communication Service Commercial Activities. Business and Communication Service Commercial Activities include the provision, primarily to firms rather than to individuals, of services of a clerical, goods brokerage, communication, or minor processing nature, including multicopy and blueprinting services; but exclude printing of books, other than pamphlets and small reports for another firm, and the storage of goods, other than small samples, for sale. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <div data-bbox="537 1226 683 1892"> <p>Business and Communication Service Commercial Activities were split into the two activities on the right.</p> </div>	<p>17.10.400 Business, Communication, and Media Service Commercial Activities. Business, Communication, and Media Service Commercial Activities include the provision of services of a clerical, goods brokerage, communication, or minor processing nature such as digital and print production, photocopying, audio and video editing, and mailing services. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.410 Broadcasting and Recording Service Commercial Activities. Broadcasting and Recording Service Commercial Activities include the activities performed in broadcasting studios for over-the-air, cable or satellite delivery of radio, television programs, or internet and studios for the audio or video recording or filming of 1) musical performances, 2) radio or television programs or 3) motion pictures. This category does not include transmission towers. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.470 Automotive Servicing Commercial Activities. Automotive Servicing Commercial Activities include the sale, from the premises, of goods and the provision of services which are generally required in the operation and maintenance of automotive vehicles and the fulfilling of motorist needs, including sale of petroleum products together with sale and servicing of tires, batteries, automotive accessories, and replacement items, lubricating services, and performance of minor repairs. They also include certain activities accessory to the above, as specified in Section 17.10.040. (Prior planning code § 2382)</p> <div data-bbox="540 1203 638 1917"> <p>Automotive Servicing Commercial Activities were changed into the activity on the right.</p> </div>	<p>17.10.470 Automobile and Other Light Vehicle Gas Station and Servicing Commercial Activities. Automobile and Other Light Vehicle Gas Station and Servicing Commercial Activities include the sale, from the premises, of goods and the provision of services which are generally required in the operation and maintenance of automotive vehicles that have a gross vehicle weight less than 14,000 pounds and the fulfilling of motorist needs, including sale of petroleum products together with sale and servicing of tires, batteries, automotive accessories, and replacement items, lubricating services, and performance of minor repairs. This classification does not include vehicle dismantling or salvage and tire re-treading or recapping (See Salvage/Junk Yards, Section 17.10.XXX). This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>
<p>17.10.480 Automotive Repair and Cleaning Commercial Activities. Automotive Repair and Cleaning Commercial Activities include the major repair or painting of motor vehicles, including body work and installation of major accessories, as well as the washing and polishing of motor vehicles. They also include certain activities accessory to the above, as specified in Section 17.10.040. (Prior planning code § 2383)</p> <div data-bbox="875 1203 972 1917"> <p>Automotive Repair and Cleaning Commercial Activities were changed into the activity on the right.</p> </div>	<p>17.10.480 Automobile and Other Light Vehicle Repair and Cleaning Commercial Activities. Automobile and Other Light Vehicle Repair and Cleaning Commercial Activities include the major repair or painting of motor vehicles that have a gross vehicle weight less than 14,000 pounds, including body work and installation of major accessories, as well as the washing and polishing of motor vehicles. This classification does not include vehicle dismantling or salvage and tire re-treading or recapping (See Salvage/Junk Yards, Section 17.10.XXX). This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p>

Existing Zoning Activities	Proposed Zoning Activities
<p>17.10.500 Transport and Warehousing Commercial Activities. Transport and Warehousing Commercial Activities include the provision of warehousing and storage, freight handling, shipping, and trucking services. They also include certain activities accessory to the above, as specified in Section 17.10.040. (Prior planning code § 2387)</p> <div data-bbox="492 1203 589 1917"> <p>Transport and Warehousing Commercial Activities were split into the two activities on the right.</p> </div>	<p>17.10.485 Taxi and Light Fleet-Based Service Commercial Activities. Passenger transportation services, local delivery services, and other businesses that rely on fleets of three or more vehicles with a rated capacity of less than 12,500 pounds. This classification includes parking, dispatching, and offices for taxicab and limousine operations, airport shuttles, medical transport, local messenger and document delivery services, janitorial services, and similar businesses. This classification does not include towing operations except for tow truck services where vehicles are taken to off-site locations. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.500 Transport and Warehousing Commercial Activities (does not apply to the CIX-1, CIX-2, IG, or IO zones). Transport and Warehousing Commercial Activities include the provision of warehousing and storage, freight handling, shipping, and trucking services. This classification does not apply to the CIX-1, CIX-2, IG, or IO zones. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040. (Prior planning code § 2387)</p>
<p>17.10.510 Animal Care Commercial Activities. Animal Care Commercial Activities include the provision of animal care, treatment, and boarding services. They also include certain activities accessory to the above, as specified in Section 17.10.040.</p> <div data-bbox="1000 1251 1097 1892"> <p>Animal Care Commercial Activities were split into the two activities on the right.</p> </div>	<p>17.10.505 Animal Boarding Commercial Activities. Animal Boarding Commercial Activities include any structure, land, or combination thereof used, designed, or arranged for the boarding, breeding or care of dogs, cats, pets, or other domestic animals for profit, but exclusive of animals used for agricultural purposes. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040.</p> <p>17.10.510 Animal Care Commercial Activities. Animal Care Commercial Activities include the provision of animal care and treatment wherein the overnight care of said animals is prohibited except when necessary in the medical treatment of the animal. This classification also includes certain activities accessory to the above, as specified in Section 17.10.040. (Prior planning code § 2388)</p>

Review and Analysis of Compliance with the California Environmental Quality Act (CEQA)

Proposed Amendment to the Wood Street Zoning District for a Portion of Development Area 2

Existing Warehouse Building at 1111 Pine Street – aka The Icehouse

An EIR was certified for the Wood Street Zoning District-Central Station Project in 2005. Since the proposed text amendment to the WSZD requires a discretionary action by the City, it is subject to the California Environmental Quality Act (CEQA). The previously certified EIR can be applied to this discretionary action under Section 15162 of the CEQA Guidelines. Specifically, in light of the requested amendment and the previous record of the project, none of the following conditions exist:

Substantial changes are proposed in the project which will require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects.

The proposed zoning amendment for the existing 88,000 sq.ft. Icehouse property would represent no new significant environmental changes to the project than those previously analyzed in the 2005 EIR. The existing building would be used in its present condition, with no change to the footprint, height or other major physical element. The types of activities proposed to be added to the WSZD conditionally permitted uses are those that will have minimum disturbance to the adjacent Pacific Cannery Lofts Project. Uses such as research and development, warehousing, broadcasting and media services, etc. will actually serve to buffer the heavier industrial activities from CWS, across 11th Street.

The analysis in the EIR contemplated a redevelopment of the subject properties over a period of years, with existing buildings maintaining their current uses until redevelopment occurred. Within Development Area 2, the Pacific Cannery Lofts has been completed and occupied, while the Icehouse property will remain in non-residential use for a period until the adjacent California Waste Systems stops operation. This mixture of uses for Development Area 2 was assessed in the Alternatives Section of the 2005 EIR through the No Project Alternative, the OARB Alternative and the Reduced Density Alternative. As set forth in Table 5-2 of the 2005 EIR, all potential impact under these three development alternatives would be equal to or less than the approved project except for operational characteristics such as the release of hazardous materials or substances. The operational characteristics of potential uses can be managed or restricted through the conditional use permit process.

Substantial changes occur with respect to the circumstances under which the project is undertaken which will require major revisions of the previous EIR due to the involvement of new significant effects or a substantial increase in the severity of previously identified significant effects. There have been no substantial changes with respect to the circumstances under which the project would be undertaken. As noted, the non-residential use of the Icehouse Property was contemplated in three alternatives within the 2005 EIR. The only changed circumstance is that the 2007 Settlement

Agreement among CWS- PCL Associates and Build West Oakland restricted the Icehouse property to non-residential use, thereby creating a buffer between the new residential uses and the recycling facility. Any new uses contained in the Icehouse would be subject to a conditional use permit process and be limited to those activities that minimized incompatible operating characteristics such as noise, fumes, heavy truck traffic etc.

New information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time of the previous EIR was certified as complete, shows any of the following:

The project will have one or more significant effects not discussed in the previous EIR; Significant effects previously examined will be substantially more severe than shown in the previous EIR; The continuing warehouse, storage or light industrial use of the Icehouse Property will not result in one or more significant effects because this is a continuation of an existing use, as analyzed in three alternatives in the 2005 EIR (No Action Alternative, OARB Alternative and the Reduced Project Alternative.) This analysis found no new impacts or any more severity of impacts to significant effects previously examined.

Mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects of the project, but the project proponents decline to adopt the mitigation measure or alternative; or

Mitigation measures or alternatives which are considerably different from those analyzed in the previous EIR would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative.

There are no mitigation measures or alternatives previously found not to be feasible that are now feasible that would substantially reduce one or more significant effects of the project. For instance, regular AC Transit bus service has recently been established nearby the Icehouse Property, thereby potentially reducing automobile trips from any new uses. Further, there are no mitigation measures or alternatives which are considerably different from those previously analyzed in the 2005 EIR that would reduce one or more significant effects on the environment. As previously explained, the existing Icehouse Property would continue to be used as a warehouse, storage facility, light industrial or other similar business with no physical changes to the building. This building has been used in the past for similar purposes, and the factor that is at issue is the amount of time that the building will continue to be used for such purposes, consistent with the long term development goals and objectives of the WSZD.