

HONORABLE MAYOR AND CITY COUNCIL

Subject: Update on the Oakland Waterfront Ballpark District

Date: September 20, 2022

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**MEMORANDUM****TO:** HONORABLE MAYOR &
CITY COUNCIL**FROM:** Elizabeth Lake
Assistant City Administrator**SUBJECT:** Update on Waterfront Ballpark District**DATE:** September 20, 2022

City Administrator

Date Sep 20, 2022

Approval

INFORMATION

The purpose of this Information Memorandum is to provide an update on the status of the Oakland Athletics (Oakland A's) proposed Oakland Waterfront Ballpark District at Howard Terminal (Project), including: (1) the funds the City has secured to date and its ongoing efforts to secure additional funds necessary to implement the Project's offsite transportation infrastructure, and (2) stakeholder engagement on community benefits and freight compatibility.

BACKGROUND

This Information Memorandum supplements the reports provided to the City Council dated June 25 and December 30, 2019, July 20, 2020, February 11, July 1 and July 15, 2021, and February 1 and 15, 2022, all of which can be accessed on the City of Oakland's Waterfront Ballpark District at Howard Terminal project [webpage](#).

The Project consists of the redevelopment in the City of Oakland (City) of the approximately 55-acre site at the Port of Oakland (Port) commonly known as Howard Terminal, generally located at the southerly terminus of Market Street along the Inner Harbor of the Oakland-Alameda Estuary, into a new mixed-use development, including an open-air waterfront multi-purpose Major League Baseball ballpark (Ballpark) with a capacity of up to 35,000 persons, up to 3,000 residential units, up to 1.5 million square feet of office space, approximately 270,000 square feet of retail space, an approximately 50,000 square-foot indoor performance center with capacity of up to 3,500 patrons, up to 400 hotel rooms, and a network of publicly-accessible open spaces totaling up to 18.3 acres.

On July 20, 2021, the City Council approved a term sheet for the Project pursuant to Resolution No. 88744 (2021 Resolution) that included, among other things, a directive for staff to pursue, with support from the Oakland A's, the use of Federal, State, Regional, and other funding sources for all necessary offsite transportation infrastructure improvements.

On February 17, 2022, the City Council approved an additional resolution, Resolution No. 89044 (2022 Resolution), that included directives for staff to: (a) continue to engage project stakeholders,

including West Oakland stakeholders in coordination with the office of the City Councilmember in whose district the Project site is located, Chinatown stakeholders, and the Port of Oakland (Port) and freight compatibility stakeholders on Seaport Compatibility Measures, including any recommended changes to those measures; (b) work with the Port to identify which offsite projects will be led by the Port; (c) present the plans for Project ingress and egress to the Commission on Persons with Disabilities and the Bicycle and Pedestrian Advisory Committee prior to the approval of such plans; (d) include in the Development Agreement a requirement to create an informal working group to review and provide transparency over implementation of the toxics remediation plan approved by the Department of Toxic Substances Control; and (e) develop a comprehensive framework of community benefits for the Project, including jobs policies, small business policies, affordable housing and a community fund.

On February 17, 2022, the City Council also certified the Environmental Impact Report (EIR) for the Project and adopted an Ordinance setting forth a shared jurisdictional framework between City and Port governing implementation of the proposed the Project. On April 4, 2022, Union Pacific Railroad Company (UP), the Capital Corridor, and the East Oakland Stadium Alliance (EOSA), which is comprised of Pacific Merchant Shipping Association, Harbor Trucking Association, California Trucking Association, Schnitzer Steel Industries, and the International Longshore and Warehouse Union, filed separate lawsuits against the City, alleging violations of the California Environmental Quality Act (CEQA) in certifying the EIR and adopting the Ordinance. On September 8, 2022, Alameda County Superior Court Judge Brad Seligman entered a final order denying all claims except for one issue relating to the mitigation for wind impacts, which was only raised by EOSA. Therefore, the Court entered judgment in favor of the City in the UP and Capital Corridor cases, denying their claims regarding rail safety and recirculation in their entirety. The Court will be considering the form of judgment and remedy to be entered in the EOSA case on September 20, 2022. However, the only issue remaining to be resolved is the scope of the remedy relating to wind mitigation, which should be narrow, and all other claims will be denied in their entirety. The trial court judgment is subject to appeal. Any appeal will be fast-tracked under the judicial expediting rules of AB 734.

The City and Oakland A's continue to negotiate the terms of the Development Agreement, including community benefits, and the other necessary agreements and entitlements for the Project. An independent analysis of the fiscal impacts of the proposed Project will be presented to Council and the public for review once a final deal has been reached. The Port is similarly continuing its negotiations with the Oakland A's. This Information Memo provides an update on the status of efforts undertaken in response to the Council's directives as memorialized in the 2021 Resolution and 2022 Resolution described above.

1) Funding for Offsite Transportation Infrastructure Improvements

The term sheet approved by Council via the 2021 Resolution was intended to establish the preliminary terms on which the Oakland A's and the City would draft and negotiate a Development Agreement for the Project. The 2021 Resolution expressed, amongst other things, Council's expectation that staff would "make every reasonable effort to protect the City's General Fund as a part of any final Development Agreement." The City Council, in its 2021 Resolution, further directed staff to "pursue, with support from the A's ... the use of Federal, State, Regional, and other funding sources for the Project's offsite transportation infrastructure ... and (b) advise the Council

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of the details and outcomes of such efforts no later than when returning with a proposed Development Agreement for the Council’s consideration.” Finally, the Council’s 2021 Resolution modified the staff-recommended term sheet to indicate that the “A’s shall not be responsible for the offsite transportation infrastructure.”

It is important to note that many these offsite infrastructure improvements have long been identified as beneficial for the safety, sustainability and equity goals of the City, independent of the Waterfront Ballpark District Project. This collection of projects is called TOWN (Transforming Oakland’s Waterfront Neighborhoods) and will bring long-needed benefits to West Oakland, Downtown, Jack London and Chinatown, regardless of whether the Ballpark District gets built.

The offsite infrastructure cost estimates referenced in the 2021 term sheet were provided by the Oakland A’s based on their engineers’ conceptual designs and contractors’ unit pricing and assumed that a single construction contract for the overall offsite infrastructure program would be procured privately by the Oakland A’s. In response to Council’s July 2021 Resolution, in August 2021, Oakland Department of Transportation (OakDOT) staff accordingly began the process of validating and revising the Oakland A’s cost estimates to incorporate, where needed, elements of the offsite infrastructure scope that were missing, incomplete or incorrect, as well as to reflect public procurement through multiple construction contracts, each awarded through a competitive bid in accordance with the City’s (and in some cases, Federal or State) procurement procedures for public works projects. Finally, unit pricing was adjusted where the City had recent comparable data, inflation factors were increased to reflect recent trends, and the cost of administrative support services throughout the public procurement and contracting process was added. As the City’s current cost estimates are based only on available conceptual drawings, contingencies were also increased to account for the potential for further scope changes throughout the course of design development, permitting, construction documentation, right of way acquisition, and project implementation. With these changes, the City’s cost estimate to construct and implement all offsite transportation infrastructure improvements, including grade separations and parking management will significantly exceed the A’s previous estimate.

Over the past 18 months, consistent with the Council’s direction, City staff have been actively working, with support from the Oakland A’s, to identify and secure Federal, State, Regional and other funding sources to defray these projected costs. As described in **Table 1** below, over the course of the last year, the City has successfully secured (or is in the process of securing) funds totaling approximately \$321.5M, or more than 90% of the cost of the Project’s offsite infrastructure as it was projected by the Oakland A’s at the time of the Council’s 2021 Resolution:

Table 1: Secured and In-Process Funding for Offsite Transportation Improvements

Secured		
Funding Source	Amount	Notes
RAISE (federal)	\$ 14,507,075	Awarded 2021
ATP (state)	\$ 14,178,000	Awarded 2021
AHSC (state)	\$ 644,200	Awarded 2018
HSIP (state)	\$ 304,000	Awarded 2019
Measure KK (local)	\$ 9,392,197	Applied to existing paving priority projects

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Earmarks (federal)	\$	2,000,000	Awarded 2022
TIRCP (state)	\$	10,732,000	Awarded 2022
Subtotal	\$	51,757,472	
In-Process			
Port/CalSTA	\$	259,500,000	Awarded to Port 2021. Baseline agreement in place; Supplemental Agreements between the Port and CalSTA and an MOU between the City and Port are required prior to expenditure of these funds
ACTC Measure BB	\$	10,200,000	Funds programmed for Broadway corridor, seeking ACTC action to secure in coming months
Subtotal	\$	269,700,000	
Subtotal – Secured	\$	321,457,472	

To help offset the significantly increased offsite infrastructure costs estimated by City staff since August 2021, two potential funding sources have been identified and are listed as “Pending” in **Table 2** below. The first is a grant application submitted to the United States Department of Transportation earlier this year under the Megaprojects program, a subset of the Bipartisan Infrastructure Law. Based on initial feedback, the City may receive a partial award, or no award from this highly competitive source. The second is a contribution to the cost of improvements to 7th Street by the developers of 500 Kirkham, which will be required if and when that approved project moves forward. Obviously, the City’s receipt of these funds and the time at which the funds might be received remains highly speculative.

Table 2: Pending Funding for Offsite Transportation Improvements

Funding Source	Amount	Notes
USDOT Megaprojects grant program	\$ 182,890,921	Awaiting results of grant application submitted earlier this year. The City may receive a partial award, or no award from this highly competitive source
500 Kirkham Development	\$ 1,500,000	Required contribution from 500 Kirkham Development to the 7 th Street project – only available if development moves forward
Subtotal	\$ 184,390,921	

Finally, City staff are also closely tracking the upcoming grant opportunities described in **Table 3**, below, for which various elements of the offsite package of projects may be eligible. Although staff believes its applications will be well positioned to compete successfully and secure future awards, it is not possible to predict with any certainty the likelihood or the size of such potential future awards.

Table 3: Potential Future Funding Opportunities (grant amounts are estimated)

Funding Source	Target Amount	Notes
Regional Measure 3 (RM3) Goods Movement and Mitigation Funds	\$ 55,000,000	Regional funding program, funding request to be presented to Metropolitan Transportation Commission and Alameda County Transportation Commission later this year
Federal Consolidated Rail and Infrastructure Improvements Program (CRISI)	\$ 25,000,000	Federal funding program, applications due later this year
State Trade Corridor Enhancement Program (TCEP)	\$ 30,000,000	State funding program, applications due later this year
State Port and Freight Infrastructure Program	\$ 20,000,000	State funding program, applications due later this year
Grade Separation State Budget Augmentation	\$ 10,000,000	State funding program, applications due later this year
Subtotal	\$ 140,000,000	

In addition to pursuing all available Federal, State and Regional funding sources for the Project’s offsite infrastructure, staff has begun the underwriting process for the potential issuance of a limited obligation bond (LOB), which would be backed only by project-generated incremental tax revenues that would only be generated if the Project proceeds. The LOB, if issued, would be separate from and in addition to those bonds to be issued by the proposed Enhanced Infrastructure District (EIFD). Specifically, the LOB revenue would be used by the City as a contingency to cover unexpected higher costs or to fund upfront offsite infrastructure improvements for which there are no available Federal, State or Regional funding sources. Even assuming the availability of the LOB proceeds, significant increases in costs are anticipated and there are not yet sufficient funds currently in-hand to cover the estimated costs of the off-site infrastructure. As a result, under the current structure, there is a risk that the City would be required to fund the remaining costs as well as any cost overruns, each of which may prove significant. Staff awaits award decisions on its pending applications and will continue to seek opportunities to close the funding gap.

The EIFD bond revenue, conversely, could be used to reimburse the Oakland A’s for eligible affordable housing, public parks, and other eligible onsite public infrastructure costs over time, as those funds become available. The EIFD bonds would be backed by the incremental property taxes generated by the project, while the limited obligation bonds would be backed by other project-generated incremental tax revenue, like sales taxes, transient occupancy (hotel) taxes, or parking taxes – in both case, taxes that would not exist “but for” development of the project. Unlike the bonds the City and County issued for the Raiders and Coliseum in 1995, a LOB would be backed only by the revenues created by the Waterfront Ballpark District itself and would not put the City’s General Fund at risk. For example, if the City pledged sales tax receipts generated within the Waterfront Ballpark District to service LOB debt, then the City’s maximum liability is those actual sales tax receipts, as opposed to a general obligation, which would place the City’s General Fund

income and assets at risk. This structure ensures that only revenues that would not exist “but for” the project could be used to repay the debt.

Just as the estimated costs for off-site infrastructure improvements has gone up over time, so have the costs of the on-site public infrastructure, affordable housing and other community benefits. The City and A’s are continuing to explore ways to address these rising costs, including additional developer capital, additional project-generated tax increment, if any, not needed to service the potential LOB debt or fund the City’s increased general fund expenses resulting from development of the proposed Project, and an advertising district.

2) Stakeholder Engagement and Freight Compatibility

West Oakland Engagement

In the 2022 Resolution, the City Council directed staff “to work in coordination with the office of the City Councilmember in whose district the Project site is located to provide ongoing and robust opportunity for input related to the Project’s community benefits from West Oakland community stakeholders.”

In accordance with this directive, staff and consultants from Estolano Advisors (EA) attended the town hall hosted by Councilmember Fife on March 19, 2022 and met with Councilmember Fife twice in March 2022 to ensure alignment between staff and the Councilmember’s office on the best approach to West Oakland community engagement. At that time, it was agreed that City staff would continue to actively participate in monthly meetings hosted by West Oakland Benefits for Equity (WOBE)¹, and that community members contacting the Councilmember’s office with regard to community benefits would similarly be directed to the ongoing WOBE process. City staff were also advised that Ms. Margaret Gordon and Mr. Brian Beveridge of the West Oakland Environmental Indicators Project (WOEIP) should be staff’s primary points of contact within the West Oakland community for design of the community fund and the final community benefits framework. Staff continues to engage regularly with WOEIP and WOBE and is working with its facilitators at EA to present a comprehensive project update in fall 2022.

Between March and May 2022, EA convened and facilitated four workshops on the governance and structure of the Waterfront Ballpark Community Fund (as described in Section 4 in this memo) in which community representatives from West Oakland and other impacted communities participated. The meetings were open to the public, and observers were able to ask questions in real time and provide input. Key questions and materials were sent to delegates prior to and in between meetings for review and discussion with their broader memberships to ensure broad engagement. In between

¹ WOBE is a grassroots community body comprised of West Oakland residents and stakeholders, which has convened monthly since 2019 to develop community benefits recommendations on behalf of West Oakland. WOBE members were also well-represented on the Community Benefits Steering Committee, of which they comprised about one-third of all members. WOBE meetings are facilitated by the Equity Research Team, an offshoot of an equity fellowship program that studied community benefits on behalf of the West Oakland Environmental Indicators Project (WOEIP). WOBE meets the first Saturday of each month, and its meetings are open to the public.

meetings, the EA team often met individually with stakeholders to inform agenda planning and, as needed, used surveys to gather additional feedback before or after full group design workshops.

Chinatown Work Group

In the 2022 Resolution, the City Council directed staff to complete a non-CEQA traffic study and work with Chinatown to incorporate the results into a revised draft Transportation Management Plan (TMP) for the Ballpark, which should: “(a) incorporate the results of the study, (b) include clear roles and responsibilities for representatives from Chinatown in monitoring implementation of the TMP; (c) require that the Oakland Athletics' designated mobility coordinator work with Chinatown representatives to evaluate TMP strategies; (d) require that use of Chinatown's parking garages be prioritized for Chinatown cultural events when they occur at the same time as events at the Ballpark; (e) develop performance standards to address travel times and traffic queues for vehicles traveling into and around Chinatown on event days at the Ballpark.”

As detailed in the February 15, 2022 [Information Memorandum](#), the Chinatown Work Group was convened in September 2021 to identify strategies to minimize the effects of Ballpark parking and traffic congestion on Chinatown, and to work with the Oakland A's to create business opportunities for Chinatown and other local businesses. The work group met between September and December 2021 and received presentations from OakDOT staff and the City's transportation consultants based on previous transportation analyses conducted in Chinatown, with the intention of using the information to inform updates to the Transportation Management Plan (TMP). Chinatown stakeholders in the work group expressed a strong desire for an additional study of pedestrian and vehicular impacts on Chinatown intersections operations, and in December 2021, the City and developer agreed to complete the study.

In the first quarter of 2022, the City's transportation consultant, Fehr & Peers, commenced a study of the non-CEQA level of service impacts of increased pedestrian traffic through Chinatown from the Lake Merritt BART station, as well as increased vehicle traffic generated by baseball game attendees seeking parking in Chinatown. As requested by the work group, the study's assumptions factored in other planned improvements in the local vicinity, including implementation of the transit-only lanes on Broadway and the Oakland-Alameda Access Project.

Study findings on pedestrian impacts were presented to the work group on May 5, 2022, and findings on vehicular impacts will be presented in early October 2022. Presentations included detailed explanations of the methodology and assumptions utilized in the analyses, along with accompanying maps. Recommended strategies to reduce congestion and potential conflicts on Chinatown streets, such as locations for traffic control officers, as well as wayfinding signs that direct pedestrians to preferred routes for travel from the Lake Merritt BART station to the Ballpark, and for vehicles accessing parking in Chinatown, before, during, and after medium and large events at the Ballpark, accompanied both the pedestrian and vehicular impacts study findings presentations.

In the fourth quarter of 2022, staff will continue to work with Chinatown stakeholders to update the draft TMP based on the study results. The resulting recommendations will be included as an

attachment to the draft TMP, which will include: clear roles and responsibilities for representatives from Chinatown in monitoring the implementation of the TMP; a designated mobility coordinator that will work with Chinatown representatives to evaluate TMP strategies; prioritized parking for Chinatown cultural events when they occur at the same time as events at the Ballpark, and; performance standards to address travel times and traffic queues for vehicles traveling into and around Chinatown on event days at the Ballpark. The TMP is, by design, a living document that will be updated again immediately prior to opening day at the Ballpark and at least annually thereafter, as needed to achieve desired outcomes and meet performance standards.

Freight Compatibility and Seaport Compatibility Measures

In the 2022 Resolution, the City Council directed staff to “engage with key stakeholders, including but not limited to Freight Compatibility stakeholders in the planning processes for the Project and plans for the surrounding area” and “consult with the Port and provide the Council with an informational report on the seaport compatibility measures to be imposed by the Port, as well as recommendations for any additional Freight Compatibility strategies prior to consideration and approval of any Development Agreement for the Project”

On March 29, 2022, staff initiated engagement with freight stakeholders and Port representatives, as directed by Council. A kick-off meeting was initially scheduled for April 27, 2022, but was unfortunately placed on indefinite hold due to litigation filed by participating freight stakeholders against the City on April 4, 2022 challenging Council’s certification of the Project’s EIR. On September 8, 2022, the court issued a ruling successfully resolving that litigation in the City’s favor as described above. However, whether an appeal will be filed by EOSA, UP or Capital Corridor is not known at this time and each party will make their own decision. Engagement with freight stakeholders will resume once litigation is fully resolved. Based on the expedited judicial review timeline for the Project set forth in Assembly Bill 734, full resolution of the pending litigation is expected by the end of 2022. In the meantime, staff has continued to engage with the Port on the Project’s Seaport Compatibility Measures and focused on planning efforts for the surrounding area that have the potential to enhance freight compatibility, while the Port has continued to develop plans for the proposed expansion of the Inner Harbor Turning Basin adjacent to the Project site, both as discussed in greater detail below.

Between 2021 and 2022, the City hosted fourteen stakeholder meetings on its proposed Industrial Lands Planning Amendments, as well as additional meetings, including five focused discussion groups, as part of the General Plan update process. The focus of the meetings has been to identify sustainable strategies to support the Port as a regional economic engine, while also protecting the health of the City’s most vulnerable residents. Additional information, including stakeholder feedback, can be accessed on the City’s website on the Regulatory Updates to Protect Industrial Lands and Public Health [webpage](#).

In summer 2020, the Port, together with the United States Army Corps of Engineers (Army Corps), commenced the feasibility study planning process for turning basin channel improvements to facilitate the efficient operation of vessels within the Oakland Harbor and allow large vessels to call the Port more frequently. As the potential need for expansion of the Inner Harbor Turning Basin,

which is located directly adjacent to the Project site and would require that a portion of the Project site be excavated and returned to open water, has been long known, the Port, in its 2019 Exclusive Negotiation Term Sheet with the Oakland A's, reserved up to 10 acres of the 55-acre site, which the Port may elect to use for these purposes. The turning basin configuration more recently identified by the Army Corps as the Tentatively Selected Plan in its December 2021 "Oakland Harbor Turning Basins Widening Draft Integrated Feasibility Report and Environmental Assessment," would remove only approximately 2.3 acres of land.

On May 31, 2022, the Port released a Notice of Preparation to begin an environmental review of the proposed turning basin expansion per CEQA. Two public CEQA scoping meetings were held in summer 2022, and the Port anticipates publishing a draft EIR for the potential widening project in summer 2023. If the feasibility study deems expansion of the Inner Harbor turning basin feasible, and pending additional approvals and funding, the three-year design process is anticipated to commence in 2024, and construction is anticipated to take place over three years, from 2027 to 2029.

Because the final alignment of the expanded Inner Harbor Turning Basin remains subject to change and could range from as few as the 2.3 acres of fast land (land that is above the high-water mark) identified in the Tentatively Selected Plan up to the 10 acres reserved for that use by election of the Port, Project site plans developed to date depict only the two "bookend" scenarios of no expansion and the maximum (10-acre) expansion. In any event, no development will be allowed within the 10-acre Maritime Reservation Area under the City's Development Agreement or the agreements between the Port and Oakland A's until such time as the Port's reservation of that acreage for expansion of the Inner Harbor Turning Basin is fully and finally expired.

At its July 2021, meeting, the City Council requested that the Port provide a detailed list of Port-recommended Seaport Compatibility Measures that the Port would like to be included in the Final EIR for the Project. The Port submitted a letter to the City Council providing a written summary of 22 Seaport Compatibility Measures, included as Attachment A hereto, developed based on consultations with seaport stakeholders, analysis with City staff, and considerations of Port operations that were included in the EIR. The Port's recommended Seaport Compatibility Measures were categorized by their objectives, including (1) safety of and non-interference with navigation of ships and Port waterside operations, (2) non-interference with ingress and egress of trucks and other seaport transportation vehicles into and from the seaport and avoiding congestion on seaport-related traffic routes, and (3) safety of and avoiding conflict between trains, vehicles, bicyclists, pedestrians, and other modes of transportation.

Through ongoing coordination between the staffs of City (acting as Lead Agency under CEQA) and Port (acting as a Responsible Agency), all Port-recommended Seaport Compatibility Measures set forth in the Port's letter were considered and analyzed in the EIR, either as elements of the Project or as mitigation measures or Project alternatives. The EIR was certified by City Council on February 17, 2022, and as stated previously, litigation that challenged the adequacy of the EIR was recently decided at the trial court level, almost entirely in favor of the City Council's action certifying the EIR, and no questions were raised by the Port's Seaport Compatibility Measures.

Furthermore, staff has conferred with the Port, which, after additional review, has confirmed its comfort and commitment to the sufficiency of the Seaport Compatibility Measures previously identified.

Transportation

In the 2022 Resolution, the City Council directed staff to “identify any necessary transportation/infrastructure projects that the Port could lead” and “[t]hat the Project ingress and egress plans, including plans for pedestrian and bicycle improvements, grade-separated and at-grade rail crossings, and transit access, shall be reviewed by the Commission on Persons with Disabilities and Bicycle and Pedestrian Advisory Committee, prior to the respective approvals of such plans.”

With respect to Port led offsite infrastructure projects, the Port has indicated its interest in leading the 3rd Street and Adeline Street corridors, in addition to the heavy weight vehicle/emergency vehicle access route. Concurrently with or prior to Project approvals, the City and Port will enter into a Memorandum of Understanding establishing their mutual roles and responsibilities with respect to implementing offsite transportation infrastructure projects and the expenditure of funding awarded the Port for this purpose by the California State Transportation Agency (CalSTA).

With regard to the Project’s ingress and egress plans, OakDOT staff presented an overview of the offsite transportation infrastructure projects, including plans for pedestrian and bicycle improvements, grade-separated and at-grade rail crossings, and transit access, to the Bicycle and Pedestrian Advisory Committee on February 3, 2022 and will return to present again on November 17, 2022, and finally when the projects are at 35% design development. OakDOT is tentatively scheduled to present to the Mayor’s Commission on Persons with Disabilities on October 17, 2022.

California’s Department of Toxic Substances Control (DTSC)

In the 2022 Resolution, the City Council directed staff to: “include in the Development Agreement the creation of an informal working group, which shall include, at a minimum, representatives of the City and the Oakland Athletics, and invites and urges inclusion of representatives from DTSC, the Port and other relevant government agencies, to review and provide transparency over implementation of the toxics remediation plan(s) approved by DTSC.”

The draft Development Agreement includes a provision requiring the creation of an informal working group to review and provide transparency over implementation of the toxics remediation plan, after that plan is approved by DTSC.

Community Benefits Framework

In the 2022 Resolution, the City Council directed staff to create a “comprehensive community benefits framework for the Project, which shall summarize in accessible form the community benefits to be provided through or in conjunction with the Project”, including construction and operations jobs policies from the Port, incorporating opportunities for small local businesses, community fund and affordable housing.

Port Jobs Policies. The Port will apply its Maritime and Aviation Project Labor Agreement (MAPLA) to all construction jobs on the Project site (see July 1, 2021 Agenda Report). Additionally, the Port is responsible for negotiating and enforcing operations jobs and contracting

policies for the Project. Port staff convened meetings with stakeholders over the course of six weeks in May and June 2022 to gather feedback on its proposed policies. Participants included former members of the Howard Terminal Community Benefits Steering Committee, community advocacy groups (including the East Bay Alliance for a Sustainable Economy, Oakland United, West Oakland Environmental Indicators Project, and the Oakland Asian Cultural Center), union representatives, local and Alameda County workforce development professionals, local ethnic Chambers of Commerce, and associations that promote minority-owned businesses.

After incorporating feedback from the meetings into their drafts, Port staff began to meet with the Oakland A's to document these policies. Negotiations between the Oakland A's and the Port are ongoing and are anticipated to conclude in fall 2022, after which the Port will provide the City with the operations jobs policies and contracting policies so that they may be included as attachments to the Development Agreement.

Small Business Opportunities. The Port and the Oakland A's are working directly with stakeholders on ways to promote local businesses opportunities at the new Ballpark, such as such as participation in the Ballpark concessionaire program and promoting small local businesses through announcements during events at the venue. Any such agreements will be included in the Port approval documents.

Community Fund and Offsite Affordable Housing. In December 2021, the City Administrator's Office engaged a subset of organizations and coalitions who served in leadership roles on the Howard Terminal Community Benefits Steering Committee and the Housing and Economic Development Topic Cohorts to participate in design of the Community Fund governance structure. Participating groups, including WOBCE, the Chinatown Coalition, the Jack London Improvement District, and Oakland United met with the consultant team in January to share their experience in the community benefits process to date and discuss their priorities in the creation and long-term vision for the Community Fund.

From December 2021 to May 2022, the City Administrator's Office and its consultants, EA, worked with a group of community stakeholders to develop a proposed design and governance structure for the Waterfront Ballpark District Community Fund (Community Fund). The process involved one-on-one interviews with community stakeholders, meetings with City staff from various departments, and conducting research and interviews with similarly structured funds around the country and prospective local administrators here in the Bay Area. This research and engagement informed a series of four workshops with a group of community organizations and coalitions to collaborate and reach consensus on a governing structure for the Community Fund. The stakeholders, who were all former members of the Howard Terminal Community Benefits Steering Committee and Topic Cohorts, were convened to represent the Project's primary neighborhood-based and issue-based constituencies.

A core element of the Project's community benefits package, the Community Fund is expected to be the primary vehicle through which strategies set forth in the Steering Committee's July 2021 Recommendations Report will be realized. As such, the proposed structure is intended to advance the Steering Committee's recommendations that address racial disparities and systemic inequity in the communities most directly affected by the development of the proposed Waterfront Ballpark District. The Community Fund structure and governance model that were developed by

stakeholders, and that will be brought to City Council as part of the comprehensive approval package, feature the following recommendations:

- The Community Fund will be managed by a third-party organization with substantial fiduciary oversight by the City and decision-making by a Community Oversight Committee.
- The funds will be distributed through a competitive grantmaking process.
- The City Administrator will be responsible for issuing and evaluating a Request for Proposals for the third-party fund administrator.
- The Mayor and City Council will be responsible for approving Community Oversight Committee members based on recommendations from a nominating committee of community stakeholders as well as self-nominations.
- The Community Oversight Committee will be responsible for deciding the funding allocations and overseeing the grant-making process.
- Seats on the Community Oversight Committee will be held by a mix of individuals with lived experience in the four (4) impacted neighborhoods of West Oakland, Chinatown, Jack London District, and Old Oakland, subject matter experts, and ex-officio (non-voting) representatives from the City, Port, and the Oakland A's.
- Importantly, the majority of the voting members will be comprised of neighborhood-based seats to ensure those most affected by the Waterfront Ballpark District development have the ability and authority to decide how funds will be spent.
- The Community Oversight Committee will follow applicable laws including, without limitation, the Brown Act and conflict of interest laws.
- The Community Fund will be subject to the City's fiscal accountability and audit requirements,

In June 2022, EA submitted a memo to the City Attorney's Office that detailed the Community Fund's purpose and structure, roles and responsibilities of key parties, and community oversight committee composition and selection process. The memo was also reviewed by the Department of Race and Equity. The City Attorney's Office has converted the memo into a draft of an exhibit to the Development Agreement, which will be shared in advance with the community stakeholders who were involved with the Community Fund's design. Ultimately, the Community Fund design would be adopted by ordinance.

Sources of funding for the Community Fund are anticipated to include contractor contribution for workforce development pursuant to MAPLA, a Developer contribution in lieu Transportation Impact Fees, and transfer fees from the resale of condominiums within the Project area. Contributions of up to \$50M from the Enhanced Infrastructure Financing District as previously set forth in the [July 1, 2021 Agenda Report](#) will be restricted to fund offsite affordable housing strategies and will be managed separately from the Community Fund.

Onsite Affordable Housing.

In the 2022 Resolution, Council "reconfirm[ed] its intent, in accordance with the Term Sheet Resolution, to require, as a part of any Development Agreement, that 15 percent of all newly constructed units located on the Project site be made available at affordable rent or affordable ownership cost to households with extremely low-, very low-, low-, or moderate-income (up to a maximum of 110 percent of area median income), of which at least one-third must be units affordable to very low-income households (up to a maximum of 50 percent of area median income).

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Staff continues to negotiate for the onsite affordable housing requirements set forth in the 2021 and 2022 Resolutions; Development Agreement negotiations are ongoing.

For questions related to the information presented in this report, please contact Veronica Cummings at (510) 238-6351 or vcummings@oaklandca.gov.

Respectfully submitted,

Elizabeth Lake

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Attachments (1):

Attachment A – Seaport Compatibility Measures



December 16, 2021

Danny Wan
Executive Director

Nikki Fortunato Bas, Council President & District 2 Councilmember
Rebecca Kaplan, At Large Member & Vice Mayor
Dan Kalb, District 1 Councilmember
Carroll Fife, District 3 Councilmember
Sheng Thao, District 4 Councilmember & Council President Pro Tempore
Noel Gallo, District 5 Councilmember
Loren Taylor, District 6 Councilmember
Trevia Reid, District 7 Councilmember

Re: City Council Consideration of Seaport Compatibility Measures

Dear Honorable Members of the Oakland City Council:

The Port of Oakland (“Port”) appreciates the City Council’s consideration of Seaport Compatibility Measures to be included as part of the proposed development of a new baseball stadium and a residential and commercial mixed-use development on the Port’s Howard Terminal (“Proposed Project”). The Board of Port Commissioners (“Port Board”) believes that the Proposed Project, if approved, will create transformational value to the Port’s and the City’s waterfront to serve both commerce and people, provided that the Proposed Project incorporates appropriate measures, designs, and operational standards to ensure that the Project does not impact or interfere with the Port’s use or operations outside of the Project (“Seaport Compatibility Measures” or “SCMs”).

At its July 20, 2021 meeting, the City Council requested that the Port supply a detailed list of Port-recommended SCMs that the Port would like included in the final Environmental Impact Report (“EIR”) for the Proposed Project or be adopted as conditions of approval if the City Council approves the Proposed Project. The Port appreciates City staff for working extensively with the Port and seaport stakeholders to analyze and incorporate SCMs in the City’s Draft EIR. The table below describes the Port’s “*Recommended Seaport Compatibility Measures Analyzed in the Draft EIR*”. They have been developed based on consultations with seaport stakeholders, analysis with City staff, and considerations of Port operations.

The recommended SCMs for City adoption or approval are categorized by the objectives of the SCM, including (1) safety of and non-interference with navigation of ships and Port waterside operations, (2) non-interference with ingress and egress of trucks and other seaport transportation vehicles into and from seaport and avoiding congestion of seaport-related traffic routes, and (3) safety of and avoiding conflict between trains, vehicles, bicyclists, pedestrians, and other modes of transportation.

In summary:

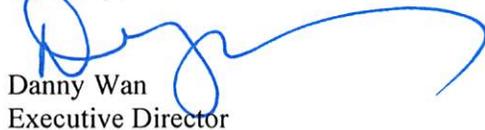
- Recommended SCMs have been analyzed in the Draft EIR as elements of the Proposed Project or as mitigation measures. If the City Council approves the Proposed Project, the Port recommends that the City Council include and adopt all measures listed.
- The Port appreciates the inclusion of the analysis of a new vehicular grade separation above and across Embarcadero which would enhance vehicular safety, pedestrian safety, and freight efficiency. The Port fully supports City staff’s recommendation to adopt Alternative 3 of the EIR, which includes such a vehicular grade separation, as the preferred Project.

Re: City Council Consideration of Seaport Compatibility Measures

Port staff has conducted numerous meetings with seaport stakeholders to receive input from them regarding the appropriate and reasonable SCMs. In several instances, these outreach meetings were conducted jointly with City representatives. Following a “Seaport Compatibility Measures Conference” attended by over 60 stakeholders and certain Port Board members held on November 5, 2019¹, Port and City staff compiled the suggested measures and analyzed their feasibility and utility for inclusion in the Draft EIR to the extent that any such measures are appropriate for inclusion under the California Environmental Quality Act (“CEQA”). In early 2020, prior to the release of the Draft EIR, City staff held a workshop for seaport stakeholders to present and obtain feedback on transportation-related measures intended to support truck access to the seaport. After the Draft EIR was published and the comment period closed, the Port resumed several additional meetings with the representatives of the seaport stakeholders to review the SCMs included in the Draft EIR and potential additional SCMs. Each of these post-Draft EIR meetings was focused on an area of potentially impacted Port operations with specific stakeholder groups operating in the area.²

The Port of Oakland is proud to be the hub of transportation, logistics, and waterfront commerce, creating more than 84,000 jobs in the region. As a department of the City of Oakland and trustee for State Tidelands, the Port is committed to managing our waterfront for the benefit of the public and commerce. With the successful City adoption and implementation of the recommended Seaport Compatibility Measures, the Port believes that the Proposed Project, if approved, will bring significantly more people to the Oakland waterfront and Jack London Square while ensuring that the seaport continues to grow its vital role in international commerce and the supply-chain.

Sincerely,



Danny Wan
Executive Director

¹ The conference was preceded by at least five smaller stakeholder group meetings, including:

- August 20, 2019: small-group meeting, held at the Port of Oakland with ten stakeholders participating.
- September 5, 2019: held at the Port of Oakland with ten stakeholders participating.
- October 2, 2019: meeting with the Mayor of Oakland and City of Oakland planning and transportation staff, held at SSA offices with 17 stakeholders participating.
- October 3, 2019: SCM Roundtable as part of the Agriculture Transportation Coalition (“AgTC”) workshop, held at Oakland Airport, with approximately 50 stakeholders participating.

² Four focused stakeholder meetings to address specific categories of SCMs were held in 2021 following release of the Draft EIR, including:

- June 14, 2021: Zoom meeting with approximately 47 stakeholders to discuss trucking-related SCMs.
- July 14, 2021: Zoom meeting with approximately 5 stakeholders from Harbor Trucking Association for additional trucking SCM discussion.
- July 14, 2021: Zoom meeting with approximately 15 stakeholders to discuss rail SCMs.
- July 27, 2021: Zoom meeting with approximately 22 stakeholders to discuss maritime navigation SCMs.

**Port of Oakland Recommended Seaport Compatibility Measures
Analyzed in the Draft EIR**

Measure Summary	Location of Full Text in Draft EIR
<i>Maritime Navigation and Safety</i>	
Mitigation Measure LUP-1a: Boating and Recreational Water Safety Plan and Requirements. The Project sponsor shall have a protocol for boating and water recreation around the Project site, as approved by the City of Oakland and the Port of Oakland, in consultation with the San Francisco Bay Area Water Emergency Transportation Authority, the Harbor Safety Committee of the San Francisco Bay Region, and the United States Coast Guard.	pp. 4.10-38 to 4.10-39
Improvement Measure AES-1: Construction Lighting Design Features. During construction, light sources shall be shielded and/or aimed so that no direct beam illumination is directed/aimed outside of the Project Site boundary to the extent feasible.	p. 4.1-43
Improvement Measure AES-2/Mitigation Measure LUP-1b: Design Lighting Features to Minimize Light Pollution. Prior to obtaining the final building permit for the ballpark, to minimize the effects of light pollution on nighttime views, and to prevent unnecessary glare onto adjacent areas, the following measures would be implemented [full list provided in EIR].	p. 4.1-51 and p. 4.10-43
Mitigation Measure BIO-1b: Bird Collision Reduction Measures. Prior to the approval of a construction-related permit, the Project sponsor shall submit building plans to the City of Oakland Bureau of Building which reflect the City of Oakland Bird Safety Measures, the Howard Terminal Design Guidelines regarding reflective or mirrored glass, and include the specific design measures set forth below for review and approval [for example, bird friendly glazing treatments].	pp. 4.3-38 to 4.3-40
<i>Seaport Access and Traffic Routes</i>	
Adeline Street/5 th Street/I-880 corridor Non-CEQA Recommended Improvements to maintain Port truck access on Adeline Street. For compatibility, it is important that these improvements be implemented prior to ballpark opening.	p. 4.15-121 and Figures 4.15-25, 4.15-26, 4.15-27
7th Street corridor Non-CEQA Recommended Improvements/Mitigation Measure Trans-2a: Implement Buffered Bike Lanes Consistent with the Bike Plan on 7th Street from Mandela Parkway to Martin Luther King Jr. Way and 7 th Street portions of Mitigation Measures TRANS-1e: Implement Pedestrian Improvements to accommodate Project pedestrian and bike traffic. For compatibility, it is important that these improvements be implemented prior to ballpark opening.	pp. 4.15-117, 4.15-198 to 4.15-200, and 4.15-230 and Figures 4.15-23, 4.15-25, 4.15-26, 4.15-28
Market Street corridor Non-CEQA Recommended Improvements and Market Street portions of Mitigation Measures TRANS-1e: Implement Pedestrian Improvements to accommodate Project auto traffic and deter it from using Adeline Street. For compatibility, it is important that these improvements be implemented prior to ballpark opening.	pp. 4.15-122 to 4.15-123 and 4.15-198 to 4.15-200, and Figures 4.15-28, 4.15-29, 4.15-30
Martin Luther King Jr. Way corridor Non-CEQA Recommended Improvements, Mitigation Measure TRANS-2b: Implement Bike Lanes Consistent with the Bike Plan on Martin Luther King Jr. Way from Embarcadero West to 8th Street, and	pp. 4.15-124 to 4.15-126, 4.15-

Measure Summary	Location of Full Text in Draft EIR
Martin Luther King Jr. Way portions of Mitigation Measure TRANS-1e: Implement Pedestrian Improvements to accommodate Project pedestrian and bike traffic as well as auto traffic. For compatibility, it is important that these improvements be implemented prior to ballpark opening.	198 to 4.15-200, and 4.15-230, and Figures 4.15-31, 4.15-32, 4.15-33, 4.15-34, 4.15-35
Mitigation Measure TRANS-1c: Implement a Transportation Hub on 2nd Street.	pp. 4.15-118 and 4.15-197 and Figure 4.13-5
Mitigation Measure TRANS-1a: Transportation and Parking and Parking Demand Management (TDM) Plan to reduce Project automobile use and congestion that could result in delays in truck freight movement.	pp. 4.15-183 to 4.15-189
Mitigation Measure TRANS-1b: Implement Transportation Management Plan (TMP) to prioritize and maintain the Adeline Street corridor for truck access during games and events.	pp. 4.15-193 to 4.15-197 and Appendix TRA.1
Traffic Control Plan in Mitigation Measure TRANS-4: Construction Management Plan. The Port needs to review and provide comment on the draft Traffic Control Plan prior to its approval by the City and have the opportunity to adjust it during implementation if issues arise to maintain Port access during Project construction.	p. 4.15-241
Port-specified design requirements for Emergency Vehicle Access (EVA) road that connects the west end of Embarcadero West to Middle Harbor Road.	pp. 3-45 to 3-46
<i>Safety and Avoidance of Conflict</i>	
Mitigation Measure LUP-1c: Land Use Siting and Buffers, which states that all proposed sensitive uses (including residences and childcare facilities) on the Project site shall be prohibited west of Myrtle Street. This separation is also included in the Port's Exclusive Negotiation Term Sheet.	pp. 4.15-49 to 4.10-50
Mitigation Measure TRANS-3a: Implement At-Grade Railroad Crossing Improvements, including fencing and railroad crossing features to enhance multimodal safety along and across the railroad tracks.	pp. 4.15-235 to 4.15-236
Mitigation Measure TRANS-3b: Pedestrian and Bicycle Overcrossing, to create a safe and accessible route for pedestrians and bicyclists traveling to the Project site on both event and non-event days, connecting 2nd Street, which is north of the railroad tracks, to Athletics' Way to the south. It is important that the overcrossing be constructed prior to ballpark operations.	pp. 4.15-236 to 4.15-237
Mitigation Measure AIR-4a: Install MERV16 Filtration Systems, applicable to all residential buildings.	pp. 4.2-113 to 4.2-114
Mitigation Measure NOI-3: Noise Reduction Plan for Exposure to Community Noise that contains noise reduction measures (e.g., sound-rated window, wall, and door assemblies) to achieve an acceptable interior noise level in accordance with the land use compatibility guidelines of the Noise Element of the Oakland General Plan.	p. 4.11-63
Improvement Measure LUP-1: Statement of Disclosure, which states that the Project sponsor and any future owners of the Project or portions of the Project shall provide a Statement of Disclosure on the lease or title to all new tenants or owners of the Project, or any portion thereof, acknowledging the commercial and industrial character of the Project's environs, and providing express acceptance of the potential for the Port's maritime and marine operations in the area to result in	p. 4.10-51

Measure Summary	Location of Full Text in Draft EIR
certain off-site impacts at higher levels than would be expected in other mixed-use or residential areas of the City. This requirement shall run with the land.	
Construction Mitigation Measures AIR-1a: Dust Controls, AIR-1b: Criteria Air Pollutant Controls, and AIR-1c: Diesel Particulate Matter Controls to protect the health and safety of the Port's employees, tenants, contractors, and operators. The Port will review and provide comment on these plans prior to their approval by the City and have the opportunity to adjust them during implementation if issues arise.	pp. 4.2-64 to 4.2-67
In order to reduce potential interference of Project traffic with train operations and minimize physical conflict between trains and at grade traffic that may cause congestion and impacts to seaport related traffic such as trucks and Proposed Project vehicular traffic, the Port supports the City staff recommendation to adopt Alternative 3 in the Draft EIR, which includes a vehicular grade separation at Brush Street, is not currently part of the Proposed Project.	Alternative 3