

CITY COUNCIL RESOLUTION NO. 101-15

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RICHMOND ADOPTING A MITIGATED NEGATIVE DECLARATION (STATE CLEARINGHOUSE #2014102025); AND A MITIGATION MONITORING AND REPORTING PROGRAM; AND APPROVING A VESTING TENTATIVE SUBDIVISION MAP AND DESIGN REVIEW PERMIT FOR THE BAYWALK MIXED-USE DEVELOPMENT (PLN14-021)

I. GENERAL FINDINGS

A. Introduction. Matt Hamilton, on behalf of Development Solutions Seascape LLC., is proposing to construct a 193-unit mixed-use development on an approximately 10-acre site in the City of Richmond, Contra Costa County, California ("Project"). Required Project approvals include: (i) CEQA review; (ii) a rezone from M-1, Industrial/Office Flex to PA, Planned Area ("Rezoning"); (iii) a Vesting Tentative Subdivision Map; (iv) a Design Review Permit (PLN14-021) for the Project (collectively referred to as the "Project Approvals").

B. Environmental Review Process. As required by the California Environmental Quality Act (CEQA) Guidelines, the Project is subject to environmental review. In October 2014, a Draft Initial Study/Mitigated Negative Declaration (DMND) was prepared and circulated for a 45-day comment period. During this public review period, the City received eight written comments on the DMND. Section 15072 of the State CEQA Guidelines requires that the Lead Agency responsible for the preparation of a DMND evaluates comments on environmental issues received during the public comment period and prepare written responses addressing each comment. Following closure of the public review period on the DMND, the City prepared responses to comments on the DMND received during the review period, which clarified the analysis in the DMND and conducted additional technical analyses on biological, transportation and historical significance of the project site. In response to comments, additional mitigation measures were incorporated into the Baywalk Mixed-Use Development MND. Accordingly, a Final Mitigated Negative Declaration (FMND or MND) was prepared for the Project in accordance with CEQA, the State CEQA Guidelines, and all other applicable laws in July 2015.

The FMND assembles in one document all of the environmental information and analysis prepared for the Project, including comments on the information and analysis contained in the DMND and responses by the City to those comments. The FMND is accompanied by a Mitigation Monitoring and Reporting Program (MMRP). Copies of the DMND, FMND and MMRP were distributed to the City Council and are referenced as **Exhibit 1-A** in the attachment list.

C. Administrative Record. The administrative record, upon which all Findings related to the approval of the Project are based, includes the following:

- The MND and all documents referenced in, cited to, or relied upon by the MND.
- All information (including written evidence and testimony) provided by staff to the Planning Commission and the City Council relating to the MND, the approvals, and the project.
- For documentary and information purposes, all City-adopted land use plans and ordinances, including without limitation the general plan, specific plans and ordinances, together with environmental review documents, findings, mitigation monitoring programs and other documentation relevant to project site.
- The Mitigation Monitoring and Reporting Program ("MMRP") for the Project.
- All other documents composing the record pursuant to Public Resources Code section 21167.6(e).

The custodian of the documents and other materials that constitute the record of the proceedings upon which the City's decisions are based is the Director of Planning and Building

Services or his or her designee. Such documents and other materials are located at City Hall, Planning Division, 450 Civic Center Plaza, Richmond, California, 94804.

D. Findings. On October 6, 2015, the City Council conducted a duly noticed public hearing on the Project. After considering public testimony and materials in the administrative record of proceedings for the Project, including without limitation the agenda report, the MND (State Clearinghouse #2014102025), the Mitigation Monitoring and Reporting Program and findings in support of the Rezoning, Vesting Tentative Subdivision Map and Design Review Permit, the City Council finds, in its independent and objective judgment, that the MND is adequate and sufficient in all respects, has been completed in compliance with CEQA, and that the findings set forth below are appropriate and adequate to support adoption of the MND, the Mitigation Monitoring and Reporting Program and adoption of the Project Approvals.

II. CEQA FINDINGS.

The City of Richmond is the Lead Agency with respect to the Project pursuant to Section 15367 of the CEQA Guidelines. The following findings of fact, based on the FMND and all other documents, testimony, and other materials comprising the administrative record, which are incorporated herein by reference, support the adoption of the FMND:

(a) The City has complied with CEQA and CEQA Guidelines. The FMND is an accurate and objective statement that fully complies with CEQA and CEQA Guidelines.

(b) The Project is consistent with the development analyzed in the FMND.

(c) The FMND for the project was prepared, published, circulated and reviewed in accordance with the requirements of CEQA, and the State CEQA Guidelines, and constitutes an adequate, accurate, objective, and complete FMND in accordance with the requirements of CEQA Guidelines;

(d) The FMND was presented to the City Council for its consideration on October 6, 2015, which reviewed and considered the FMND and recommended adoption of the MND and MMRP, approval of the Rezoning, Vesting Tentative Subdivision Map and Design Review Permit. The basis for the City Council's findings is set forth in this Resolution.

(e) Based on the whole record before the City Council, there is no substantial evidence that the project will have a significant effect on the environment and that the FMND reflect the Lead Agency's independent judgment and analysis.

(f) The FMND includes measures to reduce all potentially significant impacts to a less-than-significant level. Staff has included all proposed mitigation measures as conditions of approval of the proposed tentative map. Staff has also prepared a mitigation monitoring and reporting program to ensure that all mitigation measures are implemented as directed.

(g) Under CEQA, a lead agency has the discretion to set a reasonable cutoff date for development projects that must be included in a cumulative impacts analysis, with the understanding that development projects are constantly proposed. The City here finds that the date of a project application suffices as a reasonable cutoff date, and that the applicant filed a Project application on January 30, 2014.

III. FINDINGS WITH RESPECT TO ADOPTION OF MITIGATION MONITORING AND REPORTING PLAN ("MMRP")

A. Section 21081.6 of the Public Resources Code requires the City Council to adopt a monitoring or compliance program regarding changes in the project and mitigation measures imposed to lessen significant effects on the environment. The Mitigation Monitoring and Reporting Plan (MMRP) for the proposed Project is hereby included in **Exhibit 1-B**. The MMRP fulfills the CEQA mitigation monitoring and reporting requirements, as follows:

- The MMRP is designed to ensure compliance with the changes in the project and mitigation measures imposed on the Project during project implementation; and

- Measures to mitigate or avoid significant effects on the environment as set forth in the MMRP are fully enforceable through conditions of approval, permit conditions, agreements or other measures.

B. Mitigation Measures. The City Council adopts all mitigation measures set forth in Attachment 1-B of this Resolution, which includes the MMRP for the Project, identifies each mitigation measure as adopted, an implementation schedule and method for verification of compliance. The MMRP will hereby be required to be incorporated in the conditions of approval to the Project. The City Council hereby determines that the MMRP contains mitigation measures within the responsibility and jurisdiction of the City Council, and that implementation of these measures will reduce to a less-than-significant level potentially significant impacts identified in the FMND.

IV. VESTING TENTATIVE MAP FINDINGS

The following findings of fact support approval of the Vesting Tentative Map as shown in Exhibit 1-C. The City Council makes the following findings with statements of fact as required by California Government Code Section 66474 for the approval of the Vesting Tentative Subdivision Map 9415:

- (a) The proposed map is consistent with the applicable general and specific plans.

Statement of Fact: If the City Council approves the recommended Rezoning to Planned Area (PA), the proposed development would be consistent with the Medium Intensity Mixed-Use (Commercial Emphasis) General Plan land use designation. Land uses allowed within this designation include mixed-use developments consisting of townhouses, live/work, commercial activities and other medium density residential developments. The proposed PA zoning for this site is at a density less than the permitted density of 50 units/acre allowed in the Medium Intensity Mixed-Use (Commercial Emphasis) land use designation. A conditional use permit is not required for the Project due to the General Plan land use designation and request for a rezoning to a PA.

- (b) The design of lots, streets, open space, drainage, sewers, water and other improvements are consistent with the Zoning Ordinance.

Statement of Fact: The proposed lots exceed the minimum lot size as set forth by the Zoning District in which the subject site is located. The subject property is an infill site located in an urbanized area with existing drainage, sewer, water and improvements.

- (c) The site is physically suitable for the type of development proposed.

Statement of Fact: The proposed parcels are intended to conform to the existing configuration of the PA Plan. The site is relatively flat and of a sufficient size to accommodate the proposed redevelopment of the site.

- (d) The site is physically suitable for the proposed density of development.

Statement of Fact: The proposed development of 193 units, consisting of 95 townhomes and 98 live/work units, on a 10-acre site, is consistent with allowed densities and the land use type as specified by the General Plan. A condition of approval of this Tentative Map requires that a Final Map for TM 9415 shall be recorded only if the PA zoning reclassification from M-1, Industrial/Office Flex to PA, Planned Area is in effect at the time of recordation.

- (e) The design of the land division and proposed improvements are not likely to cause substantial environmental damage or substantially and unavoidably injure fish or wildlife or their habitat.

Statement of Fact: The site is not known to contain any particularly unique flora or fauna. The site is a paved and an existing warehouse will be demolished to allow construction of the proposed mixed-use development. Adjacent to the site are research and development offices, labs and other light industrial land uses which co-exist in an urbanized area. The

proposed subdivision and subsequent development of the parcels will not affect wildlife or cause environmental damage because the site has been significantly disturbed and paved. The project site is situated in a substantially urbanized area.

- (f) The design of the land division and types of improvements proposed are not likely to cause serious public health problems.

Statement of Fact: The design of the subdivision and proposed improvements are not likely to cause any serious public health problems because the project consist of development of a typical mixed-use development consisting of several buildings, and will be constructed to meet all applicable building and safety codes. The FMND addressed the Project's potential to affect the public health in a number of ways (e.g., generation of emissions, noise, etc.) and, the FMND determined the Project would have no significant impacts.

- (g) The design of the land division and the type of improvements proposed will not conflict with easements, acquired by the public at large, for access through or use of, property within the proposed subdivision.

Statement of Fact: Tentative Map 9415 will ensure that the design of the subdivision or the type of improvements will not conflict with existing easements, as the proposed development conforms to the existing road network. Any future development on the project site shall provide easement access over improved areas. The final map shall reflect the access easements in a manner approved by the City Engineer prior to any approval.

- (h) That in relation to Section 66474.6 of the Government Code, that the discharge of waste from the proposed subdivision into an existing community sewer system would not result in or add to violation of existing requirements prescribed by the Regional Water Quality Control Board.

Statement: Criterion satisfied. Future development will be conditioned to comply with City of Richmond and San Francisco Bay Regional Water Quality Board requirements. The City Engineering Services Division will review and determine that the wastewater capacity will not violate water quality standards.

V. DESIGN REVIEW PERMIT FINDINGS

The following findings of fact support approval of the Design Review Permit. The City Council makes the following findings with statements of fact for approval of the Design Review Permit:

Finding 1. The proposed design is suitable for its purpose, is harmonious with and relates properly to the surrounding neighborhood, contiguous parcels and the site itself.

Statement of Fact: ***Criterion Satisfied.*** The proposed building design embraces a contemporary style and incorporates exterior elements of surrounding buildings in the Marina Bay area. The units are well designed with efficient floor plans and amenities. Richmond's vision for the area includes townhouses and mixed use development to provide vitality to the Marina Bay neighborhood. The Project as designed will complement to the City's overall effort to provide an opportunity to establish business incubators and quality housing in the Marina Bay neighborhood.

Finding 2. The location, size, design and characteristics of the proposed project will be compatible with and will not be detrimental to the public health, safety, or welfare of persons residing in, working in or adjacent to the proposed project.

Statement of Fact: ***Criterion Satisfied.*** The proposed contemporary design of the buildings would not create visual impacts to persons, living or working in the area. The design attributes of the proposed mixed-use units are compatible with the existing neighborhood and do not suggest any adverse effects to public health, safety or welfare of persons residing in or adjacent to the Project. The proposed design elements are similar to surrounding building in the area.

Finding 3. The overall design will be of a quality that will preserve the integrity of and upgrade the existing neighborhood.

Statement of Fact: *Criterion Conditionally Satisfied.* The proposed design is appropriate as conditioned for the mixed-use residential setting in the Marina Bay neighborhood and adds to the diversity of architectural styles in the neighborhood. As a mixed-use housing development the integrity of the existing neighborhood will not be compromised by this Project, provided that the conditions of approval are satisfied and the buildings are built as presented on the drawings submitted to the Planning and Building Services Department on August 20, 2015.

Finding 4. The design of the proposed project is in accordance with the General Plan of the City of Richmond, and all applicable provisions of the Zoning Ordinance.

Statement of Fact: *Criterion Conditionally Satisfied.* The Richmond General Plan land use designation for the subject site is Medium Intensity Mixed Use (Commercial Emphasis) and is specifically intended to encourage a mix use of residential and commercial activities as part of proposed future development in the area. The proposed townhouses, live/work units and amenities fall within this classification. If the conditions of approval are met, and the site is rezoned to a Planned Area (PA) District, the proposed project would be in accordance and consistent with all applicable provisions of the General Plan and Zoning Ordinance.

VI. SEVERABILITY

Should any provision, section, paragraph, sentence, or word of this Resolution be rendered or declared invalid by any court of competent jurisdiction, or by reason of any preemptive legislation, the remaining provisions, sections, paragraphs, sentences and words of this Resolution shall remain in full force and effect.

VII. APPROVALS

The City Council of the City of Richmond adopts the FMND (State Clearinghouse #2014102025) with accompanying Mitigation Monitoring and Reporting Program, and approves a Vesting Tentative Subdivision Map and Design Review Permit for the Baywalk Mixed-Use Development, subject to the conditions of approval set forth in Attachment 1-E.

- Exhibit 1-A: Draft and Final Mitigated Negative Declaration, prepared by Grasseti Environmental Consulting, Inc., dated July, 2015
- Exhibit 1-B: Mitigation Monitoring and Reporting Program
- Exhibit 1-C: Vesting Tentative Subdivision Map 9415
- Exhibit 1-D: Project Plans
- Exhibit 1-E: Conditions of Approval

I CERTIFY that the foregoing resolution was adopted at a regular meeting of the City Council on October 6, 2015, by the following vote:

AYES: Councilmembers Bates, Pimplé, Vice Mayor Myrick, and Mayor Butt.
NOES: None.
ABSTENTIONS: Councilmembers Beckles, McLaughlin, and Martinez.
ABSENT: None.

PAMELA CHRISTIAN
CLERK OF THE CITY OF RICHMOND
(SEAL)

Approved:

TOM BUTT

Mayor

Approved as to form:

BRUCE GOODMILLER

City Attorney

State of California }
County of Contra Costa } : ss.
City of Richmond }

I certify that the foregoing is a true copy of **Resolution No. 101-15**, finally passed and adopted by the City Council of the City of Richmond at a regular meeting held on October 6, 2015.



Pamela Christian, City Clerk of the City of Richmond

FINAL
MITIGATED NEGATIVE DECLARATION

(Under Separate Cover)

and available

on-line at <http://www.ci.richmond.ca.us/2927/Bay-Walk>

Exhibit 1-B

Mitigation Monitoring and Reporting Program

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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|-------------------|----------------------------|-----------------------|------------------------------------|---------------------|-----------|
| Identified Impact | Related Mitigation Measure | MONITORING | | VERIFICATION | |
| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature |

| <i>AIR QUALITY</i> | | | | | |
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| Fugitive Dust and Exhaust Emissions During Project Construction | <p>Mitigation Measure III-1: BAAQMD Required Dust Control Measures: The construction contractor shall reduce construction-related air pollutant emissions by implementing BAAQMD's basic fugitive dust control measures, including:</p> <ul style="list-style-type: none"> All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day. All haul trucks transporting soil, sand, or other loose material off site shall be covered. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited. All vehicle speeds on unpaved roads shall be limited to 15 miles per hour. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used. A publicly visible sign shall be posted with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall also be visible to ensure compliance with applicable regulations. <p>Mitigation Measure III-2: BAAQMD Required Basic Exhaust Emissions Reduction Measures. The construction contractor shall implement the following measures during construction to reduce construction-related exhaust emissions:</p> <ul style="list-style-type: none"> Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California Airborne toxics control measure Title 13, | Applicant | Planning and Building Services Department | Mitigation Measure III-1: Condition of grading and/or building permit approval; field verify implementation during construction | |
| | <p>Mitigation Measure III-12 Condition of grading and/or building permit approval; field verify implementation during construction</p> | | | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| | <p>Section 2485 of California Code of Regulations); Clear signage shall be provided for construction workers at all access points.</p> <ul style="list-style-type: none"> All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation. <p>Mitigation Measure III-3: BAAQMD Regulation 8, Rule 3 for Architectural Coatings. Emissions of volatile organic compounds (VOC) due to the use of architectural coatings are regulated by the limits contained in Regulation 8: Organic Compounds, Rule 3: Architectural Coatings (Rule 8-3). Rule 8-3 was revised to include more stringent VOC limit requirements. The revised VOC architectural coating limits, which went into effect on January 1, 2011, was projected to result in a 32 percent reduction of VOC emissions in the Bay Area associated with architectural coating applications.</p> <ul style="list-style-type: none"> The applicant shall use paints and solvents with a VOC content of 100 grams per liter or less for interior and 150 grams per liter or less for exterior surfaces. | | | <p>Mitigation Measure III-1: Condition of grading and/or building permit approval; field verify implementation during construction</p> | | |
| Air Emissions During Project Operation. | <p>Mitigation Measure III-4: Hearths. Fireplaces, if proposed for installation in Project residential units, shall use natural gas only.</p> | Applicant | Planning and Building Services Department | Condition of grading and/or building permit approval; field verify implementation during construction | | |
| Cancer Risk Due to Air Emissions of Construction Equipment | <p>Mitigation Measure III-5: Implement Enhanced Exhaust Emissions Reduction Measures. The construction contractor shall implement the following measures during construction to further reduce construction-related exhaust emissions:</p> <p>All off-road equipment greater than 25 horsepower (hp) and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:</p> | Applicant | Planning and Building Services Department | <p>Mitigation Measure III-5: Condition of grading and/or building permit approval; field verify implementation during construction</p> | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| | <p>1. Where access to alternative sources of power are available, portable diesel engines shall be prohibited; and</p> <p>2. All off-road equipment shall have:</p> <p>a. Engines that meet or exceed either USEPA or CARB Tier 2 off-road emission standards, and</p> <p>b. Engines that are retrofitted with a CARB Level 3 Verified Diesel Emissions Control Strategy (VDECS). Acceptable options for reducing emissions include the use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such are available.</p> <p>Mitigation Measure III-6: The following measures shall be utilized in building design to reduce TAC and PM_{2.5} exposure to future Project residents:</p> <ul style="list-style-type: none"> The Project sponsor shall install and operate in good working order an indoor air filtration system that meets or exceeds an efficiency standard of Minimum Efficiency Reporting Value (MERV) 13 (i.e., a filter efficiency of approximately 85 percent of particulates in the range of 1.0 to 3.0 micrometers) to limit DPM and other particulate and gaseous TAC entry to the Project residential buildings. The filtration system shall use filters rated by American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) (<i>ASHRAE Standard 52.2-1992: "Method of Testing General Ventilation Air-Cleaning Devices for Removal Efficiency by Particle Size."</i>) to attain the prescribed level of pollutant reduction indoors. These filters shall be maintained and replaced according to manufacture specifications. Residences shall also be equipped with low-air infiltration windows and sealed doors to limit entry of TACs from the | | | <p>Mitigation Measure III-6: Condition of grading and/or building permit approval; field verify installation during construction, field verify operation of filtration system and notification of residents annually</p> | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| | | Implementation Entry | Monitoring and Verification Entry | Timing Requirements | Signature | Date |

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| <p>BIOLOGICAL RESOURCES</p> | <ul style="list-style-type: none"> • outdoor air. • The indoor air filtration system shall be maintained (e.g. filters changed on a prescribed basis) and repaired when necessary. An operation and maintenance manual shall be prepared for the system and the filters. The manual shall include the operating instructions and the maintenance and replacement schedule. • The Project sponsor shall retain a qualified consultant during the design phase to locate the air intakes of the indoor ventilation system for each building at points that provide the maximum reduction of TAC from the pollutant sources identified herein (i.e., at the farthest feasible point from site boundaries and the highest feasible point above ground level) to provide the cleanest intake air to residences. • New residents shall be informed in their rental agreements or property disclosures statements of the health effects of DPM and PM_{2.5} from I-580, the rail yard, and the other identified local TAC sources. They shall also be informed of the efficacy of reduce such exposures by closing windows and doors and maintaining filtration systems in good working order. | | | | | |
| <p>Impacts to Nesting Birds</p> | <p>Mitigation Measure IV-1: Nesting Birds. Pruning and removal of trees on or adjacent to the project site shall be scheduled between September and December (inclusive) to avoid the nesting season for birds.</p> <p>Mitigation Measure IV-2: Pre-Construction Survey. Prior to the commencement of construction between January and August (inclusive), a pre-construction survey for nesting birds shall be conducted by a qualified ornithologist to identify active nesting raptor or other bird nests that may be disturbed during project implementation. Between January and April (inclusive) pre-construction surveys shall be</p> | <p>Applicant</p> | <p>Planning and Building Services Department</p> | <p>Mitigation Measure IV-1: Condition of grading and/or building permit approval; field verify during construction</p> <p>Mitigation Measure IV-2: Between January and April (inclusive) no more than 14 days prior to the initiation of construction activities. Between May and</p> | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| | <p>conducted no more than 14 days prior to the initiation of construction activities. Between May and August (inclusive), pre-construction surveys shall be conducted no more than thirty (30) days prior to the initiation of construction activities. The surveying ornithologist shall inspect all trees in and immediately adjacent to the construction area for nests. To the extent allowed by access, all active nests identified within 76 m (250 ft) for raptors and 33 m (100 ft) for passerines shall be mapped. If an active raptor nest is found in or close enough to the construction area to be disturbed by these activities, the ornithologist shall designate a construction-free buffer zone around the nest until the end of the nesting activity. The ultimate size of the no-construction buffer zone may be adjusted by the project biologist based on the species involved, topography, lines of sight between the work area and the nest, physical barriers, and the ambient level of human activity. If it is determined that construction activities are likely to disrupt raptor breeding, construction activities within the no-construction buffer zone may not proceed until the project biologist determines that the nest is no longer occupied.</p> <p>If maintenance of a no-construction buffer zone is not feasible, the project biologist shall monitor the nest(s) to document breeding and rearing behavior of the adult birds. If it is determined that construction activities are likely to cause nest abandonment, work shall cease immediately and may not proceed until the project biologist has determined that the young birds are fully fledged.</p> <p>Mitigation Measure IV-3: Report of Pre-Construction Survey. A report summarizing the results of the pre-construction survey and any designated buffer zones or protection measures for tree nesting birds shall be submitted to the Planning and Building Services Department Director prior to the start of grading or tree removal or pruning.</p> | | | <p>August (inclusive), no more than thirty (30) days prior to the initiation of construction activities.</p> | <p>Mitigation Measure IV-3: prior to the start of grading or tree removal or pruning</p> | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| CULTURAL RESOURCES | | | | | |
|--|---|-----------|---|---|--|
| Project Impact on Archaeological Resources | <p>Mitigation Measure V-1: Archaeological Resources. In the event of the discovery of prehistoric or historic archaeological deposits or paleontological deposits, work shall be halted within 50 feet of the discovery and a qualified professional archaeologist (or paleontologist, as applicable) shall examine the find and make appropriate recommendations regarding the significance of the find and the appropriate mitigation. The recommendation shall be implemented and could include collection, recordation, and analysis of any significant cultural materials.</p> <p>Mitigation Measure V-2: Worker Training. Prior to the issuance of grading permits, the project contractor provide documentation to the Richmond Planning Department that all construction crews that will work on the project have undergone a training session to inform them of the presence and nature of federal or state-eligible cultural resources and the potential for previously undiscovered archaeological and paleontological resources and human remains within the project area, of the laws protecting these resources and associated penalties, and of the procedures to follow should they discover cultural resources during project-related work</p> | Applicant | Planning and Building Services Department | <p>Mitigation Measure V-1: Condition of grading and/or building permit approval; field verify implementation during grading and/or construction</p> <p>Mitigation Measure V-2: Prior to issuance of grading permits</p> | |
| Project Impact on Paleontological Resources | <p>Mitigation Measure V-3: Paleontological Resources. In the event of discovery of paleontological deposits, work shall be halted within 50 feet of the discovery and a qualified professional paleontologist shall examine the find and make appropriate recommendation regarding the significance of the find and the appropriate mitigation. The recommendation shall be implemented and could include collection, recordation, and analysis of any significant paleontological resource.</p> <p>Mitigation Measure V-4: Worker Training. Implement Mitigation Measure V-2.</p> | Applicant | Planning and Building Services Department | <p>Mitigation Measure V-3: Condition of grading and/or building permit approval; field verify implementation during grading and/or construction</p> <p>Mitigation Measure V-4: Prior to issuance of grading permits</p> | |

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| <p>Potential Disturbance of Buried Human Remains.</p> | <p>Mitigation Measure V-5: Buried Human Remains. In the event that human remains and/or cultural materials are found, all project-related construction shall cease within a 50-foot radius of the find in order to proceed with the testing and mitigation measures required. Pursuant to Section 7050.5 of the Health and Safety Code and Section 5097.94 of the Public Resources Code of the State of California:</p> <ul style="list-style-type: none"> In the event of the discovery of human remains during construction, there shall be no further excavation or disturbance of the site or any nearby area reasonably suspected to overlie adjacent remains. The Contra Costa County Coroner shall be notified and shall make a determination as to whether the remains are Native American. If the Coroner determines that the remains are not subject to his authority, he shall notify the Native American Heritage Commission who shall attempt to identify descendants of the deceased Native American. If no satisfactory agreement can be reached as to the disposition of the remains pursuant to this State law, then the land owner shall re-inter the human remains and items associated with Native American burials on the property in a location not subject to further subsurface disturbance. A final report summarizing the discovery of cultural materials shall be submitted to the Planning and Development Services Department Director prior to issuance of building permits. This report shall contain a description of the mitigation program that was implemented and its results, including a description of the monitoring and testing program, a list of the resources found, a summary of the resources analysis methodology and conclusion, and a description of the disposition/curation of the resources. The report shall verify completion of the mitigation program to the satisfaction | Applicant | Planning and Building Services Department | Mitigation Measure V-5: Condition of grading and/or building permit approval; field verify implementation during grading and/or construction, final report prior to issuance of building permit | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| GEOLOGY AND SOILS | of the Planning and Development Services Department Director. Mitigation Measure V-6: Worker Training. Implement Mitigation Measure V-2. | | | Mitigation Measure V-6: Prior to issuance of grading permits | | |
| Potential Seismic Shaking Impacts. | Mitigation Measure VI-1: Seismic Hazards. The project shall be designed and constructed in conformance with the applicable California Building Code guidelines for Seismic Zone 4 to avoid or minimize potential damage from earthquakes and liquefaction-induced settlement on the site. All required measures shall be outlined in a final design-level geotechnical investigation that shall be reviewed and approved by the Director of Planning and Building Services prior to issuance of a building permit for the project. | Applicant | Planning and Building Services Department | Prior to issuance of a building permit | | |
| Potential Soil Erosion Impacts. | Mitigation Measure VI-2: Storm Water and Erosion Control. As required by NPDES regulations, the project applicant shall apply for coverage under the State Water Resources Control Board (SWRCB) General Construction Permit, and implement a Storm Water Pollution Prevention Plan that may include, but would not be limited to, the following measures: <ul style="list-style-type: none"> • Burlap bags filled with drain rock shall be installed around storm drains to route sediment and other debris away from the drains. • All unpaved entrances to the site shall be filled with rock to remove mud from truck tires prior to entering City streets. A tire wash system may also be employed at the request of the City. • The project proponent shall submit a copy of the "Notice of Intent" (NOI) to comply with the General Permit and draft SWPPP to the City of Richmond for review and approval prior to start of construction on the project site. The certified SWPPP shall be posted at the project site and shall be updated to reflect current site conditions. • When construction is complete, a Notice of | Applicant | Planning and Building Services Department | Condition of grading and/or building permit approval; field verify implementation during grading and/or construction | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | |
|-------------------|----------------------------|-----------------------|------------------------------------|---------------------|--------------|------|
| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date |

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| <p>Potential Impacts of Expansive Soils.</p> | <p>Termination (NOT) for the General Permit for Construction shall be filed with the RWQCB. The NOT shall document that all elements of the SWPPP have been executed, construction materials and waste have been properly disposed of, and a post-construction storm water management plan is in place as described in the SWPPP for the site.</p> | Applicant | Planning and Building Services Department | Prior to issuance of a grading permit | | |
| <p>HAZARDOUS AND HAZARDOUS MATERIALS</p> | <p>Mitigation Measure VI-3: Expansive Soils. The project shall comply with the design recommendations contained in the final design-level geotechnical investigation prepared for the project to address the presence of expansive soils on the site. The geotechnical investigation shall be reviewed and approved by the Director of Planning and Building Services prior to issuance of a grading permit for the project.</p> | | | | | |
| <p>Exposure to Hazardous Materials at the Site During Construction.</p> | <p>Mitigation Measure VIII-1: Site Management Plan. Cleanup and remediation activities on the site shall be conducted in accordance with the Remedial Action Plan (RAP). The RAP shall be prepared and submitted to the DTSC for review and approval prior to issuance of a grading permit for the project.</p> <p>The approved RAP shall detail the procedures for management of soil, soil gas, and groundwater containing environmental contaminants during site development activities. The RAP also shall include Preliminary Remediation Goals (PRGs) for environmental contaminants of concern, including petroleum hydrocarbons, VOCs, and metals to evaluate site conditions following RAP implementation. Removal of contaminated soil is expected to reduce soil vapors and groundwater contamination on the project site. Soil excavation on the site is anticipated to be up to 10 feet in the area of the former LUST and oil-water separator and approximately one and one-half in the area of the railroad spur. Lead impacted soil also shall be</p> | Applicant | Planning and Building Services Department | <p>Mitigation Measure VIII-1: Prior to issuance of a grading permit, documentation prior to issuance of a building permit</p> | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | |
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| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date |
| | <p>removed from the southeast corner of the eastern warehouse.</p> <p>Documentation that remediation activities have been completed on the site shall be provided to the Director of Planning and Building Services prior to the issuance of building permits.</p> <p>Mitigation Measure VIII-2: Preparation of Site Management Plan, Health and Safety Plan. The SMP shall be prepared by a qualified hazardous materials consultant. The SMP shall include management practices for handling contaminated soil or other materials if encountered during construction or cleanup activities and measures to minimize dust generation, stormwater runoff, and tracking of soil off-site.</p> <p>Each contractor working at the site shall implement a health and safety plan (HSP) prepared by a qualified hazardous materials consultant that addresses the safety and health hazards of each phase of site operations that includes the requirements and procedures for employee protection. The HSP will outline proper soil handling procedures and health and safety requirements to minimize worker and public exposure to hazardous materials during construction.</p> <p>Mitigation Measure VIII-3: Surveys and Removal of Asbestos and Lead-Based Paint. In conformance with federal and State regulations, a formal survey for Asbestos-Containing Building Materials (ACBMs) and lead-based paint shall be completed prior to the demolition of buildings on the site. All potentially friable ACBMs shall be removed in accordance with National Emissions Standards for Hazardous Air Pollutants (NESHAP) guidelines prior to building demolition or renovation that may disturb the materials. All demolition activities shall be undertaken in accordance with Cal/OSHA standards, contained in Title 8 of the California Code of Regulations</p> | | | <p>Mitigation Measure VIII-2: Condition of grading and/or building permit approval; field verify implementation during grading and/or construction</p> <p>Mitigation Measure VIII-3: Prior to issuance of demolition permit; field verify implementation during demolition</p> | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | | |
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| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date | |
| | (CCR), Section 1529, to protect workers from exposure to asbestos. Materials containing more than one percent asbestos are also subject to Bay Area Air Quality Management District (BAAQMD) regulations. | | | Mitigation Measure VIII-4: Procedures for Removal of Lead-Based Paint. During demolition activities, all building materials containing lead-based paint shall be removed in accordance with Cal/OSHA Lead in Construction Standard, Title 8, California Code of Regulations 1532.1, including employee training, employee air monitoring and dust control. Any debris or soil containing lead-based paint or coatings will be disposed of at landfills that meet acceptance criteria for the waste being disposed. | | | |
| HYDROLOGY AND WATER QUALITY | | | | | | | |
| Potential impacts of sea level rise on project. | Mitigation Measure IX-1: Flood Hazards. The project site shall be graded such that finished floor elevations are 3.5 feet above the Base Flood Elevation (BFE), and streets and pads are three (3) feet above BFE to allow for future sea-level rise, thereby elevating all structures above the existing and potential future flood hazard area. | Applicant | Planning and Building Services Department | Condition of grading and/or building permits approval; field verify implementation during grading and/or construction | | | |
| NOISE | | | | | | | |
| Interior residential noise levels. | Mitigation Measure XII-1. To assure that average interior noise levels within Project residences are less than 45 dBA Ldn, all residences on the project site shall have sound-rated windows and exterior doors. The needed Sound Transmission Class (STC) ratings of the windows of these residences shall be 30 to 32. All residences on the project site that directly face the SPRR line along the southern boundary shall have windows rated STC 42 to 45. or As an alternative to the above requirement on all windows for the SPRR-facing units, a 12-foot high shall be constructed along the southern project site boundary. In this case, the first floor windows facing the SPRR tracks shall have windows with STC ratings of 30 to 32, while all upper story | Applicant | Planning and Building Services Department | Mitigation Measure XII-1. Condition of building permit approval; field verify implementation during construction | | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | |
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| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date |
| | windows facing SPRR shall have windows with STC ratings of 42 to 45. | | | | | |
| | The adequacy of the IS recommendations regarding window STC ratings for units facing I-580 or the SPRR line shall be verified by unit-specific acoustical analysis during the final design phase of the Project. Window STC ratings shall achieve noise reduction to meet the 24-hour average 45 dBA Ldn standard and the 55 dBA maximum interior standard during each train pass-by. Results of the analysis, including the description of the necessary noise control features for noise, including the low-frequency noise components, will be submitted to the City along with the final building plans and approved prior to issuance of a building permit. | | | | | |
| | Mitigation Measure XII-2. All residences on the project site shall be provided with mechanical ventilation systems to allow the windows to remain closed at the residents' discretion. | | | Mitigation Measure XII-2. Condition of building permit approval; field verify implementation during construction | | |
| Impact of Construction Noise. | Mitigation Measure XII-3: Construction Noise. The Project applicant shall implement technically and economically feasible measures construction noise control measures to reduce the noise levels generated by the use of construction equipment below the maximum noise level standards specified in Chapter 9.52.110 of the City of Richmond Municipal Code. The measures shall include, but not be limited to, the following: a) Muffle and maintain all equipment used on-site. All internal combustion engine-driven equipment shall be fitted with mufflers that are in good condition. b) Use "quiet" air compressors and other stationary noise sources where technology exists. c) Locate all stationary noise-generating equipment, such as air compressors and | Applicant | Planning and Building Services Department | Condition of building permit approval; field verify implementation during construction | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

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| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | |
| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date |

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| | <p>portable power generators, away from adjacent land uses.</p> <p>d) Notify all adjacent residents and commercial properties of the construction schedule in writing.</p> <p>e) Designate a “disturbance coordinator” who would be responsible for responding to any local complaints about construction noise. The disturbance coordinator shall determine the cause of the complaint and shall require that reasonable measures warranted to correct the problem be implemented.</p> <p>f) Conspicuously post a telephone number for the disturbance coordinator at the construction site and include it in the notice sent in the neighbors regarding the construction schedule.</p> <p>g) Combine noisy operations so that they occur in the same time period.</p> | | | | | |
| <p>UTILITIES AND SERVICE SYSTEMS</p> <p>Sanitary Sewer Overflow.</p> | <p>Mitigation Measure XVII-1: Sanitary Sewer Overflow. The project shall be constructed in a manner that avoids contributing to increased Sanitary Sewer Overflow, utilizing as necessary, a method or methods to be described in an engineering study to be submitted to the City Engineering Department for review and approval prior to the issuance of a building permit. The applicant shall submit an engineering study that:</p> <ol style="list-style-type: none"> 1) evaluates and documents that there is sufficient capacity in the local network of sewer lines to accommodate the effluent flow from the project. 2) determines the effect of wet weather flows from the project on storage and treatment capacity of the wastewater treatment plant, taking into account the under-construction Wet Weather Storage Project. 3) identifies, if necessary, method(s) to prevent the project from contributing to increased Sanitary Sewer Overflow from the City’s sewer system. These methods may include, but are not limited to, replacing leaking local sewer | Applicant | Planning and Building Services Department | Prior to issuance of a building permit | | |

MITIGATION MONITORING AND REPORTING PROGRAM – BAY WALK MIXED-USE PROJECT

| Identified Impact | Related Mitigation Measure | MONITORING | | | VERIFICATION | |
|---|---|-----------------------|---|--|--------------|------|
| | | Implementation Entity | Monitoring and Verification Entity | Timing Requirements | Signature | Date |
| Impact of Project Construction and Demolition, and Operation, on Landfill Capacity. | <p>pipes with new pipes, and/or providing documentation that the Wet Weather Storage Project is or will be complete and able to accommodate effluent flow from the project. After review by the Engineering Department, the applicant shall, if requested, revise the engineering study prior to granting of a building permit for the project.</p> <p>Mitigation Measure XVIII-2: Recycling Plan for Construction. Prior to the initiation of project construction, the project sponsor shall prepare a recycling plan to cover all phases of project construction. The recycling plan shall identify a strategy for handling all waste materials that will be generated during construction, in order to divert a minimum of 50 percent by weight. The project sponsor shall provide a summary report of the diversion to the City.</p> <p>Mitigation Measure XVII-3: Recycling Spaces within Residences. The project sponsor shall provide space within each residential unit sufficient to conveniently accommodate standard recycling containers for the collection and storage of separated recyclable materials, including glass, paper, plastic, tin/aluminum cans, and garden waste.</p> | Applicant | Planning and Building Services Department | <p>Mitigation Measure XVII-2: Condition of grading and building permit approval; field verify implementation during grading and construction; summary report prior to issuance of certificate of occupancy</p> <p>Mitigation Measure XVII-3: Condition of grading and/or building permit approval; field verify implementation during construction</p> | | |

PROJECT PLANS

(Under Separate Cover)

and available

on-line at <http://www.ci.richmond.ca.us/2927/Bay-Walk>

EXHIBIT 1-E

Baywalk Mixed-Use Project Conditions of Approval

1. The 105 lot Planned Area (PA) residential townhome and live/work development shall be constructed in substantial compliance with the 49-page architectural plan set prepared by Summa Architects, submitted to and date stamped received August 20, 2015 by the Richmond Planning and Building Services Department, and on file with the Richmond Planning and Building Services Department. Any minor modifications shall be reviewed by the Zoning Administrator who shall determine whether the modification requires additional approval. The Final Map for TM 9415 shall not be recorded unless the zoning reclassification from Industrial/Office Flex (M-1) to Planned Area (PA) is in effect at the time of recordation.
2. All conditions of approval shall be attached to the construction plans submitted for review and approval. All conditions of approval shall be on, at all times, all grading and construction plans, which shall be kept on the project site at all times. It is the responsibility of the building developer to ensure that the project contractor and construction crew is aware of, and abides by, all conditions of approval.
3. All mitigation measures for the project based on the Final Mitigated Negative Declaration, consisting of the IS/Draft MND, Response to Comments, and Mitigation Monitoring and Reporting Program shall become part of the conditions of approval for the project and be submitted for review by the Design Review Board at a subsequent future meeting.
4. Design Review approval shall expire two years from the date of final approval, unless made permanent by the issuance of building permits and the commencement of construction. If the use(s) or structures approval by this action is not established within such period of time, this approval shall be terminated and shall, thereafter, be null and void, unless the applicant or owner applies for an extension of time prior to expiration of the Design Review Permit.
5. The applicant shall obtain the necessary approvals from the Planning Commission prior to an application for a building permit to construct any buildings on site.
6. The landscape and fencing shall be in substantial compliance with the plan prepared by Vallier Design Associates, Inc., titled Baywalk, Option B, Landscape Plan pages L-1 through L-7, date stamped received August 20, 2015 by the Planning and Building Services Department and on file with the Richmond Planning and Building Services Department.

EXHIBIT 1-E

7. The applicant shall create a Homeowners Association (HOA) for the 105-lot development that shall maintain all private streets, walks, driveways, structures, landscaping, fences and walls throughout the subdivision. The language of the By-laws, Articles of Association, and Covenants, Conditions and Restrictions shall be made to the satisfaction of the Planning Director and City Attorney. The By-laws, Articles of Association, and Covenants, Conditions and Restrictions (CC&Rs) shall be recorded with the Final Subdivision Map.
8. Mail Box designs and locations shall be made to the satisfaction of the Postmaster or his designee prior to the issuance of the residential building permit(s).
9. All proposed buildings shall have an approved automatic fire extinguishing sprinkler system installed in each unit prior to the issuance of an occupancy permit.
10. The applicant shall pay the City of Richmond's Fire Department development plan fees. The fee schedule may be obtained from the City of Richmond Fire Department's public counter or by calling the Fire Department at (510) 620-8191.
11. The applicant shall implement water quality control measures that are consistent with the City of Richmond Municipal Code and Regional Water Quality Control Board's Storm Water Management Plan that uses Best Management Practices (BMPs) to protect and treat stormwater runoff.
12. The applicant shall provide a geotechnical report with test borings that contain recommendations for foundation design. Prior to issuance of a building permit the applicant's structural engineer shall certify that the structures foundation and structural design are in conformance with the recommendations of the geotechnical engineer.
13. The applicant shall obtain written approval from the Richmond sanitary service of the proposed refuse collection plan prior to issuance of a building permit.
14. The applicant shall install all landscaping on site prior to the issuance of the last certificate of occupancy for the buildings herein in any phase approved completed or approved as shown on the landscape plan prepared by Vallier Design Associates, Inc., titled "Baywalk Option B", Landscape Plan pages L-1 through L-7, date stamped received August 20, 2015 by the Planning and Building Services Department and on file with the Planning and Building Services Department.
15. All interior roads necessary to provide access to a building shall be installed prior to the start of framing on that building. The project may be constructed in phases. The design of the subdivision or the type of improvements proposed shall not conflict with existing easements. Any future development on the project site shall

EXHIBIT 1-E

provide easement access over improved areas. The final map shall reflect the access easements in a manner approved by the City Engineer prior to any approval.

16. All roof material shall have a minimum 30 year guarantee and the colors, type and material shall be reviewed, and if found acceptable, approved by the Planning Director or his designee prior to issuance of a final development plan.
17. The applicant shall pay the required Park in lieu fees prior to issuance of the project's first residential building permit.
18. The applicant shall pay the required inclusionary housing in lieu fees prior to issuance of the project's first residential building permit. The value of the proposed in lieu housing fee shall be determined by the Building Permits Division of the Planning and Building Services Department.
19. The applicant shall install a 12 foot tall sound wall along the southern and eastern property lines. The sound wall shall be a CMU block with stucco and vine pulls or other decorative finishes as approved by the Planning Director and or his designee. The two ends of the sound wall shall have a transitional design element approved by the Design Review Board before construction.
20. The applicant shall submit a master sign program to the Design Review Board for review and approval. The master sign program shall include entry, identification, wayfinding, monument and live/work signage.
21. The applicant shall provide outdoor bicycle racks for a minimum of 30 bicycles. Installed bicycle racks shall be similar to the photograph on sheet L2 of the Landscape Plans, date stamped received August 20, 2015 by the Planning and Building Services Department, and on file with the Richmond Planning and Building Services Department.
22. The applicant shall submit final drawings to Planning staff for review and approval. The final drawings shall include a roof plan for the retail/commercial buildings on site. The approved roof design shall include screening for the rooftop HVAC equipment and any other materials on the roof.
23. The applicant shall submit a Final PA Plan for review and approval by the Design Review Board. The Final PA plan shall include construction details for all aspects of the building designs including offset wall conditions, parapets and interfaces between windows and wall framing.
24. The approved building plans shall include additional pedestrian walkways in accordance with revised plans dated August 26, 2015, approved by the Design Review Board, and on file with the Planning and Building Services Department. The applicant shall add one ADA parallel parking stall to Wright Avenue and one

EXHIBIT 1-E

to Marina Way South subject to approval by the City of Richmond Engineering Department.

25. The CC&Rs prepared by the applicant shall include restrictions related to the use of the “work” spaces in the live/work units. The CC&Rs will limit the commercial activities and uses of the “work” space to professional and administrative offices, studio and limited retail uses. Any business operating in a “work” space will be required to obtain a business license and permit from the City of Richmond. An owner of a live/work unit will not be required to operate a business and may use the “work” space as a home office, den or other similar use.
26. The CC&Rs shall also make the HOA responsible for maintaining and replacing the required MERV 13 air filters in each project unit.
27. The approved landscape construction drawings shall include the exact location, sizes and type of all plant materials. The landscape construction drawings shall include screening for all electrical transformers and other at grade utility structures subject to the requirements of Pacific Gas & Electric (PG&E) and other utility companies. The landscape construction drawings shall include modifications to the existing landscaping at the proposed median break in Marina Way South.
28. Prior to starting vertical construction, the applicant shall provide a construction phasing plan to the Planning Department for review and approval. The phasing plan shall include hydro-seed or another form of storm water treatment for the building pads that are not under construction.
29. The applicant shall work with PG&E and the City of Richmond Public Works Department to underground the existing overhead lines in the Wright Avenue right of way along the project’s frontage. The requirement for undergrounding is subject to PG&E and City approval and the economic feasibility and costs of the undertaking based on input from the Engineering Department.
30. All perpendicular parking spaces constructed on the project site shall be 18.5 feet deep in accordance with the City of Richmond parking requirements, Section 15.04.850 of the Zoning Ordinance.
31. The applicant shall dedicate all proposed public sidewalk areas on Marina Way South that are on the applicant’s property to the City of Richmond.
32. The applicant shall ensure that a minimum of 60% of all the residential units in the development shall have rooftop decks.
33. The applicant shall make sure all utility closets are detailed on the Final Development Plan submitted for review by the Design Review Board.

EXHIBIT 1-E

34. The applicant shall make sure green screens are included on the building walls adjacent to the guest parking spaces located between units. These spaces shall also include tire stops.
35. The applicant shall make sure the Final PA Plan includes a linear park area with activity elements appropriate for all ages. The southern end of the linear park shall feature a focal element including treatment of the sound wall.
36. The applicant shall provide transom windows or vents shall be added to the third floor windows in the large unadorned facial elements with tall parapets in relation to the third floor windows.
37. The applicant must reference on approved building construction drawings and it shall incorporate items 2.1c, 2.1d, 2.2, 2.4 and 2.5 found in the Agreement Regarding Development of Bay Walk Mixed Use Project, dated August 1, 2015, between the applicant and the property owners of adjacent properties across 17th Street.
38. The applicant shall enter into a written agreement with the City of Richmond to install the streetscape improvements. These improvements will extend the length of the developer's property line along Wright Avenue and Marina Way South. In case the streetscape improvements extend beyond the existing property line, dedication of right-a-way is required. Following installation of the streetscape improvements, the developer shall be required to pay a fair share amount of the recommended improvements not required below and identified in the South Richmond Transportation Connectivity Plan towards improving and upgrading specific intersections in the Marina Bay area as identified in the FMND.
 - a. The street improvements shall be installed in the public right of way on Marina Way South between the I-580 overpass and the railway grade crossing bordering the south side of the project site. The street improvements shall include repaving, bike lane striping, sidewalk improvements and landscaping as described in the South Richmond Transportation Connectivity Plan.
 - b. The street improvements shall be installed in the public right of way on Wright Avenue between Harbour Way South and South 17th Street and include repaving with striped bike lanes, sidewalk improvements and landscaping.
 - c. The street improvements shall include street trees along the north side of Wright Avenue along the length of the project frontage.
 - d. The street improvements shall include improvements to the public right of way at the intersection of Marina Way South and Wright

EXHIBIT 1-E

Avenue in accordance with the Complete Streets Design Principles in the City of Richmond Pedestrian Plan.

- e. The street improvements shall be subject to review and approval by the Richmond Public Works Department and Design Review Board. Any improvements on Caltrans property shall be subject to review and approval of Caltrans.
39. The applicant shall incorporate a memorial plaque or other feature or features into the final landscape plans to commemorate the property's role in the World War II shipbuilding efforts, subject to review and approval by the City of Richmond Planning Department.
 40. The applicant shall work with the Council of Industries to establish a disclosure document that ensures the unit buyers in the project are aware of the surrounding industrial and rail uses and the associated impacts.
 41. The applicant shall provide a one-time donation of five thousand dollars (\$5,000.00) to the Rosie the Riveter Trust to support program implementation and preservation of Historic resources at the Rosie the Riveter/World War II Home Front National Historical Park.
 42. The applicant shall provide HABS documentation photos of the existing building before demolition permits are issued. The standards for architectural photographs suitable for museum collections are available online at: <http://www.nps.gov/hdp/standards/PhotoGuidelines.pdf>.
 43. The applicant shall provide an interpretive exhibit at the site visible from a public walkway that describes the World War II related use of the site. The content, design and location shall be coordinated with the National Park Service and Richmond Planning Department.
 44. All air intakes shall be at rooftop level in order to further lower any contaminant risk.
 45. The applicant agrees, on behalf of himself, his successor in interest and assigns, to defend, indemnify, and hold harmless the City, its Council, Planning Commission, advisory boards, officers, employees, consultants and agents (hereinafter "City") from any claim, action or proceeding (hereinafter "Proceeding") brought against the City to attack, set aside, void or annul the City's actions regarding any development or land use permit, application, license, denial, approval or authorization, including, but not limited to, variances, use

EXHIBIT 1-E

permits, developments plans, specific plans, general plan amendments, zoning amendments, approvals and certifications pursuant to the California Environmental Quality Act, and/or any mitigation monitoring program, or brought against the City due to acts or omissions in any way connected to the applicant's project, but excluding any approvals governed by California Government Code Section 66474.9. This indemnification shall include, but not be limited to, damages, fees and/or costs awarded against the City, if any, and costs of suit, attorney's fees and other costs, liabilities and expenses incurred in connection with such proceeding whether incurred by applicant or City. If applicant is required to defend the City as set forth above, the City shall retain the right to select the counsel who shall defend the City.