



# CITY OF NEWARK PLANNING COMMISSION

37101 Newark Boulevard, Newark, CA 94560-3796 • 510/578-4330 • E-mail: [planning@newark.org](mailto:planning@newark.org)

City Administration Building  
7:30 p.m.  
City Council Chambers

## AGENDA

Tuesday, April 8, 2014

### PLANNING COMMISSION:

*Bernie Nillo*  
Chairperson

*Michael K. Hannon*  
Vice-Chairperson

*Jeff Aguilar*

*Karen Bridges*

*Janet Drews*

*William Fitts*

*Debbie Otterstetter*

*Welcome* to the Newark Planning Commission meeting. The following information will help you understand the Planning Commission Agenda and what occurs during a Planning Commission meeting. Your participation in your City government is encouraged and, hopefully, this information will enable you to become more involved. The Order of Business for Commission meetings is as follows:

- A. ROLL CALL
- B. MINUTES
- C. WRITTEN COMMUNICATIONS
- D. ORAL COMMUNICATIONS
- E. PUBLIC HEARINGS
- F. STAFF REPORTS
- G. COMMISSION MATTERS
- H. ADJOURNMENT

The attached *Agenda* gives a listing of agenda items. Items listed on the Agenda may be approved, disapproved, or continued to a future meeting. Many items require an action by motion or the adoption of a resolution.

*Addressing the Planning Commission:* You may speak on any listed item at the appropriate time. You may speak on any item **not** on the agenda during *Oral Communications*. To address the Commission, please seek the recognition of the Chairperson by raising your hand. Once recognized, come forward to the podium and state your name and address for the record. If a number of persons wish to speak, a time limit may be imposed. Matters brought before the Commission which require an action will be either referred to staff or placed on a future Commission agenda.

Hearing assistance earphones are available at the Planning Commission meetings. For those persons requiring hearing assistance, please make your request to the Planning staff ten minutes prior to the meeting.

PLANNING COMMISSION MEETINGS ARE CABLECAST LIVE ON GOVERNMENT ACCESS CHANNEL 26.

Agenda posted pursuant to Government Code Section 54954.2. Supporting materials are available at the Newark Library or in the Community Development Department on the Friday preceding the meeting. Hearing assistance earphones are now available for Planning Commission meetings. For those persons requiring hearing assistance, please make your request to the City Planner 10 minutes prior to the meeting.



# CITY OF NEWARK PLANNING COMMISSION

37101 Newark Boulevard, Newark, California 94560-3796 ☐ 510/578-4330 ☐ FAX 510/578-4265

City Administration Building  
7:30 p.m.  
City Council Chambers

## **AGENDA** Tuesday, April 8, 2014

### A. ROLL CALL

### B. MINUTES

B.1 Approval of Minutes of the regular Planning Commission meeting of Tuesday, March 25, 2014. (MOTION)

### C. WRITTEN COMMUNICATIONS

D. ORAL COMMUNICATIONS (Anyone wishing to address the Commission on any planning item not on the Agenda may take the podium and state his/her name and address clearly for the recorder.)

### E. PUBLIC HEARINGS

E.1 Hearing to consider: 1) Adopting a resolution making certain findings and recommending City Council approval of an Initial Study/Mitigated Negative Declaration for 88 townhomes, approximately 72 affordable housing units, and 15,000 square foot commercial building within the Dumbarton Transit Oriented Development Specific Plan; 2) adopting a resolution recommending the City Council approve rezoning (RZ-13-24) a 8.09-acre area (APN 092-0115-11, 12 & 13) from MT-1 (High Technology Park District) to MDR-FBC (Medium Density Residential – Form Based Codes), HDR-FBC (High Density Residential – Form Based Code), and R-FBC (Commercial Retail – Form Based Code); 3) adopting a resolution making findings supporting the use of an alternative means of compliance with the Inclusionary Housing Ordinance and recommend the City Council approve the attached Affordable Housing Implementation Agreement; 4) recommending that the City Council approve TM-13-22, Vesting Tentative Map 8157; and 5) recommending that the City Council approve ASR-13-23, an Architectural and Site Plan Review, with Exhibit A, pages 1 through 31 – from Assistant City Manager Grindall. (CONTINUED FROM MARCH 11 & 25, 2014) (RESOLUTIONS-3)(MOTIONS-2)

### F. STAFF REPORTS

**G. COMMISSION MATTERS**

**G.1 Report on City Council actions.**

**H. ADJOURNMENT**

Pursuant to Government Code 54957.5: Supplemental materials distributed less than 72 hours before this meeting, to a majority of the Planning Commission, will be made available for public inspection at this meeting and at the Planning Division Counter located at 37101 Newark Boulevard, 1st Floor, during normal business hours. Materials prepared by City staff and distributed during the meeting are available for public inspection at the meeting or after the meeting if prepared by some other person. Documents related to closed session items or are exempt from disclosure will not be made available for public inspection.

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# CITY OF NEWARK PLANNING COMMISSION

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37101 Newark Boulevard, Newark, CA 94560-3796 • 510-578-4330 • FAX 510-578-4265

City Administration Building  
7:30 p.m.  
City Council Chambers

## MINUTES

Tuesday, March 25, 2014

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### A. ROLL CALL

At 7:30 p.m., Chairperson Nillo called the meeting to order. All Planning Commissioners were present.

### B. MINUTES

#### B.1 Approval of Minutes of the regular Planning Commission meeting of Tuesday, March 11, 2014.

Commissioner Fitts moved, Commissioner Bridges seconded, to approve the Minutes of March 11, 2014. The motion passed 6 AYES, 1 ABSTENTION (Drews).

### C. WRITTEN COMMUNICATIONS

None.

### D. ORAL COMMUNICATIONS

None.

### E. PUBLIC HEARINGS

#### E.1 Hearing to consider: 1) Adopting a resolution making certain findings and recommending City Council approval of an Initial Study/Mitigated Negative Declaration for 88 townhomes, 75 affordable housing units, and 15,000 square foot commercial building within the Dumbarton Transit Oriented Development Specific Plan; 2) adopting a resolution recommending the City Council approve rezoning (RZ-13-24) a 8.09-acre area from MT-1 (High Technology Park District) to MDR-FBC (Medium Density Residential – Form Based Codes), HDR-FBC (High Density Residential – Form Based Code), and R-FBC (Commercial Retail – Form Based Code); 3) adopting a resolution making findings supporting the use of an alternative means of compliance with the Inclusionary Housing Ordinance and recommend the City Council approve the attached Affordable Housing Implementation Agreement; 4) recommending that the City Council approve TM-13-22, Vesting Tentative Map 8157; and 5) recommending that the City Council approve ASR-13-23,

**an Architectural and Site Plan Review, with Exhibit A, pages 1 through 31.  
(CONTINUED FROM MARCH 11, 2014)**

Assistant City Manager Grindall recommended Item E.1 be opened, comments received, then continued to the April 8, 2014 Planning Commission Meeting.

Chairperson Nillo opened the Public Hearing. No one from the public chose to speak on this item.

Motion made by Commissioner Bridges, seconded by Commissioner Drews, to continue to the April 8, 2014 Planning Commission Meeting, the public hearing to consider: 1) Adopting a resolution making certain findings and recommending City Council approval of an Initial Study/Mitigated Negative Declaration for 88 townhomes, 75 affordable housing units, and 15,000 square foot commercial building within the Dumbarton Transit Oriented Development Specific Plan; 2) adopting a resolution recommending the City Council approve rezoning (RZ-13-24) a 8.09-acre area from MT-1 (High Technology Park District) to MDR-FBC (Medium Density Residential – Form Based Codes), HDR-FBC (High Density Residential – Form Based Code) and R-FBC (Commercial Retail – Form Based Code); 3) adopting a resolution making findings supporting the use of an alternative means of compliance with the Inclusionary Housing Ordinance and recommend the City Council approve the attached Affordable Housing Implementation Agreement; 4) recommending by motion that the City Council approve TM-13-22, Vesting Tentative Map 8157; and 5) recommending by motion that the City Council approve ASR-13-23, an Architectural and Site Plan Review, with Exhibit A, pages 1 through 31. Motion passed 7 AYES.

**E.2 Hearing to consider recommending that the City Council approve an Ordinance amending Chapter 17.18 (Affordable Housing Program) of the Newark Municipal Code to: 1) require that residential developments pay a Housing Impact Fee; and 2) remove the Inclusionary Housing requirement.**

ACM Grindall gave the staff report.

Answering Commissioner Fitts, ACM Grindall stated there are no State or Federal mandates requiring inclusionary housing, however, the State is the Certifying Agency for the City of Newark's Housing Element which includes an Affordable Housing Program.

Answering Commissioner Fitts, ACM Grindall stated the proposed fees are lower than the City of Fremont's and are comparable to the City of Union City.

Answering Commissioner Aguilar, ACM Grindall stated the expenditure of the collected fees would be decided by the Planning Commission and City Council but staff envisions part of the funds be used to buy small parcels of land.

Vice-Chairperson Hannon and ACM Grindall discussed the "Palmer Case" and the "Patterson Decision".

Addressing Vice-Chairperson Hannon's concerns on proposed Chapter 17.18.030.B, ACM Grindall stated it would be an appropriate amendment when making a motion to exempt additions to Single-Family Dwellings that are less than 200 sq.ft. from the Housing Impact Fee.

Vice-Chairperson Hannon and ACM Grindall discussed the definition and qualification of charitable organizations, the State licensing of small family daycare and the affordability percentages in the Residential Nexus Analysis prepared by Keyser Marston Associates.

Answering Commissioner Drews, ACM Grindall clarified the exempt 200 sq.ft. additions would only include habitable space.

Answering Commissioner Aguilar, ACM Grindall stated Developers would have a choice of either providing affordable housing units or pay the fee.

Answering Commissioner Aguilar, ACM Grindall stated a Nexus Study is good for 5-7 years, and although there are no scheduled review periods, staff would revisit the Study at the mid-point or if a situation arises that puts the City at a disadvantage to neighboring Cities.

Answering Vice-Chairperson Hannon, ACM Grindall stated the Housing Impact Fee would be included and reviewed with the City's Bi-Annual Budget.

Chairperson Nillo opened the Public Hearing. No one from the public chose to speak on this item. Chairperson Nillo closed the Public Hearing.

Answering Commissioner Fitts, ACM Grindall gave his opinion that the proposed 200 sq.ft. addition exemption was the right size to be exempt.

Answering Commissioner Otterstetter, ACM Grindall stated no Housing Impact Fees have been collected yet, but he anticipates 100 new housing units per year to be built in Newark in the near future.

Motion made by Commissioner Bridges, seconded by Commissioner Otterstetter, recommending the City Council approve an ordinance, with modification to 17.19.030.B, amending the Newark Municipal Code Chapter 17.18 to replace Inclusionary Housing requirements with a Housing Impact Fee and recommend that the initial fee levels be set, by City Council Resolution, as \$20 per square foot for the first 1000 square feet and \$8 per square foot for space above 1000 square feet. Motion passed 7 AYES. This item will be heard at the April 10, 2014 City Council Meeting.

## **F. STAFF REPORTS**

None.

**G. COMMISSION MATTERS**

**G.1 Report on City Council actions.**

ACM Grindall announced an Economic Incentive Agreement with the NewPark Mall will be heard at the March 27, 2014 City Council Meeting.

Commissioners' Comments

Answering Commissioner Fitts, ACM Grindall mentioned some proposed businesses at the NewPark Mall.

Commissioner Bridges reminded staff to look into paving repairs at the Lake Area.

**H. ADJOURNMENT**

At 8:15 p.m., Chairperson Nillo adjourned the regular Planning Commission meeting of Tuesday, March 25, 2014.

Respectfully submitted,



TERRENCE GRINDALL  
Secretary



- E.1 Hearing to consider: (1) Adopting a resolution making certain findings and recommending City Council approval of an Initial Study/Mitigated Negative Declaration for 88 townhomes, approximately 72 affordable housing units, and 15,000 square foot commercial building within the Dumbarton Transit Oriented Development Specific Plan; (2) adopting a resolution recommending the City Council approve rezoning (RZ-13-24) a 8.09-acre area (APN 092-0115-11, 12 & 13) from MT-1 (High Technology Park District) to MDR-FBC (Medium Density Residential – Form Based Codes), HDR-FBC (High Density Residential – Form Based Code), and R-FBC (Commercial Retail – Form Based Code); (3) adopting a resolution making findings supporting the use of an alternative means of compliance with the Inclusionary Housing Ordinance and recommend the City Council approve the attached Affordable Housing Implementation Agreement; 4) recommending that the City Council approve TM-13-22, Vesting Tentative Map 8157; and 5) recommending that the City Council approve ASR-13-23, an Architectural and Site Plan Review, with Exhibit A, pages 1 through 31. – from Assistant City Manager Grindall. (CONTINUED FROM MARCH 11 & 25, 2014) *tg*  
(RESOLUTIONS-3)(MOTIONS-2)**

**Background/Discussion** – In collaboration with the landowners, the City of Newark began a planning effort in the Fall of 2007 to explore potential development around the planned Newark Dumbarton Rail Station. The Project Area includes approximately 205 acres of land that has previously contained various industrial, manufacturing, and chemical processing land uses since the early twentieth century. Most of the land is currently vacant.

The SHH Project Owner, LLC and Newark Parcel E Project Owner, LLC, have submitted a proposed Vesting Tentative Map and building plans for approximately 88 townhome/condominium units, approximately 72 affordable senior housing units, and a 15,000 square foot retail building, to be located on approximately 8.09 acres along Enterprise Drive and Willow Street.

The project proposes to rezone this portion of the Dumbarton TOD to be consistent with the Specific Plan. RZ-13-24 is a rezoning to Medium Density Residential, High Density Residential (Senior Housing), and Commercial Retail.

Architectural and Site Plan Review

Two designs are proposed, each with four different floor plans. All four will accommodate three stories that provide two covered parking spaces along with a bedroom/den on the first level, a mid-level living area with dining room, family room, and kitchen, and a third story living area with two bedrooms.

These units provide a nice variation in design and offer balconies, dormers, several window

treatments, recessed features, and wall treatments.

The retail component of this proposal is comprised of a 15,000 square foot grocery store. The design is modern in nature, but the colors and vertical design elements are found within the townhome/condominium design. Staff feels that the architectural features complement the surrounding neighborhood.

The development of the 72-unit Senior Housing portion of the project will be done by a developer other than the applicant. The final design for the Senior Housing project will be required to be brought before the Planning Commission and City Council for review.

#### Affordable Housing

Chapter 17.18 of the Newark Municipal Code (NMC) generally requires developers to set-aside a minimum of 15% of the total number of dwelling units in a project as inclusionary units for very low, low, and moderate income households. Nine percent of the units are required to be affordable to moderate income households (earning 110% or less of the median income) and 6% to be affordable to lower income households earning (80% or less of the median income). The NMC also authorizes alternative means of compliance with the City's Affordable Housing Program (AHP), including land dedication, payment of in-lieu fees, or approval of an alternative housing program consisting of any combination of alternative means of compliance.

Under the affordable housing ordinance, the market rate project on the SHH project site would require the development of 6 low income units and 8 units moderate income units. As an alternative method of compliance the developer will be providing 9 senior residential units affordable to households that earn 60% or less of the median income. In connection with the previously approved Torian Project, the developer and SHH previously agreed to meet the Torian affordable housing obligation by the construction of 54 affordable units on the SHH site. A third project by the developer is also pending development approval and has an obligation of providing nine affordable units. In total, the 72 affordable housing units provided on the SHH site will meet the obligation of all three projects.

The provision of 10% of the housing units at restricted to lower housing cost levels-60% of Median Income as opposed to the required 110% and 80% levels, is substantially more beneficial to the community than what is required of the ordinance and meets an important need for housing for low income seniors. The provision of these units fulfills the purposes of the Inclusionary Housing Ordinance, and will further affordable housing opportunities in the City to greater extent than simple compliance with the requirements of the Ordinance. The location of the units adjacent to market rate units prevents the concentration of affordable housing units in a particular area. This will allow for a much greater and more effective approach to addressing the most pressing affordable housing needs in the community.

#### The Initial Study/Mitigated Negative Declaration (IS/MND)

The IS/MND prepared for this project was completed by HELIX Environmental Planning, Inc. The key issues analyzed by the IS/MND were aesthetics, agricultural and forestry resources, air quality, biological resources, cultural resources, geology and soils, greenhouse gas emissions, hazards and hazardous materials, hydrology and water quality, land use planning, mineral resources, noise, population and housing, public services, recreation, transportation/traffic, and utilities and service systems,

Then environmental analysis indicates that the proposed project would not have a significant adverse impact on overall environmental quality, including the potential to reduce the habitat of fish and wildlife species, or contribute to lowering populations to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of rare or endangered plant or animal, or eliminate important examples of major periods of California history or prehistory.

While the project would indirectly contribute to cumulative impacts with increased urban development in the City and region, these impacts been previously evaluated in the Environmental Impact Report (EIR) for the Dumbarton TOD Specific Plan, and are incorporated into the City of Newark's updated General Plan. The EIR concluded that development of the project site as allowed under the Dumbarton TOD Specific Plan may contribute to significant cumulative impacts as a result of contribution to the loss of vegetation and wildlife resources impacts to cultural resources, seismic or soils hazards, greenhouse gas emissions, hazardous materials, hydrology and water quality, and noise levels. With implementation of the measures set forth in the IS/MND (and as previously analyzed in the EIR), cumulative impacts as a result of the Dumbarton TOD would be *less than significant*. No additional cumulative impacts as a result of this project are identified.

As outlined in the IS/MND, the project will adhere to mitigation measure previously prescribed in the Dumbarton TOD Specific Plan EIR for potentially significant impacts to air quality, biological resources, cultural resources, seismic or soil hazards, greenhouse gases, hazardous materials, hydrology drainage and water quality, noise, wastewater treatment, the environment from constructing Parcel A Park, regional traffic congestion and the stormwater system. These impacts have been reduced at both the project and cumulative levels through project design and mitigation measures. Implementation of the proposed project will not result in substantial adverse effect to people either directly or indirectly.

The review period for the IS/MND ended on February 27, 2014. The City received letters from; (1) Mr. Barry J. Schotts, Attorney representing Ashland, Inc.; (2) the State of California Public Utilities Commission; (3) the Alameda County Water District; and (4) the California Department of Fish and Game. All four letters were received within the review period and have been addressed in the Final Initial Study/Mitigated Negative Declaration.

## **Attachments**

**Action** – It is recommended that the Planning Commission: 1) Adopt a resolution making certain findings and recommending City Council approval of an Initial Study/Mitigated Negative Declaration for 88 townhomes, approximately 72 affordable housing units, and 15,000 square foot commercial building within the Dumbarton Transit Oriented Development Specific Plan; (2) adopt a resolution recommending the City Council approve rezoning (RZ-13-24) a 8.09-acre area (APN 092-0115-11, 12 & 13) from MT-1 (High Technology Park District) to MDR-FBC (Medium Density Residential – Form Based Codes), HDR-FBC (High Density Residential – Form Based Code), and R-FBC (Commercial Retail – Form Based Code); (3) adopt a resolution making findings supporting the use of an alternative means of compliance with the Inclusionary Housing Ordinance and recommend the City Council approve the attached Affordable Housing Implementation Agreement; 4) By motion recommend that the City Council approve TM-13-22,

Vesting Tentative Map 8157; and 5) By motion, recommend that the City Council approve ASR-13-23, an Architectural and Site Plan Review, with Exhibit A, pages 1 through 31.

RESOLUTION NO.

RESOLUTION OF THE CITY OF NEWARK PLANNING COMMISSION MAKING CERTAIN FINDINGS AND RECOMMENDING CITY COUNCIL APPROVAL OF AN INITIAL STUDY AND MITIGATED NEGATIVE DECLARATION FOR 88 TOWNHOMES, 72 AFFORDABLE HOUSING UNITS, AND A 15,000 SQUARE FOOT COMMERCIAL BUILDING WITHIN THE DUMBARTON TRANSIT ORIENTED DEVELOPMENT SPECIFIC PLAN

WHEREAS, the City of Newark caused an environmental impact report to be prepared to assess the potential environmental impacts of the proposed Dumbarton Transit Oriented Development Specific Plan, and

WHEREAS, the Final Environmental Impact Report consists of a Draft Environmental Impact Report document as well as the technical appendices, all comments received by the City of Newark regarding the Draft Environmental Impact Report during the mandatory public review period and responses to those comments; and

WHEREAS, the Planning Commission held a duly noticed public hearing on August 23, 2011, and recommended that the City Council certify the Environmental Impact Report (State Clearinghouse Number 2010042012) for the Dumbarton Transit Oriented Development Specific Plan; and

WHEREAS, the City Council held a duly noticed public hearing on September 8, 2011, and certified the Environmental Impact Report (State Clearinghouse Number 2010042012) for the Dumbarton Transit Oriented Development Specific Plan after finding it complete and adequate pursuant to the California Environmental Quality Act; and

WHEREAS, the SHH/FMC project ("Project"), which is located within the Dumbarton Transit Oriented Development Specific Plan, consists of the construction of 88 townhome condominium units, 75 affordable housing units, and a 15,000 square foot commercial building on approximately 8.09 acres (APNs 092-0115-012, 092-0115-013 & 092-0115-011); and

WHEREAS, the entitlements requested include Vesting Tentative Map 8157 (TM-13-22), an amendment to Title 17 (Zoning) of the Newark Municipal Code and the Official Zoning Map (RZ-13-24), a planned development permit, and a tree removal permit; and

WHEREAS, pursuant to the requirements of the California Environmental Quality Act (CEQA), a project level Initial Study and Mitigated Negative Declaration has been prepared for the Project, pursuant to Section 15070 *et seq.* of the CEQA Guidelines, to analyze and mitigate the Project's potentially significant environmental impacts; and

WHEREAS, through this study, it has been determined that the Project's potentially significant environmental impacts specifically relate to impacts associated with project contributions to fugitive dust emission from construction activities; potential impacts upon

biological resources associated with the salt marsh harvest mouse, nesting raptors, burrowing owls, nesting passerines, special status plants and trees; potential impacts upon cultural resources associated with unknown paleontological and cultural resources, if discovered; potential geology and soils impacts associated with seismic activity, loss of topsoil, subsidence, and expansive soil; potential impacts associated with greenhouse gas emissions; potential hazardous materials impacts associated with the project site's history of hazardous materials contamination; potential impacts on hydrology and water quality associated with drainage; potential impacts on land use if RZ-13-24 is not approved; potential noise impacts associated with construction and operational noise; potential impacts on public services associated with wastewater services; potential impacts on recreation associated with park construction; potential impacts associated with an increase in traffic; and potential impacts upon utilities and service systems associated with wastewater treatment and storm water; and

WHEREAS, these potentially significant impacts can be mitigated to less than significant levels as shown in Section 8.0 of the Initial Study/Mitigated Negative Declaration, and;

WHEREAS, a 30-day public review period for the IS/MND was established beginning on January 28, 2014 and ending on February 27, 2014 and copies of IS/MND were transmitted to the State Clearinghouse (SCH#2014-01-2056), and a Notice of Completion (NOC) was, along with copies of the project files, sent to local agencies concerned with the Project and the posted with the Office of the Alameda County Clerk on January 28, 2014; and

WHEREAS, as of the date of this resolution, April 8, 2014, four comment letters from: the Public Utilities Commission, Ashland, Inc., the Alameda County Water District, and the California Department of Fish and Wildlife, have been received; and

WHEREAS, on April 8, 2014, the Planning Commission of the City of Newark conducted a duly noticed public hearing to consider the Initial Study and Mitigated Negative Declaration of environmental impact for the proposed Project, considered all public testimony, written and oral, presented at the public hearing; and received and considered the written information and recommendation of the staff report for the April 8, 2014 meeting related to the proposed Project.

NOW, THEREFORE BE IT RESOLVED by the Planning Commission of the City of Newark that it hereby recommends that City Council consider adopting the Initial Study and approving the Mitigated Negative Declaration of environmental impact for Vesting Tentative Map 8157 (TM-13-22), the amendment to Title 17 (Zoning) of the Newark Municipal Code and the Official Zoning Map (RZ-13-24), and the associated planned development permit and tree removal permit, making the following findings:

1. The Initial Study and corresponding Mitigated Negative Declaration of environmental impact were released for public review and said mitigation measures contained within the same would avoid the effects or mitigate the effects to a point where clearly no significant effect on the environment would occur, and;
2. There is no substantial evidence in light of the whole record before the City of Newark that the project may have a significant effect on the environment.
3. The Planning Commission has read and considered the Initial Study and the Mitigated Negative Declaration, and the comments thereon, and has determined the Initial Study and the

Mitigated Negative Declaration reflect the independent judgment of the City and were prepared in accordance with CEQA.

4. The Initial Study and the Mitigated Negative Declaration (including any revisions developed under 14 C.C.R § 15070(b)), all documents referenced in the same, and the record of proceedings on which the Planning Commission's decision is based is are located at City Hall for the City of Newark, located at 37101 Newark Blvd, California, and is available for public review.

The resolution was introduced at the Planning Commission's April 8, 2014 meeting by Commissioner \_\_\_\_\_, seconded by Commissioner \_\_\_\_\_, and passed as follows

AYES:

NOES:

ABSENT:

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TERRENCE GRINDALL, Secretary

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BERNIE NILLO, Chairperson

RESOLUTION NO.

RESOLUTION RECOMMENDING THE AMENDMENT OF  
TITLE 17 OF THE NEWARK MUNICIPAL CODE BEING THE  
CITY OF NEWARK ZONING ORDINANCE BY CHANGING  
THE ZONING OF A SPECIFIED AREA IN THE CITY OF  
NEWARK

WHEREAS, the SHH Project Owner, LLC and Newark Parcel E Project Owner, LLC, has made application to the Planning Commission of the City of Newark to consider the amendment (RZ-13-24) to Title 17 (Zoning) of the Newark Municipal Code and the Official Zoning Map, by rezoning property described as follows:

All that real property shown on Vesting Tentative Map 8157 in the City of Newark, County of Alameda, State of California as shown on Exhibit A, pages 1 through 8, attached hereto and incorporated herein by reference.

PURSUANT to Municipal Code Section 17.80.050, a public hearing notice was published in the Argus on February 15, 2014, and mailed as required, and the Planning Commission held a public hearing on said application at 7:30 p.m. on March 11, 2014 and April 8, 2014, at the City Administration Building, 37101 Newark Boulevard, Newark, California; and

NOW, THEREFORE, the Planning Commission does resolve:

- a. That the Planning Commission recommends that the Newark City Council amend Title 17 (Zoning) of the Newark Municipal code and Section 17.44.010 "Zoning Map" thereof, being the City of Newark Zoning Ordinance and Official Zoning Map, by rezoning all that real property shown on Tentative Tract Map 8157 from MT-1 (High Technology Park District) to: (1) MDR-FBC (Medium Density Residential – Form Based Codes); (2) HDR-FBC (High Density Residential – Form Based Codes); and (3) R-FBC (Commercial Retail – Form Based Codes).
- b. That the Planning Commission has reviewed said zoning and finds it consistent and compatible with the objectives, policies, general land uses, and the programs of Newark's General Plan, necessary and desirable to achieve the purposes of the ordinance and proper, fair, and for the best interest of the health, safety, and general welfare of the City of Newark; and
- d. That a copy of the minutes be forwarded to the City Council as a summary of the hearing.

The resolution was introduced at the Planning Commission's April 8, 2014 meeting by Commissioner \_\_\_\_\_, seconded by Commissioner \_\_\_\_\_, and passed as follows

AYES:

NOES:

ABSENT:

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TERRENCE GRINDALL, Secretary

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BERNIE NILLO, Chairperson

RESOLUTION NO.

RESOLUTION OF THE NEWARK PLANNING COMMISSION  
RECOMMENDING THAT THE CITY COUNCIL APPROVE  
AN ALTERNATIVE MEANS OF COMPLIANCE WITH THE  
INCLUSIONARY HOUSING ORDINANCE FOR THE SHH  
PROJECT AND MAKING FINDINGS RELATED TO THE USE  
OF AN ALTERNATIVE MEANS OF COMPLIANCE

WHEREAS, the SHH project includes a condition that the project comply with the City's Inclusionary Housing Ordinance (Municipal Code Section 17.18); and

WHEREAS, the Inclusionary Housing Ordinance includes provisions for the application of an alternative means of compliance; and

WHEREAS, the Specific Plan provides an overall goal of providing affordable housing throughout the Specific Plan, but includes flexibility in implementing this overall goal for each project. This Agreement implements those requirements by determining the appropriate amount of housing to be provided by the SHH Parcel, and shall constitute the affordable housing program for the SHH Parcel, the Torian Project, and the Atrium Project. The market rate project on the SHH Parcel will require the development of nine (9) affordable dwelling units consisting of senior residential units affordable to persons of low income within the Project; and

WHEREAS, in connection with Torian Project, the City, that project's developer, and SHH previously agreed upon an affordable housing program requiring the construction of 54 Affordable Dwelling Units, to be constructed on the SHH Parcel. This Agreement further implements and refines the obligation to create those 54 Affordable Dwelling Units on the Affordable Parcel; and

WHEREAS, the Atrium has an application pending for the development of 84 market rate dwelling units known as the Atrium Project. Assuming the application is approved substantially in conformance with that application, the Atrium Project will require the construction of nine (9) Affordable Dwelling Units. These nine (9) Affordable Dwelling Units shall be provided on the Affordable Parcel pursuant to this Agreement if the Atrium Project is constructed by Atrium, an affiliate of Atrium, or an assignee of Atrium which is a successor in interest to the Atrium Property; and

NOW, THEREFORE, BE IT RESOLVED that the Planning Commission:

- a. Recommends that the City Council approve an Affordable Housing Agreement for the SHH project, said agreement being on file with the Secretary of the Planning Commission; and

b. That the Planning Commission does find that:

i) The proposed alternative means of compliance fulfills the purposes of this, the Inclusionary Housing Ordinance, as set forth in Section 17.18.010; and

ii) The proposed alternative means of compliance will further affordable housing opportunities in the City to an equal or greater extent than compliance with the requirements of Section 17.18.030; and

iii) The proposed alternative means of compliance would better address the City's needs than compliance with the requirements of Section 17.18.030; and

This Resolution was introduced at the Planning Commission's April 8, 2014 meeting by Commissioner , seconded by Commissioner , and passed as follows:

AYES: .

NOES:

ABSENT:

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TERRENCE GRINDALL, Secretary

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BERNIE NILLO, Chairperson

## AFFORDABLE HOUSING OBLIGATION SATISFACTION AGREEMENT

THIS AFFORDABLE HOUSING OBLIGATION SATISFACTION AGREEMENT (“**Agreement**”) is made as of \_\_\_\_\_, 2014, by and among the **CITY OF NEWARK**, a California municipal corporation (the “**City**”), and **THE SHH PROJECT OWNER, LLC** a Delaware limited liability company (“**SHH**”), and **THE NEWARK ATRIUM PROJECT OWNER, LLC**, a Delaware limited liability company (referred to herein as “**Atrium**”) Collectively, **SHH** and **Atrium** are referred to herein as “**Developers**”.

### RECITALS

A. **SHH** has a contract for the purchase of approximately six and one-tenth acres (6.1) acres of real property in the City of Newark, County of Alameda, State of California, more particularly described in the legal description attached hereto as Exhibit A-1 through A-3 and incorporated herein by this reference (the “**SHH Property**”).

B. **SHH** plans to develop the **SHH Property** consisting of:

(i) approximately 88 market rate dwelling units on a portion of 6.1 gross acres (“**SHH Parcel**”) controlled by SHH,

(ii) approximately 72 Affordable Dwelling Units on a portion of the SHH Parcel to be subdivided, currently estimated to be approximately 2.08 acres (the “**Affordable Parcel**”),

as depicted on the Site Plan attached hereto as Exhibit “B” and incorporated herein by this reference (“**Site Plan**”).

D. The Project is to be undertaken pursuant to the Dumbarton TOD Specific Plan adopted by the City Council of the City (the “**City Council**”) by City Council Resolution No. 9887 on September 8, 2011 (the “**Specific Plan**”). For the Specific Plan, the City certified an environmental impact report (the “**EIR**”).

E. The Specific Plan provides an overall goal of providing affordable housing throughout the Specific Plan, but includes flexibility in implementing this overall goal for each project. This Agreement implements those requirements by determining the appropriate amount of housing to be provided by the SHH Parcel, and shall constitute the affordable housing program for the SHH Parcel, the Torian Project, and the Atrium Project. The market rate project on the SHH Parcel will require the development of nine (9) affordable dwelling units consisting of senior residential units affordable to persons of low income within the Project.

G. In connection with Torian Project, the City, that project’s developer, and SHH previously agreed upon an affordable housing program requiring the construction of 54 Affordable Dwelling Units, to be constructed on the SHH Parcel. This Agreement further implements and refines the obligation to create those 54 Affordable Dwelling Units on the Affordable Parcel.

H. Atrium has an application pending for the development of 84 market rate dwelling units known as the Atrium Project. Assuming the application is approved substantially in conformance with that application, the Atrium Project will require the construction of nine (9) Affordable Dwelling Units. These nine (9) Affordable Dwelling Units shall be provided on the Affordable Parcel pursuant to this Agreement if the Atrium Project is constructed by Atrium, an affiliate of Atrium, or an assignee of Atrium which is a successor in interest to the Atrium Property.

G. The City, SHH, and Atrium now desire to set forth the specific terms and conditions under which Developers' obligations under the Affordable Housing Program will be satisfied in connection with SHH's development of the SHH Parcel.

NOW, THEREFORE, in consideration of the foregoing recitals which are hereby incorporated into the operative provisions of this Agreement by this reference and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the City and the Developer agree as follows:

1. **Definitions.**

1.1 **"Affordable Dwelling Unit"** shall mean each of the Dwelling Units available for occupancy by Senior Low Income Households at an Affordable Rent.

1.2 **"Affordable Housing Declaration"** shall mean an Affordable Housing Declaration of Covenants and Restrictions ordinarily required by the City to ensure availability of Affordable Dwelling Units in form and substance. The Affordable Housing Declaration shall also include any and all amendments or modifications thereto agreed to in writing by City and Developer.

1.3 **"Affordable Housing Obligation"** shall mean the requirement to construct nine (9) Affordable Dwelling Units attributable to the SHH Parcel.

1.4 **"Affordable Rent"** shall mean rent affordable to households earning 60% or less than Area Median Income.

1.5 **"Area Median Income"** shall mean the area median income for the County of Alameda ("County") as published annually by the Department of Housing and Community Development, and determined in accordance with the U.S. Department of Housing and Urban Development criteria then in effect and published from time to time. For purposes of this Agreement, the qualifying limits shall be those limits for the County, as set forth in Title 25, California Code of Regulations, section 6932, as that section may be amended, modified or recodified from time to time. If the California Code of Regulations is amended or modified during the term of this Agreement so that such regulations do not specify the area median income for the County, the City and Developers shall negotiate in good faith to determine an equivalent authoritative source which determines median income for the County.

1.6 **"City Council"** shall mean the City Council of the City of Newark.

1.7 **"City Manager"** shall mean the City Manager of the City of Newark.

1.8 “**County**” shall mean Alameda County.

1.9 “**Dwelling Unit**” shall mean a place in the Project that is legally available to be rented by a person or family.

1.10 “**Effective Date**” means the date on which this Agreement has been (i) executed by Developer, and (ii) approved by the City Council.

1.11 “**Low Income Household**” means persons and families whose gross incomes do not exceed sixty percent (60%) of the Area Median Income, adjusted for size, in accordance with adjustment factors adopted by the United States Department of Housing and Urban Development, as published annually by the California Department of Housing and Community Development.

1.12 “**Market Rate Rental Dwelling Unit**” shall mean those Dwelling Units in the SHH Parcel that are not Affordable Dwelling Units nor governed by the Affordable Housing Declaration.

1.13 “**Project**” shall mean the development of the SHH Parcel pursuant to this Agreement.

1.14 “**Satisfaction Event**” shall mean the completion of Affordable Dwelling Units in a number equal to the Affordable Housing Obligation.

1.15 “**Senior or Senior Citizen**” shall mean a person who is fifty-five (55) years or older at the date of occupancy of an Affordable Dwelling Unit.

1.16 “**Specific Plan**” shall mean the Dumbarton TOD Specific Plan adopted by the City Council, as it may be amended from time to time.

1.17 “**Gap Funding**” shall mean funding provided by SHH to a qualified affordable housing developer sufficient to allow development of the Affordable Housing Units to be constructed after obtaining all affordable housing financing (e.g., sale of tax credits, multi-family revenue bonds, or other financing available for development of affordable housing) in an amount not to exceed Four Million Dollars (\$4,000,000.00).

2. **Term of Agreement.** This Agreement shall become operative and commence upon the Effective Date, and remain in effect until a Satisfaction Event has occurred. Upon the expiration or termination of the term, this Agreement shall be deemed terminated, and have no further force and effect.

3. **Affordable Housing.** SHH shall satisfy one hundred percent (100%) of the Affordable Housing Obligation for the SHH Parcel by the construction of a project containing a 9-unit Affordable Senior housing project on a portion of the SHH Parcel (“**Affording Housing Site**”), as depicted on the Site Plan. The Affordable Housing Site may be reasonably relocated on the SHH Parcel or on other property in the Specific Plan Area, and sized as necessary to accommodate the actual number of Affordable Dwelling Units required hereunder, with the approval of the City, which approval shall not be unreasonably withheld. The Affordable

Housing Site shall include the Fifty-Four (54) Affordable Dwelling Units required by the Torian Project Affordable Housing Obligation Satisfaction Agreement, previously entered into by the owner of the Torian Project, a predecessor in interest to SHH, and the City, and the Nine (9) Atrium Affordable Dwelling Units anticipated to be required for the Atrium Project (if, as indicated above, the Atrium Project is constructed by Atrium, an affiliate of Atrium, or an assignee of Atrium which is a successor in interest to the Atrium Property). If the Atrium Project is constructed by someone not entitled to the benefits of this Agreement, SHH is under no obligation to provide the nine (9) Atrium Affordable Dwelling Units and will only be required to provide Sixty-Three (63) Affordable Dwelling Units.

### 3.1 **Recordation of Affordability Covenant; Schedule of Performance.**

3.1.1 **Recordation of Amended Restrictive Covenant** Within 30 days of execution of this Agreement, SHH shall cause to be recorded against the SHH Parcel an amended restrictive covenant reciting the obligation to provide a minimum of 72 Senior Affordable Dwelling Units on a portion of the SHH Parcel. SHH shall have the right, but not the obligation, to provide additional Affordable Dwelling Units consistent with applicable zoning and other regulations. Upon creation of a legal parcel (by lot line adjustment or map recordation) consisting of approximately 2.01 acres constituting the Affordable Housing Site (the "**Affordable Parcel**"), the City and SHH shall record a second amended restrictive covenant providing (i) the property subject to the restrictive covenant is deemed to be the Affordable Parcel; and (ii) the remainder of the SHH Property is released from the restrictive covenant. In the event the Atrium Project is not to be constructed by Atrium, an affiliate of Atrium, or an assignee of Atrium which is a successor in interest to the Atrium Property, the restrictive covenant shall be amended to reduce the minimum of 72 Senior Affordable Dwelling Units to 63 Senior Affordable Dwelling Units.

3.1.2 **Performance Schedule.** In addition to the foregoing provisions, the following milestone events will be achieved at the following times:

3.1.2.1 SHH shall obtain approval for development under residential standards from Regional Water Quality Control Board on the SHH Parcel by the later of (i) the first unit closes after twenty-five percent (25%) of the total market rate unit closings on the Torian Project, or (ii) June 30, 2014.

3.1.2.2 SHH shall close escrow on the SHH Parcel by the later of (i) the first unit closes after fifty percent (50%) of the closings on the Torian Project, or (ii) June 30, 2015.

3.1.2.3 SHH shall complete construction, apply for, and receive a certificate of occupancy for all of the Affordable Dwelling Units by the later of (i) before applying for the issuance of the Five Hundredth (500<sup>th</sup>) certificate of occupancy for dwelling units on the Torian Project, or (ii) June 30, 2023, or such other date as the City and SHH may agree.

3.1.3 **Recordation of Affordable Housing Declaration.** SHH shall record an Affordable Housing Declaration against the Affordable Parcel prior to issuance of a

certificate of occupancy for the Affordable Dwelling Units. The Affordable Housing Declaration shall be in a form reasonably acceptable to the City.

3.1.4 **Penalty for non-performance; Security.** If any of the above performance schedule events (3.1.2.1 through 3.1.2.3) do not occur as scheduled the Affordable Parcel shall be deeded to the City at no cost to the City. If at the time the City determines to exercise this remedy the Affordable Parcel has not been created by lot line adjustment or map recordation, Developer shall convey such lot by metes and bounds description so long as such transaction is exempt or otherwise in compliance with the Subdivision Map Act. .

3.1.5 **Gap Funding.** SHH shall not convey the Affordable Housing Parcel to an affordable housing developer until the affordable housing developer has obtained building permits and all necessary financing for the 72 Affordable Dwelling Units. Upon conveyance of the Affordable Parcel to the affordable housing developer, SHH shall provide financial security to the City in an amount not to exceed Four Million Dollars (\$4,000,000.00) in a form approved by the City Attorney (including, without limitation, a set aside letter, letter of credit, bond) to provide the Gap Funding. The actual Gap Funding may take the form of a grant, loan, or bond, as agreed to by SHH and the affordable housing developer. The obligation to provide the Gap Funding under this Agreement shall be deemed satisfied and cause the release of the security upon the delivery to City of reasonable evidence of making the contribution of the Gap Funding to the affordable housing developer.

4. **Modification, Amendment, Cancellation or Termination.**

4.1 **Amendment and Cancellation.** This Agreement may be amended or canceled, in whole or in part, by mutual written consent of the City and the Developer or their successors-in-interest.

4.2 **Modification.** The City Manager, with the consent of the Developer, may make non-substantive modifications to the Agreement without the need for formal action by the City Council.

5. **Limitations on Remedies; Monetary Damages.** The Developer and City acknowledge that neither the City nor the Developer would have entered into this Agreement if either were liable for monetary damages under or with respect to this Agreement or the application thereof. Both the City and the Developer agree and recognize that, as a practical matter, it may not be possible to determine an amount of monetary damages which would adequately compensate the Developer for its investment of time and financial resources in planning to arrive at the kind, location, intensity of use, and improvements for the Project, nor to calculate the consideration the City would require to enter into this Agreement to justify such exposure. Therefore, the City and the Developer agree that neither shall be liable for monetary damages under or with respect to this Agreement or the application thereof, and the City and the Developer covenant not to sue for or claim any monetary damages for the breach of any provision of this Agreement. This foregoing waiver shall not be deemed to apply to any fees or other monetary amounts specifically required to be paid by the Developer to the City or to be paid by the City to the Developers pursuant to this Agreement. This foregoing waiver is not intended to prohibit Developer from bringing any legal claim that Developer otherwise would



prior agreements and understandings, whether oral or written, between the City and the Developers with respect to the matters contained in this Agreement.

(d) Further Assurances. The City and the Developers agree to perform, from time to time, such further acts and to execute and deliver such further instruments reasonably to effect the intents and purposes of this Agreement, provided that the intended obligations of the City and the Developers are not thereby modified.

(e) Assignment. This Agreement shall inure to the benefit of, and bind the successors and assigns of the City and the Developers, and may be assigned by either the City or the Developers to any party or parties purchasing all or any part of the fee interest in the Property. The provisions of this Paragraph 11(e) shall be self-executing and shall not require the execution or recordation of any further document or instrument. Upon the sale, transfer or assignment of all or a portion of the Property to a party that acquires fee title to the Property or any portion thereof, Developers shall be released of all executory obligations under this Agreement that relate to the transferred property; provided, however, that Developers shall not be released from liability for any default of Developers committed prior to the date of the transfer.

(f) Negation of Agency. The City and the Developers acknowledge that, in entering into and performing under this Agreement, each is acting as an independent entity and not as an agent of the other in any respect. Nothing contained herein or in any document executed in connection herewith shall be construed as making the City and the Developers joint venturers, partners or employer/employee.

(g) Attorney's Fees. In the event of any claim, dispute or controversy arising out of or relating to this Agreement, including an action for declaratory relief, the prevailing party in such action or proceeding shall be entitled to recover its court costs and reasonable out-of-pocket expenses.

(h) Waiver. No waiver of any provision of this Agreement shall be effective unless in writing and signed by a duly authorized representative of the party against whom enforcement of a waiver is sought.

(i) Force Majeure. Performance by either party hereunder shall not be deemed to be in default where delays or defaults are due to one or more of the following events, providing that anyone or more of such event(s) actually delays or interferes with the timely performance of the matter to which it would apply and despite the exercise of diligence and good business practices and such event(s) are beyond the reasonable control of the party claiming such interference: war, terrorism, terrorist acts, insurrection, strikes, lock-outs, unavailability in the marketplace of essential labor, tools, materials or supplies, failure of any contractor, subcontractor, or consultant to timely perform (so long as Developers is not otherwise in default of any obligation under this Agreement and is exercising commercially reasonable diligence of such contractor, subcontractor or consultant to perform, riots, floods, earthquakes, fires, casualties, acts of God, acts of the public enemy, epidemics, quarantine restrictions, freight embargoes, lack of transportation, governmental restrictions or priority, or unusually severe weather. An extension of time for any such cause (a "**Force Majeure Delay**") shall be for the

period of the enforced delay and shall commence to run from the time of the commencement of the cause, if notice by the party claiming such extension is sent to the other party within thirty (30) days of actual knowledge of the commencement of the cause. Notwithstanding the foregoing, none of the foregoing events shall constitute a Force Majeure Delay unless and until the party claiming such delay and interference delivers to the other party written notice describing the event, its cause, when and how such party obtained knowledge, the date and the event commenced, and the estimated delay resulting therefrom.

(j) Paragraph Headings. The paragraph headings contained in this Agreement are for convenience and identification only, and shall not be deemed to limit or define the contents to which they relate.

(k) Time of Essence. Time is of the essence of this Agreement, and all performances required hereunder shall be completed within the time periods specified. Any failure of performance shall be deemed as a material breach of this Agreement.

(l) Counterparts. This Agreement and any modifications hereto may be executed in any number of counterparts with the same force and effect as if executed in the form of a single document.

(m) Alternative Dispute Resolution Procedure.

(1) Dispute. If a dispute arises concerning whether the City or the Developers or any of Developer's successors or assigns is in default under this Agreement or whether any such default has been cured or whether or not a dispute is subject to this Paragraph (a "**Dispute**"), then such dispute shall be subject to negotiation between the parties to this Agreement, and if then not resolved, shall be subject to nonbinding mediation, both as set forth below, before either party may institute legal proceedings.

(2) Negotiation. If a Dispute arises, the parties agree to negotiate in good faith to resolve the Dispute. If the negotiations do not resolve the Dispute to the reasonable satisfaction of the parties within 15 days from a written request for a negotiation, then each party shall give notice to the other party identifying an official or executive officer who has authority to resolve the Dispute to meet in person with the other party's designated official or executive officer who is similarly authorized. The designated persons identified by each party shall meet in person for one day within the 20-day period following the expiration of the 15-day period and the designated persons shall attempt in good faith to resolve the Dispute. If the designated persons are unable to resolve the Dispute, then the Dispute shall be submitted to non-binding mediation.

(3) Mediation.

(i) Within 15 days following the designated persons' meeting described in Paragraph 14(0)(2), above, either party may initiate non-binding mediation (the "**Mediation**"), conducted by Judicial Arbitration & Mediation Services, Inc. ("**JAMS**") or other agreed upon mediator. Either party may initiate the Mediation by written notice to the other party.

(ii) The mediator shall be a retired judge or other mediator, selected by mutual agreement of the parties, and if they cannot agree within 15 days after the Mediation notice, the mediator shall be selected through the procedures regularly followed by JAMS. The Mediation shall be held within 15 days after the Mediator is selected, or a longer period as the parties and the mediator mutually decide.

(iii) If the Dispute is not fully resolved by mutual agreement of the parties within 15 days after completion of the Mediation, then either party may institute legal proceedings.

(iv) The parties shall bear equally the cost of the mediator's fees and expenses, but each party shall pay its own attorneys' and expert witness fees and any other associated costs in connection with the mediation.

(4) Preservation of Rights. Nothing in this Paragraph shall limit a party's right to seek an injunction or restraining order from a court in circumstances where such equitable relief is deemed necessary by a party to preserve such party's rights.

(n) Reference of California Law. Unless expressly stated to the contrary, all references to statutes herein are to the California codes.

(o) Interpretation. The language in all parts of this Agreement shall in all cases be construed simply, as a whole and in accordance with its fair meaning and not strictly for or against any party. The parties hereto acknowledge and agree that this Agreement has been prepared jointly by the parties and has been the subject of arm's length and careful negotiation over a considerable period of time, that each party has independently reviewed this Agreement with legal counsel, and that each party has the requisite experience and sophistication to understand, interpret and agree to the particular language of the provisions hereof. Accordingly, in the event of an ambiguity in or dispute regarding the interpretation of this Agreement, this Agreement shall not be interpreted or construed against the party preparing it, and instead other rules of interpretation and construction shall be utilized.

IN WITNESS WHEREOF, the City, SHH and Atrium hereto have each executed this Agreement as of the date first written above.

"CITY"

CITY OF NEWARK,  
a California municipal corporation

\_\_\_\_\_  
Mayor

*signatures continued on page 9*

ATTEST:

\_\_\_\_\_  
City Clerk

*signatures continued from page 9*

THE SHH PROJECT OWNER, LLC,  
a Delaware limited liability company

By: KPMW Integral, LLC,  
a California limited liability company  
Its Managing Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

THE NEWARK ATRIUM PROJECT  
OWNER, LLC,  
a Delaware limited liability company

By: KPMW Integral, LLC,  
a California limited liability company,  
Its Managing Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT "A" TO AFFORDABLE HOUSING AGREEMENT**

**LEGAL DESCRIPTION OF PROPERTIES**

[to be inserted]

**EXHIBIT "B" TO AFFORDABLE HOUSING IMPLEMENTATION AGREEMENT**

**SITE PLAN**

[to be inserted][butler to provide]

RESOLUTION NO.

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF  
NEWARK APPROVING VESTING TENTATIVE MAP 8157

WHEREAS, the SHH Project Owner, LLC and the Newark Parcel E Project Owner, LLC has submitted TM-13-22, Vesting Tentative Map 8157, to the City Council of the City of Newark for an 8.09 acre transit oriented, mixed-used development with commercial and medium/high density residential; and

WHEREAS, TM-13-22, Vesting Tentative Map 8157, includes off-site improvements consistent with the Specific Plan;

NOW, THEREFORE, pursuant to California Government Code Sections 66473 *et seq.*, the City Council finds and resolves as follows:

1. That TM-13-22, Vesting Tentative Map 8157 is consistent with the City's General Plan and the Dumbarton Transit-Oriented Development (TOD) Specific Plan and as such is compatible with the objectives, policies, general land uses, and programs specified therein. TM-13-22, Vesting Tentative Map 8157 calls for the construction of 88 townhome condominium units, 75 affordable housing units, and a 15,000 square foot commercial building, and implements the Specific Plan's objective of providing residential units in the Specific Plan project area. TM-13-22, Vesting Tentative Map 8157 is an implementation of the City's previously adopted policies.
2. That the SHH Property is physically suitable for the construction of 88 townhome condominium units, 75 affordable housing units, and a 15,000 square foot commercial building. The Dumbarton Transit-Oriented Development (TOD) Specific Plan Environmental Impact Report ("EIR") (State Clearinghouse Number 2010042012) certified by the City Council on September 8, 2011 and the Initial Study/Mitigated Negative Declaration recommended by the Planning Commission on April 8, 2014, analyze all physical impacts of TM-13-22, Vesting Tentative Map 8157 on the SHH Property. The impacts on the property of both a residential and commercial use and the density envisioned by TM-13-22, Vesting Tentative Map 8157 was fully analyzed by the EIR and the Initial Study/Mitigated Negative Declaration. These documents conclude that the SHH Property is physically suitable for construction of 88 townhome condominium units, 75 affordable housing units, and a 15,000 square foot commercial building.
3. That TM-13-22, Vesting Tentative Map 8157 is not likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat. The Dumbarton Transit-Oriented Development (TOD) Specific Plan EIR (State Clearinghouse Number 2010042012) certified by the City Council on September 8, 2011 and the Initial Study/Mitigated Negative Declaration recommended by the Planning Commission on April 8, 2014 analyze all the environmental impacts of TM-13-22, Vesting Tentative Map 8157. These documents conclude that TM-13-22, Vesting Tentative Map 8157 is not likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat.

4. That TM-13-22, Vesting Tentative Map 8157 is not likely to cause serious health problems. The Dumbarton Transit-Oriented Development (TOD) Specific Plan EIR (State Clearinghouse Number 2010042012) certified by the City Council on September 8, 2011 and the Initial Study/Mitigated Negative Declaration recommended by the Planning Commission on April 8, 2014 analyze all the impacts of TM-13-22, Vesting Tentative Map 8157 on public health and safety. These documents conclude that TM-13-22, Vesting Tentative Map 8157 is not likely to cause serious health problems.

5. That TM-13-22, Vesting Tentative Map 8157 does not conflict with easements, acquired by the public at large, for access through or use of, property within the proposed subdivision. As concluded by the Initial Study/Mitigated Negative Declaration recommended for approval by the Planning Commission on April 8, 2014, TM-13-22, Vesting Tentative Map 8157 simply implements the Dumbarton Transit-Oriented Development (TOD) Specific Plan, which was previously approved by the City.

NOW, THEREFORE, BE IT FURTHER RESOLVED that the City Council of the City of Newark does hereby approve TM-13-22, Vesting Tentative Map 8157 as shown on Exhibit A, pages 1 through 31 and made a part hereof by reference, subject to the following conditions:

Planning Division

- a. Approval of TM-13-22, Vesting Tentative Map 8157 shall be effective at such time RZ-13-24, the Rezoning of the property within the boundary of Tentative Tract Map 8157, takes effect.
- b. The project shall be subject to the environmental mitigation measures as described in the Dumbarton Transit Oriented Specific Plan and the Initial Study/Mitigated Negative Declaration.
- c. There shall be no roof-mounted equipment other than satellite dishes, other similar television or radio antennas, and solar equipment. AC Units shall not be mounted on the roof.
- d. All lighting shall be directed on-site so as not to create glare off-site, as required by the Community Development Director.
- e. Construction site trailers and buildings located on-site shall be used for office and storage purposes only, and shall not be used for living or sleeping quarters. Any vehicle or portable building brought on the site during construction shall remain graffiti free.

Measures to respond to and track complaints pertaining to construction noise shall include: (1) a procedure and phone numbers for notifying the City of Newark Building Inspection Division and Newark Police Department (during regular construction hours and off-hours); and (2) a sign posted on-site pertaining to the permitted construction days and hours and complaint procedures and who to notify in the event of a problem. The sign shall also include a listing of both the City and construction contractor's telephone numbers (during regular construction hours and off-hours).

- f. The covenants, conditions and restrictions (CC&Rs) filed for this development shall include a provision requiring that that garages shall only be used for automobile parking.
- g. Parking lot cleaning with sweeping or vacuum equipment shall not be permitted between 7:00 p.m. and 8:00 a.m.
- h. The site and its improvements shall be maintained in a neat and presentable condition, to the satisfaction of the Community Development Director. This shall include, but not be limited to, repainting surfaces damaged by graffiti and site clean-up. Graffiti removal/repainting and site cleanup shall occur on a continuing, as needed basis. Any vehicle or portable building brought on the site during construction shall remain graffiti free.
- i. All exterior utility pipes and meters shall be painted to match and/or complement the color of the adjoining building surface, as approved by the Community Development Director.
- j. Prior to the issuance of a building permit, the elevations as submitted by the developer as part of this application shall be reviewed and approved by the Planning Commission and City Council. The building elevations shall reflect all architectural projections such as roof eaves, bay windows, greenhouse windows, chimneys and porches. A site plan showing the building locations with respect to property lines shall also show the projections. Said elevations shall specify exterior materials. Final color elevations shall be submitted for the review and approval of the Community Development Director.
- k. Prior to the issuance of a building permit, the floor plans as submitted by the developer as part of this application shall be reviewed and approved by the Planning Commission and City Council.
- l. Prior to the issuance of a building permit, the roof material as submitted by the developer as part of this application shall be reviewed and approved by the Planning Commission and City Council. All roof material shall consist of fire retardant shake roof, concrete tile, or a roof of similar noncombustible material. Mansard roofs with the above material may be used to screen tar and gravel roofs. All roofs shall be of Class C fire resistant construction or better. Composition shingles shall be Presidential-style or of comparable quality, subject to the review and approval of the Community Development Director.
- m. Prior to the issuance of a building permit, the location and screening design for garbage, refuse and recycling collection areas for the project shall be submitted for the review and approval of Republic Services and the Community Development Director, in that order. The approved garbage, refuse and recycling areas shall be provided prior to the issuance of a Certificate of Occupancy, as required by the Community Development Director. No refuse, garbage or recycling shall be stored outdoors except within the approved trash and recycling enclosures.

- o. Prior to the issuance of a building permit, the developer shall demonstrate compliance with the City's Affordable Housing Program, Chapter 17.18 of the Newark Municipal Code.
- p. Prior to the issuance of a building permit, the developer shall enter into an agreement with the City Council to address Community Services fiscal support of \$2,500 per unit for the Map Area specific to this project.
- q. Prior to issuance of a grading permit, the developer shall hire a qualified biologist to: (1) determine if occupied Burrowing Owl habitat(s) exists on the site, and (2) implement a plan to protect the owls and to excavate the site around any active burrows using hand tools to assure that the owls are not buried during grading in the event Burrowing Owl habitat(s) is found on the site. The occupied Burrowing Owl habitat(s), if found, shall not be disturbed during the nesting season. The Burrowing Owl survey shall be conducted not more than 30 days prior to the time site grading activities will commence.
- r. Prior to the transfer of title, the developer shall provide disclosure notices to buyers of individual dwellings in the subdivision as to all of the conditions of project approval and environmental determination approved for this project. This information shall include, but is not limited to:
  - 1. The presence of Gallade Chemical (and/or future owners of the facility) which stores hazardous and potentially hazardous materials, and occasional releases of odors may occur.
  - 2. The anticipated commuter rail service along the Dumbarton Rail Bridge between the East Bay and Santa Clara/San Mateo Counties, as well as the presence of periodic loud train horns using the railroad tracks on the north side of the subdivision.
- s. Prior to the transfer of title for any lot in the development, the developer shall provide disclosure notices to the buyers as to the possibility of ground borne vibration from trains using the railroad tracks on the north side of the subdivision. The method of disclosure shall be subject to the review and approval of the Community Development Director.
- t. During project construction, if historic, archeological or Native American materials or artifacts are identified, work within a 50-foot radius of such find shall cease and the City shall retain the services of a qualified archeologist and/or paleontologist to assess the significance of the find. If such find is determined to be significant by the archeologist and/or paleontologist, a resource protection plan conforming to CEQA Section 15064.5 shall be prepared by the archeologist and/or paleontologist and approved by the Community Development Director. The plan may include, but would not be limited to, removal of resources or similar actions. Project work may be resumed in compliance with such plan. If human remains are encountered, the County Coroner shall be contacted immediately and the provisions of State law carried out.
- u. Prior to their installation, mailbox locations and designs shall be approved by the Community Development Director and Newark Postmaster. The mailbox compartments

of centralized mailboxes shall identify the individual dwelling units with permanent, easily legible lettering.

- v. Prior to the issuance of a Certificate of Occupancy, the parking areas, aisles and access drives shall be installed and striped as shown on the approved site plan. Guest parking spaces shall be clearly marked as reserved for guests, as approved by the Community Development Director.
- w. Prior to the issuance of a Certificate of Occupancy, roll-up garage doors with automatic garage door openers shall be provided for each unit.
- x. Prior to final inspection and utility release for each unit, the developer shall pre-wire each unit for satellite and cable television connections, as required by the Community Development Director.
- y. Prior to the issuance of a sign permit, all signs, other than those referring to construction, sale, or future use of this site, shall be submitted for the review and approval of the Community Development Director.

#### Engineering Division

- z. The project shall conform to Vesting Tentative Map – Tract 8157, Sheets 1 through 7, and all conditions of approval set forth herein. Approval of this Vesting Tentative Map shall expire according to the provisions of the State Subdivision Map Act and any amendments thereto and applicable provisions of the Newark Municipal Code consistent with the State Subdivision Map Act. This vesting tentative map provides a preliminary design for the infrastructure improvements associated with the proposed subdivision. The developer shall be responsible for any required changes to this preliminary design as determined necessary by the City of Newark to satisfy applicable design requirements of the City or any other public agencies or utilities with jurisdictional authority.
- aa. Prior to the approval of any final maps, detailed design review applications must be processed for the proposed senior housing project and landscaping improvements within the designated final map boundary. This future design review may result in required modifications to the infrastructure improvements shown on this vesting tentative map, including but not necessarily limited to public street layout, street widths, utility system design, and the total scope of public improvements; private street layout, widths, and scope of improvements; lot sizes, lot patterns, and the total number of lots; park improvements; stormwater drainage design and stormwater treatment improvements; solid waste management facilities; and other public improvements. The developer shall be responsible for any and all required changes to the preliminary infrastructure design.
- bb. This development will require approval of final tract map(s) filed in accordance with the State Subdivision Map Act and the City of Newark Subdivision Ordinance. Any necessary parcel maps or lot line adjustments to acquire lands beyond the current property boundary of the tentative map shall be recorded prior to the first final map or issuance of any model home permits. The final map(s) must be approved prior to the issuance of any building permits. Permission to grade on adjacent private properties shall be obtained

prior to approval of the first final map. Evidence of such agreements must be furnished to the City as part of the approval. All required roadway dedications or grant of easements as shown on the vesting tentative map and as determined necessary with future design review shall be dedicated on the appropriate final map(s).

- cc. The final map(s) and complete tract improvement plans shall be submitted to the Engineering Division for review to ensure conformance with relevant codes, policies, and other requirements of the Newark Municipal Code and City of Newark street improvement standards. Prior to approval of the final map(s), the developer shall guarantee all necessary public and private street improvements and other infrastructure improvements within the subdivision and beyond the map boundary as required by the City of Newark Subdivision Ordinance and this vesting tentative map and all conditions herein, in accordance with tract improvement plans to be approved by the City Engineer. Improvement plans for on-site common areas and all private streets in the development shall be included with the tract improvement plans to ensure that the improvements are designed and constructed to City standards.

These plans must be prepared by a qualified person licensed by the State of California to do such work. Street improvements shall include, but may not be limited to all required improvements as indicated on the vesting tentative map on Willow Street, Enterprise Drive, all in-tract public streets, all private streets, water, sanitary sewer, and joint trench utilities, storm drain systems and all stormwater treatment systems, street lighting systems including the replacement of all existing street lights in the plan area, all landscaping including median improvements and walls, park and other recreational area improvements, off-site traffic mitigation measures, and other improvements consistent with the Dumbarton Transit Oriented Development Specific Plan and associated cooperative agreement.

- dd. The full length of Willow Street along the project frontage shall be improved concurrent with the first proposed phase of work within the vesting tentative map boundary. Improvements on Willow Street include, but are not limited to the following between 'A' Avenue (public street) and Enterprise Drive: construction of all intersection improvements proposed in the plan area, construction of all center medians including all landscaping improvements, placement of all utility main lines and utility stub-outs for future developments, a full-width pavement grind and an asphalt concrete pavement overlay of 0.25' minimum thickness or greater, or replacement structural sections, that will result in a traffic index of not less than 9.0, curb and gutter, minimum 5-foot wide sidewalk, back-up landscaping, street light system replacement, pavement restriping, bike lane placement, street signage, any required traffic calming measures, and additional improvements as necessary. Improvements north of Enterprise Drive shall include pavement resurfacing, restriping, bicycle and pedestrian facilities and any necessary improvements over the existing railroad crossing for full connectivity to the existing street system, and landscape improvements. All right-of-way necessary for these required improvements must be obtained prior to approval of the first final map. Final intersection improvements and other traffic calming measures, including roundabout configuration, are subject to modifications from the preliminary design as shown on the tentative map, at the developer's expense, to satisfy code and other design requirements to the satisfaction of the City Engineer.

- ee. Enterprise Drive along the project frontage shall be improved concurrent with development of this site. Improvements shall include but are not necessarily limited to construction of all intersection improvements at Enterprise Drive and Willow Street, construction of all center medians including all landscaping improvements, placement of all utility main lines and utility stub-outs for future developments, a full-width pavement grind and an asphalt concrete pavement overlay of 0.25' minimum thickness or greater, or replacement structural sections, that will result in a traffic index of not less than 9.0, curb and gutter replacement as necessary, minimum 5-foot wide sidewalk, back-up landscaping, street light system replacement, pavement restriping, bike lane placement, street signage, any required traffic calming measures, and additional improvements as necessary.
- ff. All traffic mitigation measures identified under existing plus project conditions in the Dumbarton Transit Oriented Development Specific Plan Environmental Impact Report that were not determined to be significant and unavoidable shall be completed or guaranteed prior to the approval of any final maps. This includes all recommended improvements at the following intersections: Willow Street and Thornton Avenue, Willow Street and Enterprise Drive, and Cherry Street and Mowry Avenue. All additional traffic mitigation measures under the future year 2035 plus project conditions not considered significant and unavoidable should be completed concurrent with other off-site improvements. The full scope of recommended improvements shall be incorporated into the tract improvement plans.
- gg. Prior to approval of any final map(s), any proposed project phasing shall be submitted for the review and approval of the City Engineer. The phasing plan shall be consistent with any previously approved cooperative agreement or detailed infrastructure plan.
- hh. All improvements must conform to the City's Sight Visibility Ordinance, Newark Municipal Code Chapter 10.36. Prior to any final map approval all building architecture and other improvements on proposed lots within a given phase of the development shall be sited as necessary to comply with this ordinance. If necessary, the proposed lot pattern shown on the tentative map shall be modified to accommodate a future desired building product.
- ii. Prior to approval of the final map(s), the developer shall cause all existing railroad and/or other unnecessary easement encumbrances to be eliminated from the site. The tract improvement plans shall provide for the removal of any and all existing railroad tracks or other existing improvements from the project site.
- jj. This site is subject to the State of California National Pollutant Discharge Elimination System (NPDES) Program General Permit for Storm Water Discharges Associated with Construction Activity. Prior to issuance of a grading permit or a building permit, the developer needs to provide evidence that the proposed site development work is covered by said General Permit for Construction Activity. This will require confirmation that a Notice of Intent (NOI) and the applicable fee were received by the State Water Resources Control Board and the submittal of the required Stormwater Pollution Prevention Plan (SWPPP). In addition the grading plans need to state: "All grading work shall be done in

accordance with the Storm Water Pollution Prevention Plan prepared by the developer pursuant to the Notice of Intent on file with the State Water Resources Control Board.”

- kk. Prior to the issuance of the initial grading or any building permits for this project, the developer shall submit a Stormwater Pollution Prevention Plan (SWPPP) for the review and approval of the City Engineer. The plan shall include sufficient details to show how storm water quality will be protected during both: (1) the construction phase of the project and (2) the post-construction, operational phase of the project. The SWPPP shall be prepared by a Qualified SWPPP Developer (QSD) in the State of California. The construction phase plan shall include Best Management Practices from the California Storm Water Quality Best Management Practices Handbook for Construction Activities. The specific storm water pollution prevention measures to be maintained by the contractor shall be printed on the plans. The operational phase plan shall include Best Management Practices appropriate to the uses conducted on the site to effectively prohibit the entry of pollutants into stormwater runoff from the project site including, but not limited to, low impact development stormwater treatment measures, trash and litter control, pavement sweeping, periodic storm water inlet cleaning, landscape controls for fertilizer and pesticide applications, labeling of storm water inlets with a permanent thermoplastic stencil with the wording “No Dumping - Drains to Bay,” and other applicable practices.
  
- ll. The project must be designed to include appropriate source control, site design, and stormwater treatment measures to prevent stormwater runoff pollutant discharges and increases in runoff flows from the site in accordance with Provision C.3 of the Municipal Regional Stormwater NPDES Permit (MRP), Order R2-2009-0074, revised November 28, 2011, issued to the City of Newark by the Regional Water Quality Control Board (RWQCB), San Francisco Bay Region. Examples of source control and site design requirements include, but are not limited to: properly designed trash storage areas, sanitary sewer connections for all non-stormwater discharges, minimization of impervious surfaces, and treatment of runoff with Low Impact Development (LID) treatment measures. A properly engineered and maintained biotreatment system will only be allowed if it is infeasible to implement other LID measures such as harvesting and re-use, infiltration, or evapotranspiration. The stormwater treatment design shall be completed by a licensed civil engineer with sufficient experience in stormwater quality analysis and design. The Storm Water Control Plan (Sheet TM-7) on this vesting tentative map would be approved as a conceptual plan only. Final approval is subject to the developer providing the necessary plans, details, worksheets, and calculations that demonstrate the plan complies with Provision C.3 of the MRP, subject to final review by the City Engineer and the RWQCB prior to the recording of any final maps. The developer is responsible for any and all necessary modifications to the site design to comply with MRP requirements. The use of treatment controls for runoff requires the submittal of a completed Stormwater Treatment Measures Maintenance Agreement prior to the approval of any final maps.

The developer shall deposit sufficient funds for the City to hire a consultant to perform an independent review of the proposed stormwater drainage and treatment system design for the project. The scope of the analysis shall include, but is not necessarily limited to: the technical design for drainage capacity and compliance with all applicable MRP provisions, constraints, and maintenance requirements for stormwater runoff discharge

quality; consideration of public safety and liability; limitations imposed by agencies exercising jurisdictional controls over the systems; requirements for appropriate operation and maintenance practices; and cost determination and mechanisms proposed for permanent operations and maintenance responsibilities. The deposit shall be of an amount as reasonably necessary to contract with a qualified consultant at current industry rates to perform the designated scope of work.

- mm. All stormwater treatment measures are subject to review and approval by the Alameda County Mosquito Abatement District. The developer shall modify the grading and drainage design and the stormwater treatment design as necessary to satisfy any and all imposed requirements from this District.
- nn. The preliminary Grading and Drainage Plan provided on Sheets TM-5 and TM-6 of the vesting tentative map has not yet been supported with a detailed drainage feasibility analysis. This analysis, including initial drainage calculations, shall be completed and submitted by the developer for review by the City Engineer and the Alameda County Flood Control and Water Conservation District (ACFC&WCD) for determination of the general feasibility of the proposed design prior to development of detailed grading and drainage plans. The ACFC&WCD will not allow the design capacity of the existed flood control channel to be exceeded. The developer shall be responsible for any and all changes to the preliminary drainage design as shown on the tentative map as necessary to satisfy ACFC&WCD and City of Newark storm drain system requirements.
- oo. The developer shall submit detailed grading and drainage plans for review and approval by the City Engineer and the Alameda County Flood Control and Water Conservation District (ACFC&WCD). These plans must be based upon a City benchmark and need to include pad and finish floor elevations of each proposed structure, all rear yard drainage designs and surface treatments, proposed on-site property grades, proposed elevations at property line, and sufficient elevations on all adjacent properties to show existing and proposed drainage patterns. All pavement shall drain at a minimum of one percent. The developer shall ensure that all upstream drainage is not blocked and that no ponding is created by this development. Any construction necessary to ensure this shall be the developer's responsibility. All mitigation measures identified in the Hydrology, Drainage, and Water Quality section of the Environmental Impact Report shall be properly addressed with the detailed grading and drainage plans.

Hydrology and hydraulic calculations based on ACFC&WCD criteria shall be submitted for review and approval by the City Engineer and the ACFC&WCD prior to approval of any final maps. The calculations shall show that City and ACFC&WCD freeboard requirements will be satisfied (0.75 feet to grate or 1.25 feet to the top of curb under a 10-year storm event design).

- pp. Prior to doing any work within the Alameda County Flood Control and Water Conservation District (ACFC&WCD) right-of-way or on any District facilities, an encroachment permit must be obtained from the ACFC&WCD. Improvement plans for construction in and over the District right-of-way shall be reviewed and approved by the ACFC&WCD.

- qq. Where a grade differential of more than a 1-foot is created along the boundary lot lines between the proposed development and adjacent property, the developer shall install a masonry retaining wall unless a slope easement is approved by the City Engineer. Said retaining wall shall be subject to review and approval of the City Engineer. A grading permit is required by the Building Inspection Division prior to starting site grading work.
- rr. Permission to grade on adjacent private properties shall be obtained prior to approval of the first final map. Evidence of such agreements must be furnished to the City as part of the approval.
- ss. The applicant shall submit a detailed soils report prepared by a qualified engineer, registered with the State of California. The report shall address in-situ and import soils in accordance with the City of Newark Grading and Excavation Ordinance, Chapter 15.50. The report shall include recommendations regarding pavement sections for all public and private streets. Grading operations shall be in accordance with recommendations contained in the soils report and shall be completed under the supervision of an engineer registered in the State of California to do such work. All documentation prepared during the inspection of grading operations shall be made available for review by the City Engineer.
- tt. An independent Project Geotechnical Engineer shall be retained to review the final grading plans and specifications and provide construction inspection review at the developer's expense. The Project Geotechnical Engineer shall approve the grading plans prior to approval by the City of Newark for issuance of a grading permit.
- uu. Prior to approval of any final maps, the developer shall satisfy Alameda County Water District (ACWD) requirements for the proposed development as specified in previous correspondence with ACWD during the specific plan and tentative map review process. This includes, but is not necessarily limited to the following improvements: (1) individual water services to all residential units with a new, complete looped public water system sized and installed in accordance with ACWD's Standard Specifications for Water Main Installation and integrated with the existing public water system, including consideration of any proposed phasing of the water system installation; (2) water system components beyond the tentative map boundary, but determined as necessary by ACWD to meeting requirements for the full specific plan area; (3) installation of non-potable water infrastructure for future use; (3) replacement of existing water mains as determined necessary by ACWD; and (4) recordation of necessary water service easements to ACWD. The Utility Plan provided on Sheets TM-5 and TM-6 of the vesting tentative map includes a preliminary water supply system layout that is subject to a complete review by ACWD at such time as formal, detailed utility plans are developed for construction. Any necessary site and utility design changes necessary to satisfy ACWD's design requirements shall be the developer's responsibility.
- vv. Prior to approval of any final maps, the developer shall satisfy Union Sanitary District (USD) requirements for the proposed development. This includes, but is not necessarily limited to: (1) the entire sanitary sewer system designed to serve the development and future development surrounding the tentative map boundary; (2) any existing sanitary sewer infrastructure modifications beyond the tentative map boundary determined by USD

as necessary to serve the development; and (3) potential relocation, modification, or protection in place of the existing twin force mains. The Utility Plan provided on Sheets TM-5 and TM-6 of the vesting tentative map includes a preliminary sanitary sewer system layout that is subject to a complete review by USD at such time as formal utility plans are developed for construction. Any necessary site and utility design changes necessary to satisfy USD's design requirements shall be the developer's responsibility.

- ww. Prior to approval of any final map(s), the developer shall obtain and submit a Land Use Permit from the San Francisco Public Utilities Commission for any necessary improvements undertaken with this development over the City and County of San Francisco's Hetch-Hetchy right-of-way, and pay all associated costs therewith. A note to this effect shall appear on the improvements plans for work on Enterprise Drive and Willow Street.
- xx. The developer shall incorporate a homeowner's association consisting of all owners of lots in the condominium development at the time of incorporation and in the future for the purpose of owning and maintaining the association's property, including but not limited to all private streets and common drive aisles, parking areas, landscape areas, stormwater treatment areas, storm drain systems, public access areas, and for paying for security lighting, any common garbage collection services, any security patrol services, if provided, and other functions of a homeowner's association. All common areas within the development shall be owned and maintained by the homeowner's association. Each condominium owner shall automatically become a member of the association and shall be subject to a proportionate share of the maintenance expenses. The homeowner's association shall be incorporated prior to the sale of any individual units and/or prior to acceptance of tract improvements, whichever occurs first. A centralized facility of sufficient size such as a clubhouse shall be constructed for homeowner's association use at a location to be approved by the Community Development Director.
- yy. Prior to City Council approval of any final maps, the bylaws governing the homeowners' association and any declaration of covenants, conditions and restrictions (CC&Rs) filed for this development shall be reviewed and approved by the City Council at its discretion after mandatory review and recommendations by the City Attorney. Said covenants, conditions and restrictions shall be prominently displayed in the project sales office at all times. Approval of the covenants, conditions and restrictions shall not make the City a party to enforcement of same. The CC&Rs shall apply equally to both owners and renters. The CC&Rs shall be written to require renters to comply with the regulations of the CC&Rs, and a copy of the CC&Rs shall be given to each renter. The CC&Rs shall be written to allow less than a majority of owners to have pavement or landscape maintenance done and the cost thereof assessed to all owners in the project. The CC&Rs shall include a pavement maintenance program for all private streets and common drive aisles.
- zz. The homeowner's associations' CC&Rs shall prohibit the on-site parking of non-self-propelled recreational vehicles, including boats, and any self-propelled recreational vehicles not used for transportation unless separate storage facilities are provided. The CC&Rs shall regulate the provision of any on-site parking of self-propelled recreational vehicles used for transportation.

- aaa. The CC&Rs for the project shall include a disclosure statement to all condominium owners indicating that the project site is located within a seismic hazard zone for liquefaction. The disclosure statement shall indicate that the buildings have been designed to current code requirements. The statement shall further indicate that the buildings, site improvements, and utilities are subject to damage during an earthquake and that the buildings may be uninhabitable after an earthquake. This CC&R disclosure statement is subject to review and approval of the City Engineer prior to final map approval.
  
- bbb. The developer shall also assist the homeowner's associations by having a management consultant firm review the maintenance and operating functions of the association. The management consulting firm shall be responsible to prepare a written report with recommendations to the association for managing the association's obligations and setting initial monthly assessment costs for each lot in the development. Membership and assessment cost shall be mandatory for all property owners of property in the development and shall run with the land. The developer shall pay all costs of incorporation and initial management review and reports.
  
- ccc. The developer shall enter into Landscape Maintenance Agreements to ensure the perpetual maintenance of all common front yard, side yard and back-up area landscaping within the condominium development by the homeowner's association and by the property owners of the commercial development and senior housing project. This agreement shall run with the land and be binding upon all future owners or assigns. Any and all necessary easements shall be dedicated over individual lots to allow for the perpetual access and maintenance of landscaping. The full extent of landscape maintenance shall be determined with the future landscape improvements plans and detailed in said agreement. Landscaping by the City at the expense of the homeowner's association or other property owners in these areas will only occur in the event the City Council deems the homeowner's association or other property owner's maintenance to be inadequate. Project perimeter walls and adjoining landscaped areas shall be included in a dedicated landscape easement to guarantee adequate maintenance of the walls.

The City of Newark shall be provided with subordinate agreements to ensure that the position of the landscaping lien shall be superior to any liens or encumbrances other than taxes.

- ddd. Prior to approval of the first final map, the developer shall petition the City Council to participate in an active Landscaping and Lighting District for the perpetual maintenance of median landscaping and lighting systems on Willow Street and Enterprise Drive along the project frontage, and any public stormwater treatment and storm drain delivery systems including trash capture devices, all public street trees, and all street lighting systems within the public rights-of-way in the limits of the development. Maintenance activities will be performed by the City of Newark or its contractors through the Landscaping and Lighting District. All property owners within the tentative map boundary shall be assessed annually in accordance with requirements established with the Landscaping and Lighting District. The developer shall pay all associated costs in the City's Master Fee Schedule for establishment of the Landscaping and Lighting District. The developer shall record an indenture advising all prospective property owners in the project that their

properties are included in a Landscaping and Lighting District for maintenance of landscaping, lighting, and related improvements installed as part of this project.

- eee. All storm drain inlets within the entire development, located in both public and private areas, shall be equipped with full-capture trash devices approved by the Regional Water Quality Control Board that satisfy Provision C.10 requirements under the Municipal Regional Stormwater NPDES Permit. Trash capture device selection is subject to approval by the City Engineer. All trash capture device maintenance within public rights-of-way shall be completed through the Landscaping and Lighting District. All trash capture device maintenance within private areas shall be completed by the homeowner's association or respective property owners. The homeowner's association and respective property owners shall be responsible for trash and litter control and sweeping of all private streets within the development. All private storm drain systems and all associated trash capture devices shall be cleaned on a regularly scheduled basis as detailed in the required Stormwater Treatment Measures Maintenance Agreement.
- fff. The homeowner's association shall be required to contract with a professional management firm to handle all necessary maintenance operations. Documentation of such contract shall be submitted to the City of Newark. All commonly owned facilities shall be properly maintained in a manner consistent with the CC&Rs and project requirements.
- ggg. The homeowner's association shall periodically provide educational materials on stormwater pollution prevention to all residents.
- hhh. Each condominium buyer shall sign an acknowledgment that he/she has read the constitution and bylaws of the homeowner's association and the CC&Rs applied to the development.
- iii. The developer shall provide a complete set of construction plans in electronic format and reproducible paper (mylar) format to the homeowner's association at the time of its formation.
- jjj. All existing overhead utilities within the development and along the fronting street rights-of-way to the centerline of the street shall be undergrounded to the nearest riser beyond the development's limits in accordance with the City of Newark Subdivision Standards. Undergrounding shall include all existing and proposed service drops.
- kkk. All new utilities including, but not limited to, electric and communication services shall be provided underground for all buildings in the development in accordance with the City of Newark Subdivision Standards. Electrical transformers shall be installed in underground vaults with an appropriate public utility easement or within the public right-of-way.
- lll. Fire hydrants are to be located along public and private streets as determined by the Alameda County Fire Department.
- mmm. A streetlight plan and joint trench plan shall be submitted by the applicant with the first tract improvement plan check and approved prior to final map approval. All existing street lights on Enterprise Drive and Willow Street within the limits of the Dumbarton

Transit Oriented Plan Area shall be replaced with street lights consistent with the approved Dumbarton Transit Oriented Development Specific Plan. (Light-emitting diode (LED) lighting shall be utilized on all public and private streets and other common areas.

- nnn. Safety lighting shall be provided on all private streets, walkways, and other common areas. Lights shall utilize vandal-resistant enclosures and shall have sufficient power and spacing to satisfy applicable code requirements.
- ooo. A signpost with a sign having an area of at least 15-inches by 21-inches shall be installed at or near each private street entrance. The name of each private street shall be placed on this sign in clearly legible 4-inch letters. The signs shall have painted, in at least 1-inch letters, "Private Property. Not dedicated for public use."
- ppp. On-site private streets are to be posted for "No Parking," except in those areas designed to accommodate guest parking, as shown on the vesting tentative map.
- qqq. The connection between private streets and public streets shall be by a City of Newark standard driveway.
- rrr. Garbage, trash, or recycling containers shall be suitably concealed in an area dedicated within the garage of each unit, except such features may be placed at curbside on the designated garbage pick-up day.
- sss. Public Utility Easements (PUE), Water Line Easements (WLE), Storm Drain Easements (SDE), and Sanitary Sewer Easements (SSE) shall be dedicated over all private streets in the development. The PUE, WLE, SDE and SSE dedication statements on the final map shall state that the PUE, WLE, SDE and SSE are available for, but not limited to, the installation, access and maintenance of water supply sanitary and storm sewers, and gas, electrical, and communication facilities.
- ttt. Emergency Vehicle Access Easements (EVAE) shall be dedicated over the full pavement width on all private streets in the development. The final easement geometry shall be subject to the approval of the City Engineer.
- uuu. Easements for public access shall be dedicated over those parcels intended for public uses, including the proposed park parcel.
- vvv. The developer shall request Pacific, Gas & Electric Co. to commence with the design of the underground utility improvements for the proposed development immediately following tentative map approval.
- www. The developer shall ensure that a water vehicle for dust control operations is kept readily available at all times during construction at the City Engineer's direction. A pick-up or vacuum type street sweeper shall be available at all times at the direction of the City Engineer to removed tracked dirt and debris from adjacent streets.
- xxx. Street names and an addressing scheme shall be developed during the final map and improvement plan review process in accordance with the City of Newark's Street

Numbering and Naming Ordinance (Chapter 12.12). This area of Newark has a “tree” theme for street names. Available street names will need to be determined. All addressing is based on the Alameda County grid pattern with streets running generally northerly and southerly having 5-digit addresses and streets running generally westerly and easterly having 4-digit addresses.

- yyy. The developer shall repair and/or replace any public improvements (pavement, curb, gutter, etc.) damaged as a result of construction activity to the satisfaction of the City Engineer.
- zzz. Prior to issuance of a Certificate of Occupancy or release of utilities for any residential units, private streets, common vehicle accessways and parking facilities serving said units shall be paved in accordance with the recommendation of a licensed engineer based on a minimum Traffic Index of 6.0.
- aaaa. Prior to issuance of a Certificate of Occupancy or release of utilities for each dwelling unit, the on-site drive aisles and uncovered parking facilities shall be installed and striped as shown on the approved site plan. All on-site uncovered parking facilities and drive aisles shall be drained at a minimum slope of 1.0% for asphalt concrete surfaces and 0.3% for Portland cement concrete surfaces.
- bbbb. The developer shall be responsible for implementation of all mitigation measures identified in the Environmental Impact Report for the Dumbarton Transit Oriented Development Specific Plan and all mitigation measures or other recommendations associated with the Initial Study and Mitigated Negative Declaration for this specific project.
- cccc. Prior to occupancy of any buildings within the special flood hazard area or acceptance of any public improvements, the developer shall apply for and receive approval of a letter of map revision based on fill (LOMR-F) from the Federal Emergency Management Agency. The LOMR-F shall be based upon the as-built grades of the building pads and shall determine that the pads and all public and private streets are no longer within the special flood hazard area as indicated on the current Flood Insurance Rate Map for the City of Newark, Community Panel No. 06001C 0443G, dated August 3, 2009.
- dddd. Prior to the issuance of any permits, any proposed permeable pavement design shall be based on a geotechnical engineer’s recommendation and reviewed by the manufacturer or the National Ready Mixed Concrete Association (NRMCA). The developer shall submit documentation to the City confirming approval by the manufacturer or NRMCA and geotechnical engineer. The developer shall also ensure that the contractor hired to install the permeable pavement be certified by the NRMCA. Documentation that confirms certification shall be submitted directly to the City Engineer for review and approval.
- eeee. The developer shall implement the following measures for the duration of all construction activity to minimize air quality impacts:
  - 1. Watering should be used to control dust generation during demolition of structures and break-up of pavement.

2. All trucks hauling demolition debris from the site shall be covered.
3. Dust-proof chutes shall be used to load debris into trucks whenever feasible. Watering should be used to control dust generation during transport and handling of recycled materials.
4. All active construction areas shall be watered at least twice daily and more often during windy periods; active areas adjacent to the existing land uses shall be kept damp at all times or shall be treated with non-toxic stabilizers or dust palliatives.
5. All trucks hauling soil, sand, and other loose materials shall be covered or require all trucks to maintain at least 2 feet of freeboard.
6. All unpaved access roads, parking areas, and staging areas at construction sites shall be paved, watered three times daily, or treated with (non-toxic) soil stabilizers.
7. All paved access roads, parking areas, and staging areas at construction sites shall be swept daily with water sweepers; water sweepers shall vacuum up excess water to avoid runoff-related impacts to water quality.
8. Limit traffic speeds on unpaved roads to 15 mph.
9. Install sandbags or other erosion control measures to prevent silt runoff to public roadways.
10. Replant vegetation in disturbed areas as quickly as possible.
11. Minimize idling time (5 minutes maximum).
12. Maintain properly tuned equipment.

These measures shall be incorporated into the grading specifications as well as the best management practices of the storm water pollution prevention plan, and shall be implemented to the satisfaction of the City Engineer.

ffff. The developer shall provide all required paper and digital submittals of the project final map, tract improvements plans, and as-built plans as required by the City Engineer, including, but not necessarily limited to the following: (1) One full-size reproducible copy and one reduced reproducible copy of the approved tentative map; (2) Two electronic copies of the approved final map and improvement plans in a format approved by the City Engineer; (3) One full-size mylar copy and one reduced copy of the recorded final map; (4) One reproducible set and four blue-line or photocopied sets of the approved tract improvement plans; (5) Two electronic copies and one mylar set of the as-built tract improvement plans. The City will require a digital submittal of all final maps and improvements plans. All CAD work must be prepared in a manner consistent with the Union Sanitary District's digital submittal requirements for layering conventions. This can be found on the web at: <http://www.unionsanitary.com/digitalSubmittal.htm>. Digital files submitted shall be based on accurate coordinate geometry calculations and the NAD83 State Plane Coordinate System (Zone III) and NGVD29 (USD requires NAVD88) as vertical datum. A deposit of \$5,000 shall be provided by the developer to the City to ensure submittal of all required documents.

gggg. The developer shall provide as-built record drawings in both electronic format and on mylar paper based on full and complete review and inspection by the developer's project civil engineer, landscape architect, and other design professionals of all public improvements and all improvements on private streets and property included in the tract improvement plan set.

- hhhh. If any condition of this vesting tentative tract map be declared invalid or unenforceable by a court of competent jurisdiction, this vesting tentative map shall terminate and be of no force and effect, at the election of the City Council on motion.
- iiii. Pursuant to Government Code Section 66474.9, the subdivider, or any agent thereof, or successor thereto, shall defend, indemnify, and hold harmless the City of Newark, its officials, employees or agents (collectively "City") from any claim, action or proceeding against the City to attack, set aside, void, or annul, the City's approval concerning this subdivision map application, which action is brought within the time period provided for in Section 66499.37. The City will promptly notify the subdivider of any such claim, action, or proceeding and cooperate fully in the defense.
- jjjj. The Conditions of Project Approval set forth herein include certain fees, dedication requirements, and other exactions. Pursuant to Government Code Section 66020(d)(1), these conditions constitute written notice of s statement of the amount of such fees, and a description of the dedications, reservations, and other exactions. The developer is hereby further notified that the 90-day approval period in which the developer may protest these fees, dedications, reservations, and other exactions, pursuant to Government Code 66020(a), has begun. If the developer fails to file a protest within this 90-day period complying with all of the requirements of Section 66020, the developer will be legally barred from later challenging such exactions.

#### Landscape-Parks Division

- kkkk. Concurrent with final map approval, the property owner shall dedicate to the City of Newark sufficient landscape easements to ensure the ongoing and perpetual maintenance of all commercial frontage, common front yard, side yard, and back-up area landscaping. This shall include 10-foot to 15-foot wide landscape easements along the retail and senior housing portion of the project and 7-foot to 25-foot easements along the residential condominium frontages. These easements shall incorporate all landscape areas beyond a specified minimum dimension to the nearest physical constraints.
- llll. The developer shall retain a licensed landscape architect to prepare working drawings for tract improvement landscape plans in accordance to with City of Newark requirements and the State of California Model Water Efficient Landscape Ordinance. The associated Landscape Documentation Package must be approved by the City Engineer prior to approval of any final maps.
- mmmm. The developer shall implement Bay Friendly Landscaping Practices in accordance with Newark Municipal Code, Chapter 15.44.080. Prior to approval of any final maps, the developer shall provide sufficient information to detail the environmentally-conscious landscape practices to be used on the project.
- nnnn. Prior to installation by the developer, plant species, location, container size, quality, and quantity of all landscaping plants and materials shall be reviewed and approved by the City Engineer. All street trees and park trees shall be minimum 24-inch box specimens

unless otherwise approved by the City Engineer. All plant replacements shall be to an equal or better standard than originally approved subject to approval by the City Engineer.

- oooo. The developer's landscaping shall include minimum 30-inch high mounding or low decorative masonry walls, or a combination thereof, to screen parking areas and private streets and provide an interesting greenbelt along the frontages of Willow Street, Enterprise Drive, and "A" Avenue. The height of the mounding or screen walls shall be measured from the higher of adjacent on-site or off-site curb elevations. A minimum of 12 inches of any screen wall shall be above the abutting finish grade. The mounding or screen walls shall be outside of the public right-of-way and the design, materials, and color finish shall be subject to approval by the Community Development Director.
- pppp. Prior to the release of utilities or issuance of any Certificates of Occupancy, all landscaping and irrigation systems shall be completed or guaranteed by a cash deposit deposited with the City in an amount to cover the remainder of the work.
- qqqq. Prior to issuance of Certificate of Occupancy or release of utilities, the developer shall guarantee all trees for a period of 6 months and all other plantings and landscape for 60 days after completion thereof. The developer shall insure that the landscape shall be installed properly and maintained to follow standard horticultural practices. All plant replacements shall be to an equal or better standard than originally approved subject to approval of the City Engineer.
- rrrr. Landscaping adjacent to the public right-of-way must conform to the City's visibility requirements in accordance with Newark Municipal Code, Chapter 10.36.
- ssss. Prior to the issuance of any Certificates of Occupancy, the developer shall pay park impact fees in accordance with the City's current Master Fee Schedule.
- tttt. Any above ground utility structures, including backflow prevention devices, and appurtenances shall be installed within the developer's property line and a minimum of 10 feet behind street face of curbs. The backflow prevention devices shall have a green painted security cage to protect it from vandalism. These locations shall be screened with landscaping to the satisfaction of the City Engineer. The landscape screen shall not interfere with the utility companies' or City Fire Department's access.

#### General

- uuuu. All proposed changes from approved exhibits shall be submitted to the Community Development Director who shall decide if they warrant Planning Commission and City Council review and, if so decided, said changes shall be submitted for the Commission's and Council's review and decision. The developer shall pay the prevailing fee for each additional separate submittal of development exhibits requiring Planning Commission and/or City Council review and approval.
- vvvv. The developer hereby agrees to defend, indemnify, and save harmless the City of Newark, its Council, boards, commissions, officers, employees and agents, from and against any and all claims, suits, actions, liability, loss, damage, expense, cost (including, without

limitation, attorneys' fees, costs and fees of litigation) of every nature, kind or description, which may be brought by a third party against, or suffered or sustained by, the City of Newark, its Council, boards, commissions, officers, employees or agents to challenge or void the permit granted herein or any California Environmental Quality Act determinations related thereto.

www. In the event that any person should bring an action to attack, set aside, void or annul the City's approval of RZ-13-24, TM-13-22, ASR-13-23, and E-13-25 (the Initial Study/Mitigated Negative Declaration), the developer shall defend, indemnify and hold harmless the City and/or its agents, officers and employees from any claim, action, or proceeding against the City and/or its agents, officers and employees with counsel selected by the developer (which shall be the same counsel used by developer) and reasonably approved by the City. Developer's obligation to defend, indemnify and hold harmless the City and/or its agents, officers and employees shall be subject to the City's compliance with Government Code Section 66474.9.

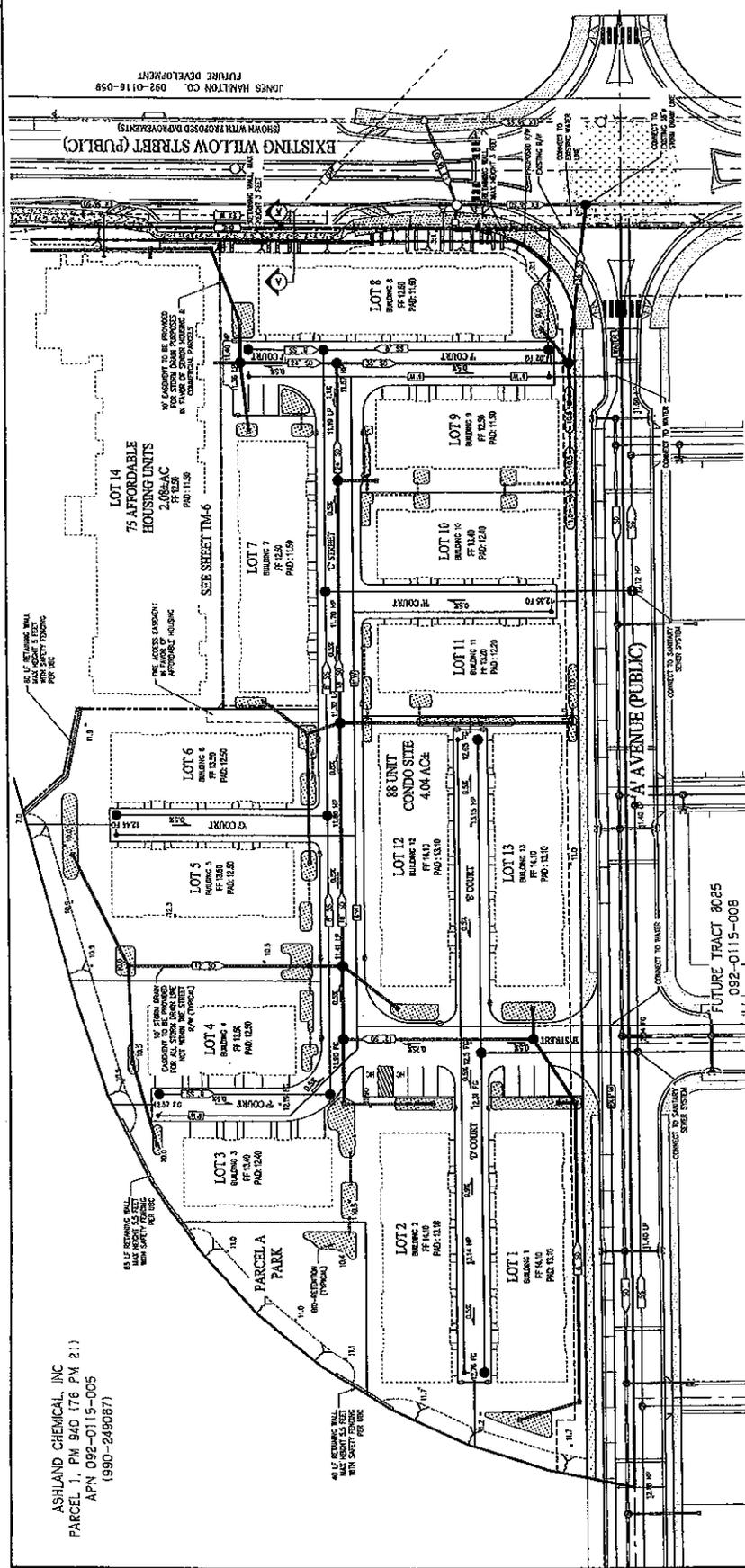








ASHLAND CHEMICAL, INC  
 PARCEL 1, PM 940 176 PM 211  
 APN 092-0115-005  
 (990-249087)

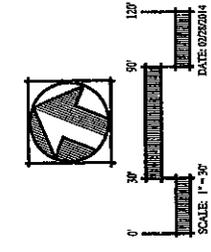


**GRADING DRAINAGE AND  
 UTILITY PLAN RESIDENTIAL  
 VESTING TENTATIVE MAP  
 TRACT 8157**

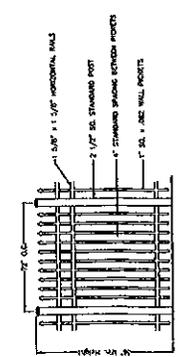
SHH & FMC PROPERTIES  
 CITY OF NEWARK ALAMEDA COUNTY CALIFORNIA

SHEET NUMBER  
**TM-5**  
 OF 7 SHEETS

Carlson, Garber & Gibson, Inc.  
 200 CALIFORNIA AVENUE, SUITE 200  
 SAN FRANCISCO, CALIFORNIA 94102  
 PREPARED FOR: SHH & FMC PROPERTIES

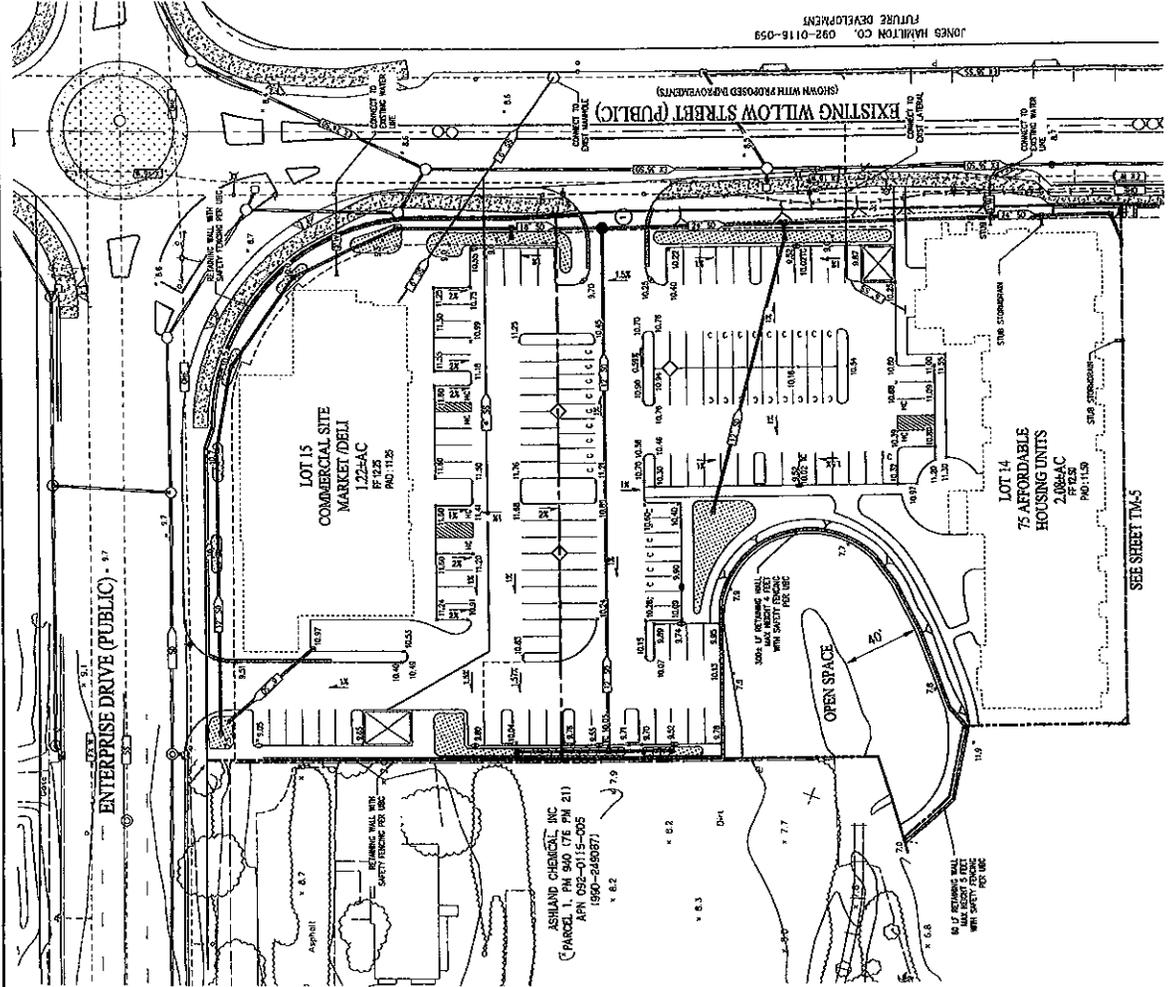


**PROJECTION NOTES:**  
 1. 17' MINIMUM STORM DRAIN EASEMENT TO BE PROVIDED FOR ALL STORM DRAIN LINES OUTSIDE OF STREET RIGHT-OF-WAY



**SECTION A-A  
 NET TO SCALE**

**A-5**



**GRADING DRAINAGE AND UTILITY PLAN**  
**SENIOR RESIDENTIAL AND COMMERCIAL**  
**VESTING TENTATIVE MAP**  
**TRACT 8157**

SHH & FMC PROPERTIES  
 CITY OF NEWARK ALAMEDA COUNTY CALIFORNIA



SHEET NUMBER  
**TM-6**  
 OF 7 SHEETS

City of Newark  
 Planning Department  
 500 BROADWAY, SUITE 1000  
 NEWARK, CALIFORNIA 94560  
 DATE: 02/20/14

**A.6**

ENTERPRISE DRIVE (PUBLIC) 37

LOT 15  
 COMMERCIAL SITE  
 MARKET (DELI)  
 1.22±AC  
 FF 1225  
 PD 11125

LOT 14  
 75 AFFORDABLE  
 HOUSING UNITS  
 2.08±AC  
 FF 1150  
 PD 11150

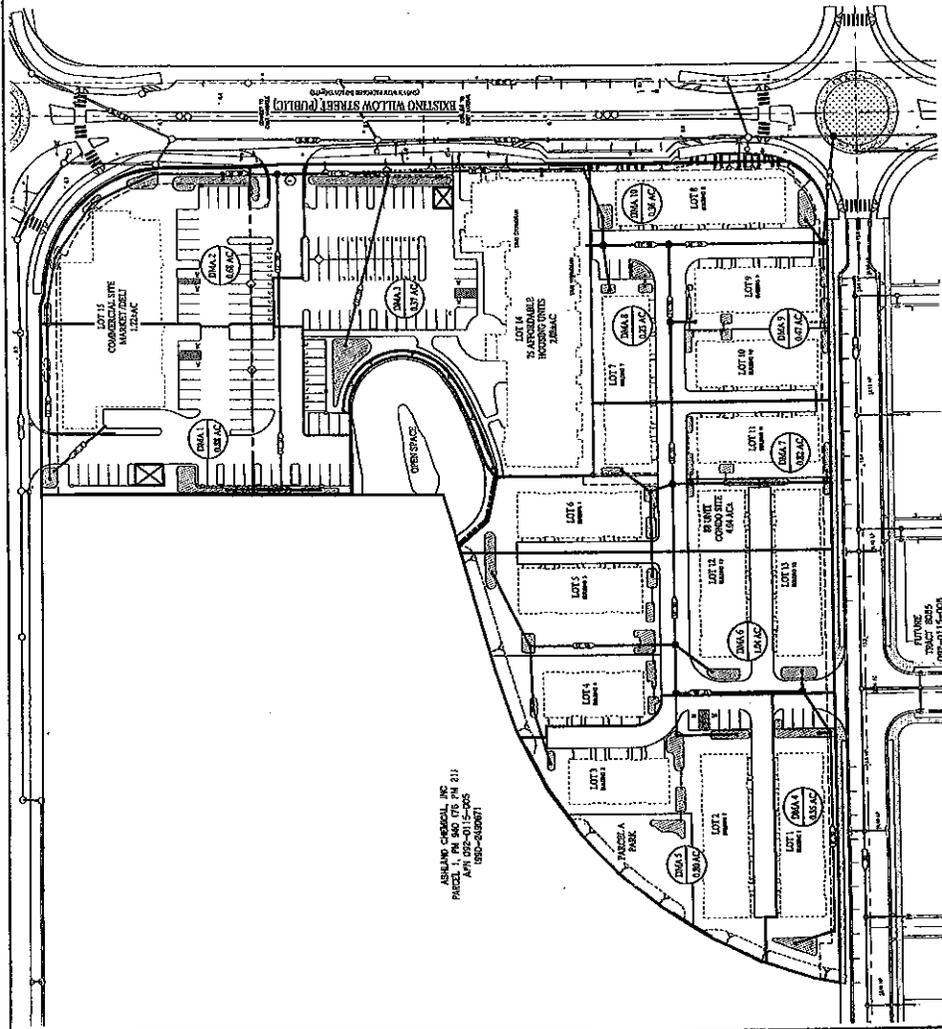
ASHLAND CHEMICAL, INC  
 (PARCEL 1, PM 940 (7E PM 21)  
 APR 056-0115-035  
 1990-280671

JONES HARRINGTON CO. 092-0116-059  
 FUTURE DEVELOPMENT

EXISTING WILLOW STREET (PUBLIC)  
 (SHOWN WITH PROPOSED IMPROVEMENTS)

NOTES:  
 ① TO MAXIMIZE STORM DRAIN CAPACITY ON SENIOR HOUSING PARCELS, TO BE PROVIDED IN FAVOR OF COMMERCIAL PROPERTY

SEE SHEET TM-5



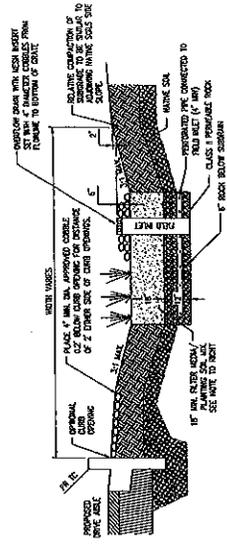
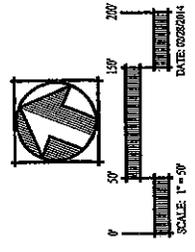
ASHLAND CAPITAL, INC.  
 PROJECT 1, PHASE 2, PLOT 211  
 APRIL 2005-0115-005  
 1500-0100001

**STORMWATER CONTROL PLAN**  
**VESTING TENTATIVE MAP**  
**TRACT 8157**

SHH & FMC PROPERTIES  
 ALAMEDA COUNTY CALIFORNIA  
 CITY OF NEWARK

SHEET NUMBER  
**TM-7**  
 OF 7 SHEETS

City of Newark  
 Planning Department  
 1000 Broadway, Newark, CA 94560  
 (415) 763-3100



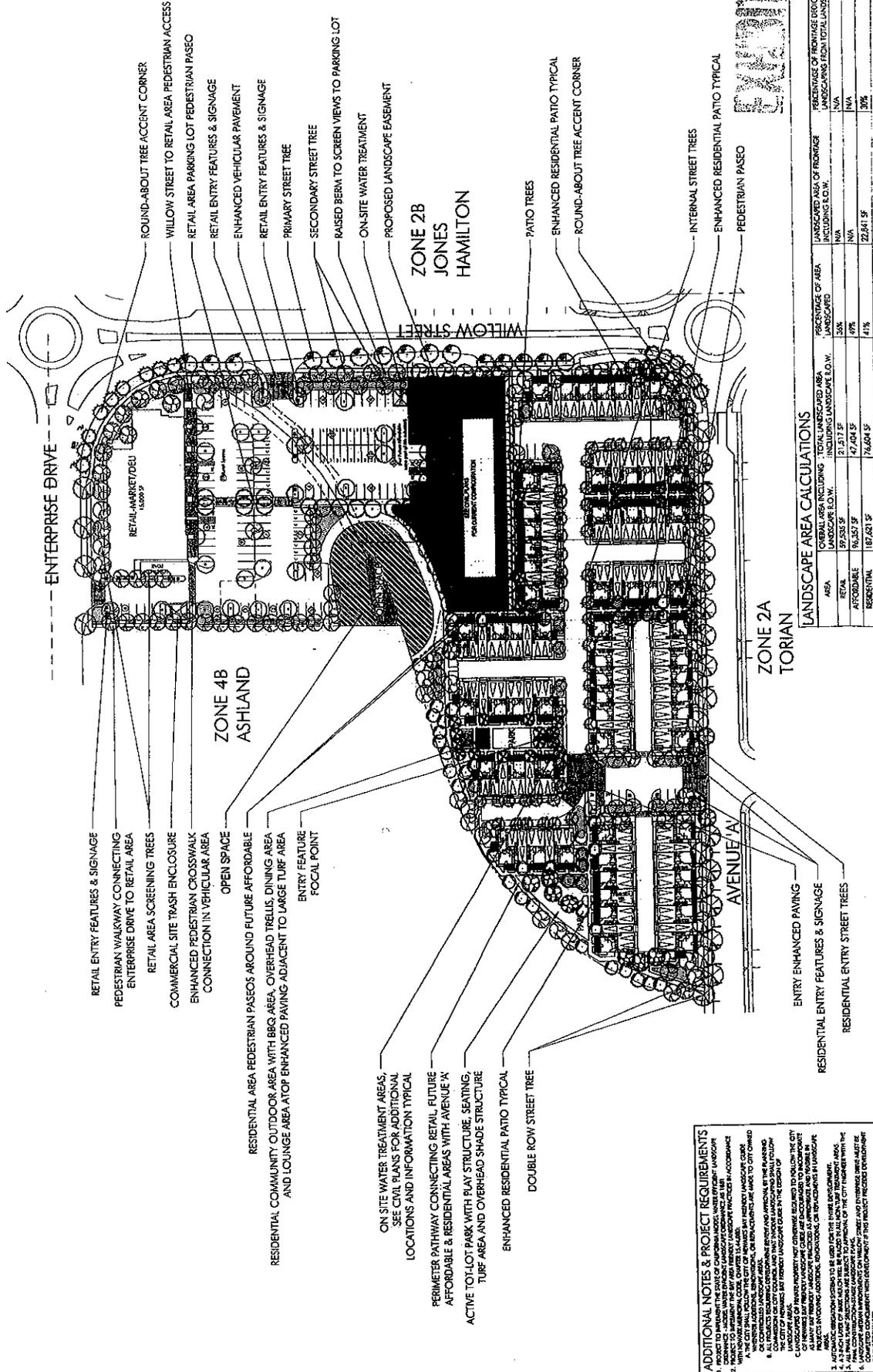
**BIO-RETENTION**  
 NOT TO SCALE

**BIO-RETENTION NOTES:**  
 BIO-RETENTION AREAS ACCOUNT FOR 4% OR MORE  
 OF THE PROJECT'S IMPERVIOUS AREA.

- STORMWATER CONTROL PLAN NOTES:**
1. SIZE USED IN LANDSCAPE BASED TREATMENT MEASURES SHALL MEET THE SPECIFICATIONS PROVIDED IN THE MOST RECENT EDITION OF ALABAMA COMMERCIAL MANUAL, PROVIDE A 20% EXCESSIVE OF CAPACITY TO THE SIZE USED IN LANDSCAPE BASED TREATMENT MEASURES MEETS THE SPECIFICATIONS.
  2. PRIOR TO BEGINNING CONSTRUCTION OR ACCEPTANCE OF IMPROVEMENTS, THE APPLICANT SHALL SUBMIT TO THE CITY ENGINEER A PROPOSED TREATMENT MEASURES PLAN THAT ALL POST-CONSTRUCTION TREATMENT MEASURES HAVE BEEN INSTALLED PROPERLY.
  3. THE CITY OF NEWARK ENVIRONMENTAL SERVICE DIVISION MUST REVIEW AND APPROVE ALL TREATMENT MEASURES PLANS. TREATMENT MEASURES AS FREQUENTLY AS ANNUALLY TO VERIFY COMPLIANCE.
  4. IMPROVEMENTS SHALL BE:
    - LEAKING CONDENSATION DRAINAGE SYSTEMS
    - LEAKING WATER
    - LEAKING WATER
    - LEAKING WATER
    - LEAKING WATER

IMPROVEMENT	TOTAL AREA (SQ FT)	TOTAL AREA (AC)	RUNOFF COEFFICIENT	APPROPRIATE AREAS (SQ FT)	APPROPRIATE AREAS (AC)	PERCENTAGE OF IMPROVEMENT
BIORETENTION	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS PAVEMENT	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS DRIVEWAYS	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS SIDEWALKS	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS PATIOS	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS TERRACES	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS BALCONIES	1,200	0.027	0.15	1,200	0.027	100%
PERVIOUS PORCHES	1,200	0.027	0.15	1,200	0.027	100%
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PERVIOUS DRIVEWAYS						





**ADDITIONAL NOTES & PROJECT REQUIREMENTS**

- PROJECT TO IMPLEMENT THE STATE OF CALIFORNIA'S WATER SAVING REQUIREMENTS (CALIFORNIA WATER SAVING ACT) AND THE CITY OF NEWARK'S WATER SAVING REQUIREMENTS (NEWARK WATER SAVING ACT).
- PROJECT TO OBTAIN THE CITY OF NEWARK'S AFFORDABLE HOUSING REQUIREMENTS (AFFORDABLE HOUSING ACT).
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**LANDSCAPE AREA CALCULATIONS**

AREA	OVERALL AREA INCLUDING LANDSCAPE E.O.W.	TOTAL UNLANDSCAPED AREA INCLUDING LANDSCAPE E.O.W.	PERCENTAGE OF AREA UNLANDSCAPED INCLUDING LANDSCAPE E.O.W.	PERCENTAGE OF FRONTAGE DEDICATED TO LANDSCAPING FROM TOTAL LANDSCAPE AREA
OVERALL	59,535 SF	21,517 SF	36%	N/A
RETAIL	96,357 SF	47,404 SF	49%	N/A
AFFORDABLE	157,423 SF	76,604 SF	49%	30%

**SHH Newark**  
Newark, CA  
DATE: 2/28/2014  
U.A. JOB # 13-052

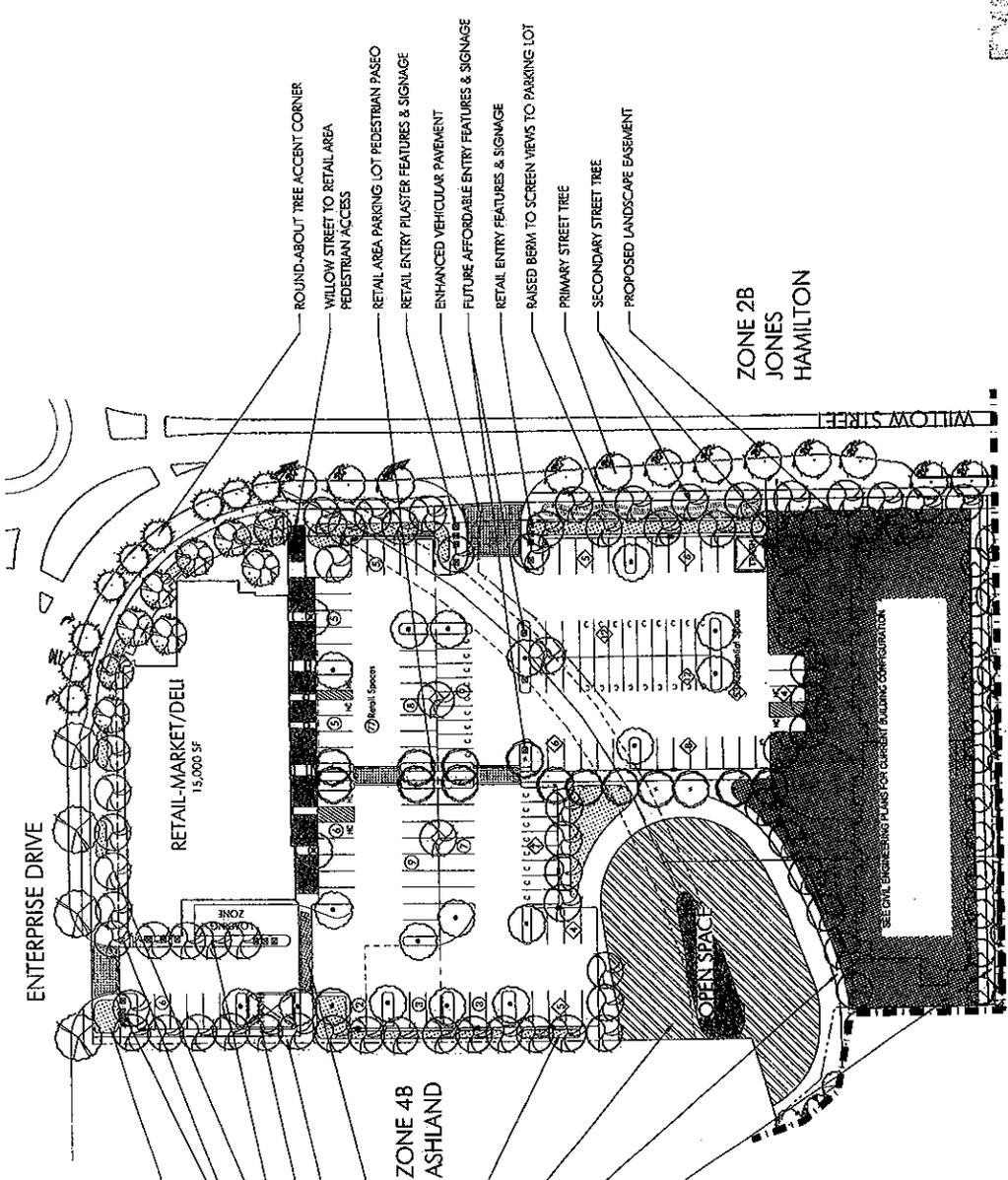
**INTEGRAL COMMUNITIES**  
LANDSCAPE ARCHITECTURE

**URBAN ARENA**  
2155 SHAW BLVD  
SAN FRANCISCO, CA 94133  
TEL: 415.774.1100

**Overall Conceptual Plan for Retail, Affordable & Residential Lots**

Sheet no. **L-02**

Scale: 1" = 30'-0"



**PLAN A.10**

SCALE 1" = 20'-0"

0 5 10 15 20 25 30 35 40 45 50

Entirement Set  
Sheet No. **L-03**

Conceptual Landscape Plan for  
Retail & Affordable Areas

**URBAN ARENA**  
2100 Red Hill Avenue, Suite 100  
Livermore, CA 94551  
Tel: 925.462.1000

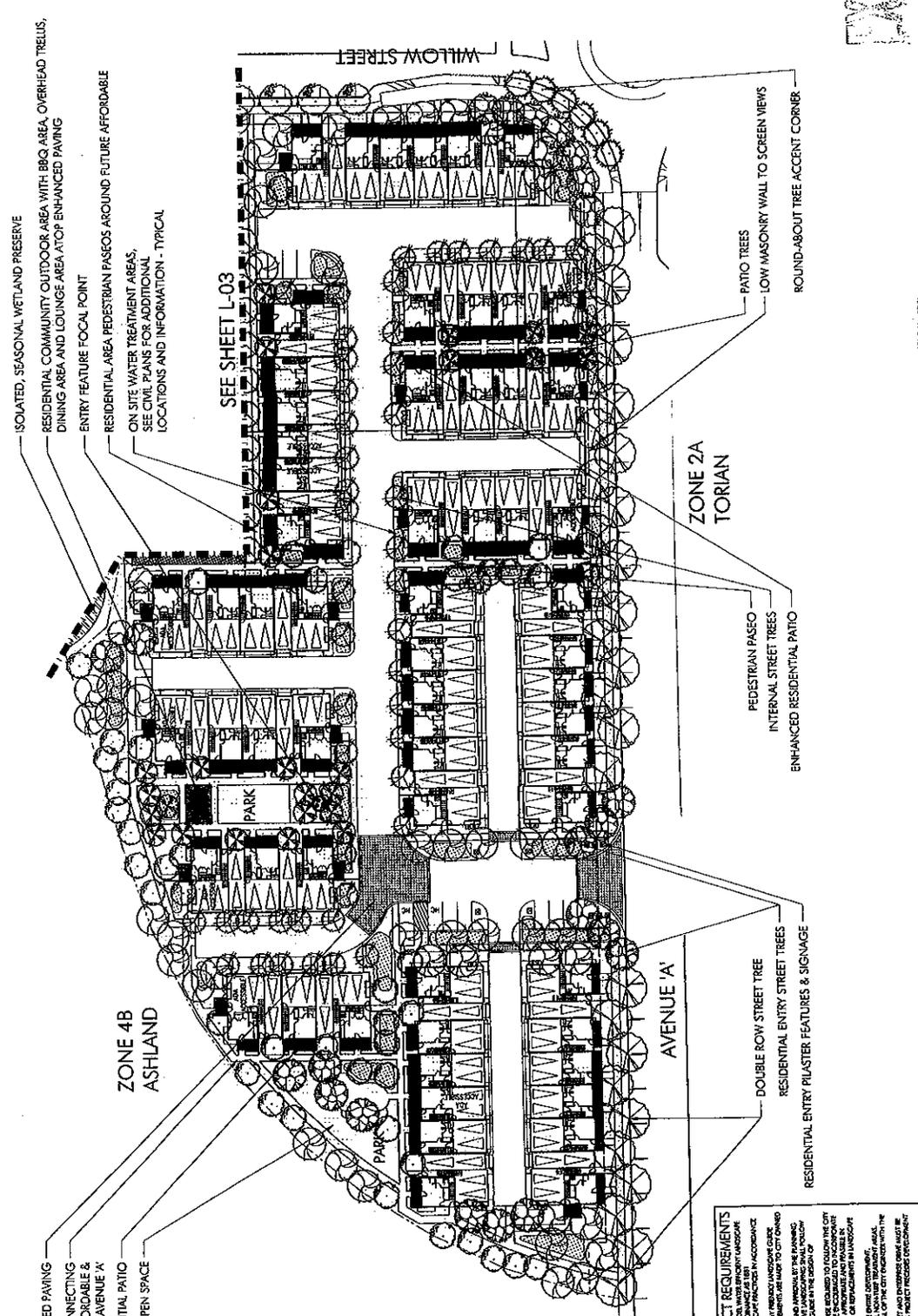
**INTEGRAL Communities**  
A Division of URS | 2010 10th Street, Suite 100  
Berkeley, CA 94710

**SHH Newark**  
Newark, CA  
DATE: 2/28/2014  
U.A. JOB # 13-082

**ADDITIONAL NOTES & PROJECT REQUIREMENTS**

1. ALL PLANT MATERIALS TO BE SPECIFIED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
2. ALL PLANT MATERIALS TO BE SPECIFIED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
3. ALL PLANT MATERIALS TO BE SPECIFIED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
4. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
5. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
6. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
7. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
8. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
9. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.
10. LANDSCAPE ARCHITECTURE TO BE PROVIDED BY THE ARCHITECTURAL FIRM AND APPROVED BY THE CITY ENGINEER.

SEE SHEET L-04



ISOLATED, SEASONAL WETLAND PRESERVE  
 RESIDENTIAL COMMUNITY OUTDOOR AREA WITH BBQ AREA, OVERHEAD TRELLIS,  
 DINING AREA AND LOUNGE AREA AT OP ENHANCED PAVING  
 ENTRY FEATURE FOCAL POINT  
 RESIDENTIAL AREA PEDESTRIAN PASEOS AROUND FUTURE AFFORDABLE  
 ON SITE WATER TREATMENT AREAS,  
 SEE CIVIL PLANS FOR ADDITIONAL  
 LOCATIONS AND INFORMATION - TYPICAL

SEE SHEET L-03

ZONE 2A  
 TORIAN

PATIO TREES  
 LOW MASONRY WALL TO SCREEN VIEWS  
 ROUND-ABOUT TREE ACCENT CORNER

ZONE 4B  
 ASHLAND

ENTRY ENHANCED PAVING  
 PERIMETER PATHWAY CONNECTING  
 RETAIL, FUTURE AFFORDABLE &  
 RESIDENTIAL AREAS WITH AVENUE 'A'  
 ENHANCED RESIDENTIAL PATIO  
 PARK OPEN SPACE

AVENUE 'A'

DOUBLE ROW STREET TREE  
 RESIDENTIAL ENTRY STREET TREES  
 RESIDENTIAL ENTRY FEATURES & SIGNAGE

**ADDITIONAL NOTES & PROJECT REQUIREMENTS**  
 1. CONFORMANCE: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE. ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 2. PERMITS: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 3. MATERIALS: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 4. MAINTENANCE: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 5. IRRIGATION: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 6. TREES: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 7. PLANTING: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 8. SIGNAGE: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 9. LIGHTING: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.  
 10. FURNITURE: ALL LANDSCAPE DESIGN SHALL BE IN ACCORDANCE WITH THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE AND THE CITY OF NEWARK LANDSCAPE DESIGN ORDINANCE.

SCALE 1" = 20'-0"

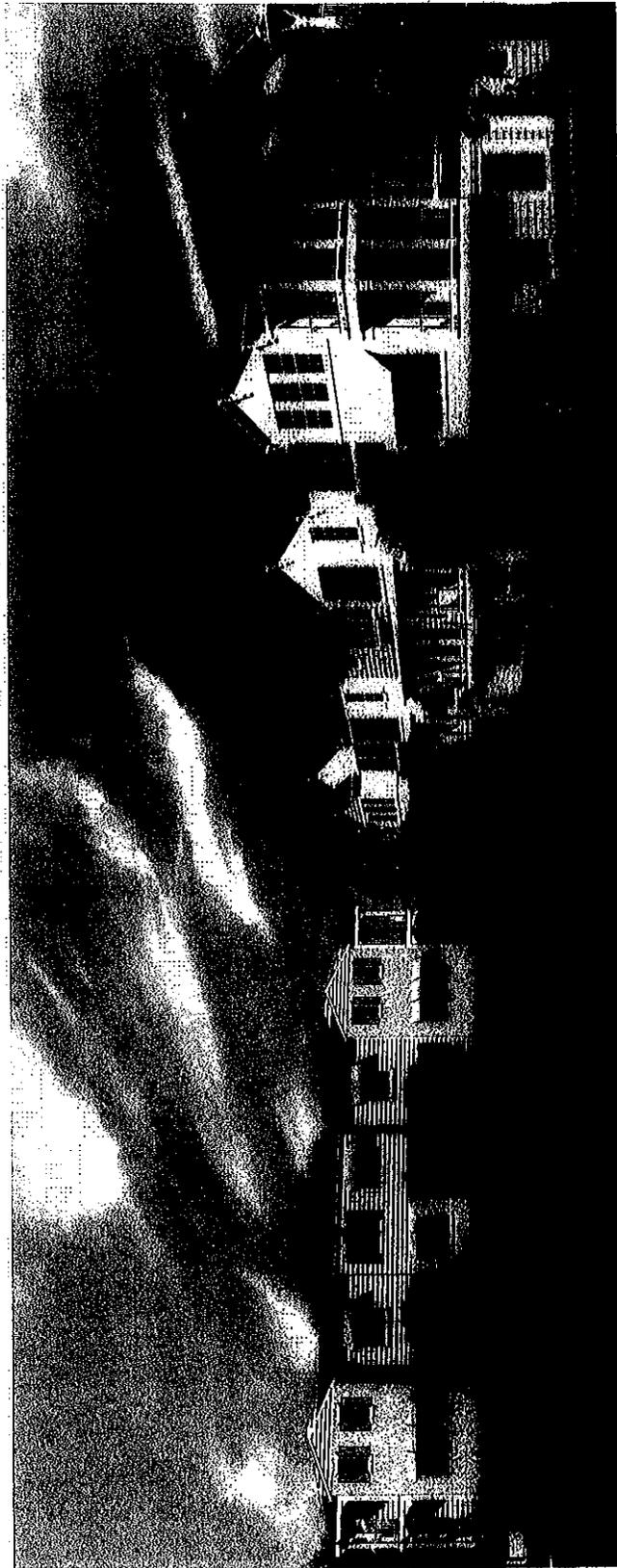
CONCEPTUAL LANDSCAPE PLAN FOR  
 RESIDENTIAL AREA  
 SHEET NO. L-04  
 PREPARED BY: [Signature]

**INTEGRAL**  
 COMMUNITY DESIGN  
 CONSULTANTS

**URBAN ARENA**  
 ARCHITECTS

**SHH Newark**  
 Newark, CA  
 DATE: 2/25/2014  
 UA JOB # 15382

FOR THE CLIENT SUMMARY, SEE THE ARCHITECTURAL SHEET L-01



PERSPECTIVE VIEW @ PARK

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A12	PLAN 1.1.3 - 3RD FLOOR PLANS
A13	PLAN 1.1.4 - 4TH FLOOR PLANS
A14	PLAN 1.1.5 - 5TH FLOOR PLANS
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A17	PLAN 1.1.8 - 8TH FLOOR PLANS
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A27	PLAN 1.1.18 - 18TH FLOOR PLANS
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A108	PLAN 1.1.99 - 99TH FLOOR PLANS
A109	PLAN 1.1.100 - 100TH FLOOR PLANS

**ZONE 4A - SHH - SITE**  
 Newark, CA  
 DATE: 09/05/13  
 JOB # 13289

REV: 07/23/13  
 10/28/13  
 02/28/14

**INTEGRAL COMMUNITIES**  
 COMMUNITY DEVELOPMENT

**URBAN ARENA**  
 1000 BROADWAY, SUITE 1000  
 NEWARK, NJ 07102  
 TEL: 973.261.1000  
 WWW.URBANARENA.COM

**EXHIBIT A.12**

Settlement Set  
 Sheet No. **ACS.1**  
 Cover Sheet

**SITE SUMMARY**  
 Residential: 88 Units  
 Unit Count: 4.37 AC  
 Site Area: 20 UAC  
 Density: 20 U/AC

Retail:  
 Site Area: 1.90 AC

**PLAN TYPE SUMMARY:**

Plan Type	S.F.	BR	BA	GAR	HT.	TOTAL
Plan 1	1486	2	2.5	10	3	26 (30%)
Plan 2	1707	3	3.5	5	3	28 (30%)
Plan 3	1900	3	3.5	5	3	19 (21%)
Plan 4	2099	3	3.5	5	3	10 (12%)
<b>Total</b>	<b>15,000 S.F.</b>					<b>88</b>

**BUILDING CODE SUMMARY:**  
 Const. Type:  
 9 Fire and Retard. Type VA, 1 Hr.  
 5 6.6 Plus, Type VB, Non Rated  
 Sprinklers: Type 13R  
 Fire Wall: Yes @ 8 Plex  
 (Area Separation)  
 Adaptable Units: 9 Total Req'd. (88 x 10 = 9)  
 9 Provided

**OCCUPANCY:** R2-U-Residential  
 B-1 Retail

**PARKING SUMMARY:**

**PARKING REQUIRED (Residential):**  
 88 Units x 1.7 = 149.6 Req'd.  
 Guest: 88 Units x .5 = 44 Req'd.  
**Total Required (Retail):**  
 15,000 S.F. ÷ 21,000 = 45 Req'd.  
**Total Spaces Required = 265 Req'd.**

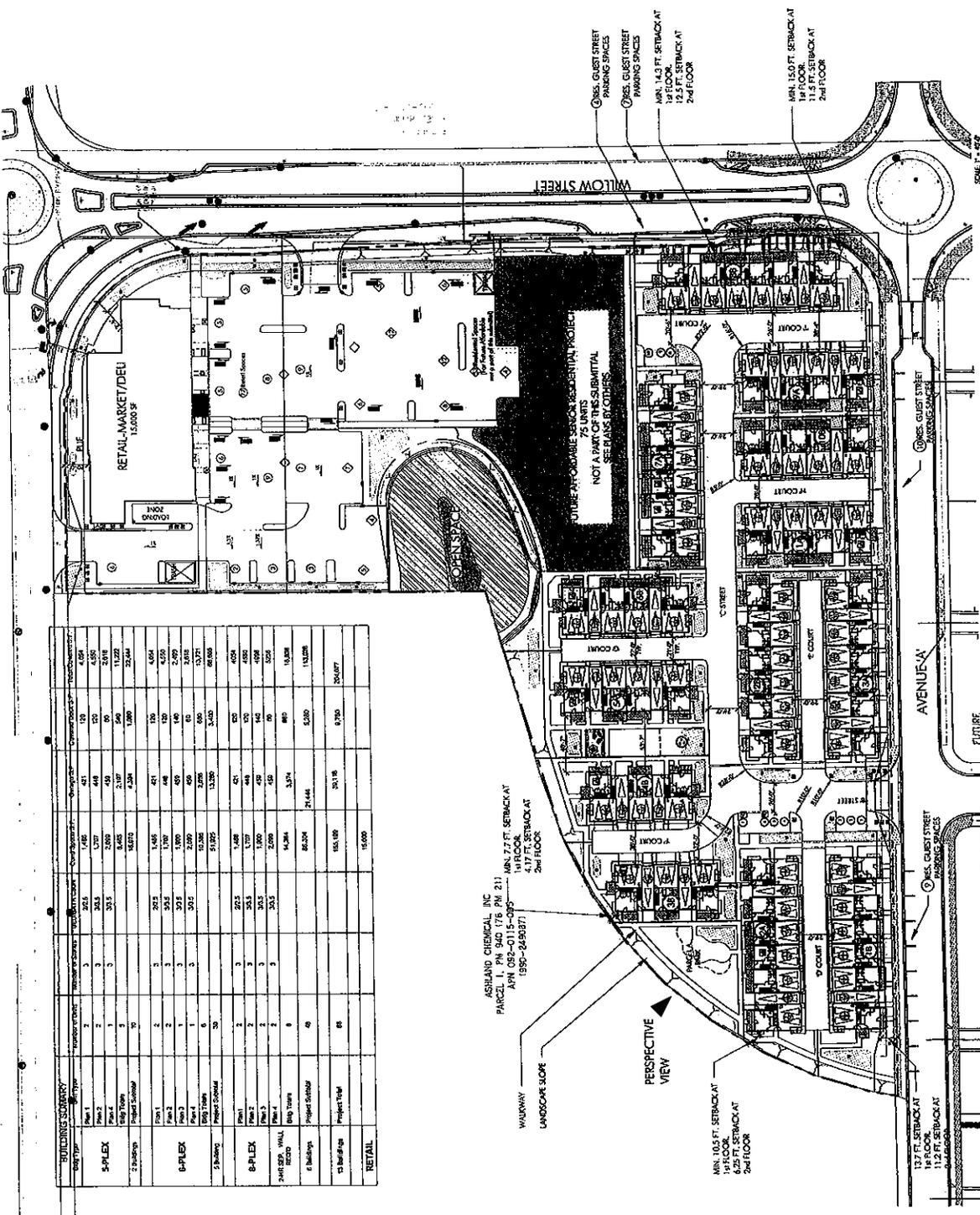
**PARKING PROVIDED:**  
 2 Car Garage Spaces = 176 Provided  
 On-Site Residential Guest Parking = 10 Provided  
 On-Street Residential Guest Parking = 30 Provided  
 Off-Street Retail Parking = 67 Provided  
**Total Provided = 283 Provided.**  
 \*Accessible Spaces Req'd = 88 x .02 = 2 (2 Provided)

**ZONING FOR EACH LOT AS FOLLOWS:**  
 (See Civil Plan for Lot)  
 Lot 1: R-1.7: Medium-Density Residential (MDR-FRC)  
 Lot 18: High Density Residential (HDR-FRC)  
 Lot 19: Commercial Retail (R-FRC)

- LEGEND:**
- Adaptable Unit or Accessible Parking Spot
  - Area not a Part
  - Retail/Residential Guest Parking spaces
  - Future Affordable Senior Housing parking spaces
  - Plan Type 1, 2, 3, 4
  - Unit Number
  - Pole with Low Wall
  - Slope

**Notes:**  
 - See Landscape and Civil Plans for other info.  
 - This Site Plan is Preliminary only and is subject to further Engineering and Design Development.  
 - S.F. is subject to change.

**Architectural Site Plan A.00**  
 Sheet no.



UNIT TYPE	NUMBER OF UNITS	REQUIREMENT	PROVIDED	DEFICIENCY
APARTMENT	88	149.6	176	26.4
RESIDENTIAL	88	44	10	34
RETAIL	15,000 S.F.	45	67	22
<b>TOTAL</b>	<b>88</b>	<b>265</b>	<b>283</b>	<b>18</b>

**ASHLAND CHEMICAL, INC.**  
 PARCEL 1, PM 940 (76 PM 21)  
 APR 08-0115-095  
 1995-2490871

**MIN. 7 FT. STRACKAT**  
 4.17 FT. STRACKAT  
 2nd FLOOR

**MIN. 10.5 FT. STRACKAT**  
 1st FLOOR  
 6.25 FT. STRACKAT  
 2nd FLOOR

**MIN. 14.3 FT. STRACKAT**  
 1st FLOOR  
 1st FLOOR STRACKAT  
 2nd FLOOR

**MIN. 15.0 FT. STRACKAT**  
 1st FLOOR  
 2nd FLOOR

**MIN. 14.3 FT. STRACKAT**  
 1st FLOOR  
 2nd FLOOR

**MIN. 15.0 FT. STRACKAT**  
 1st FLOOR  
 2nd FLOOR

**REVISIONS:**  
 REV. 09/23/13  
 10/28/13  
 02/26/14

**DATE: 09/23/13**  
 UACB 13-1249

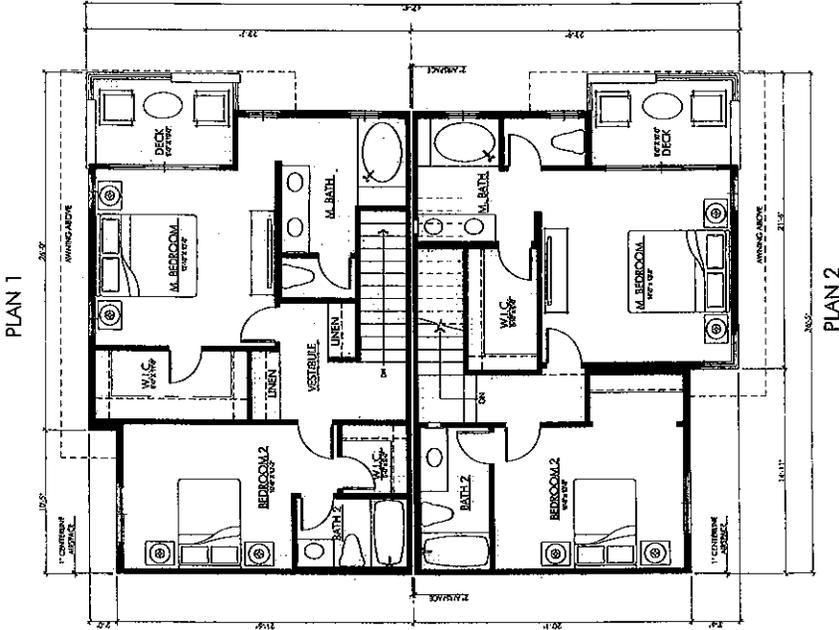
**SCALE: 1" = 40'**

**INTEGRAL COMPANIES**  
 INTEGRAL COMPANIES  
 1000 BAY STREET, SUITE 100  
 OAKLAND, CA 94612  
 TEL: 415.764.1100 FAX: 415.764.1101

**URBAN ARENA**  
 URBAN ARENA  
 1000 BAY STREET, SUITE 100  
 OAKLAND, CA 94612  
 TEL: 415.764.1100 FAX: 415.764.1101

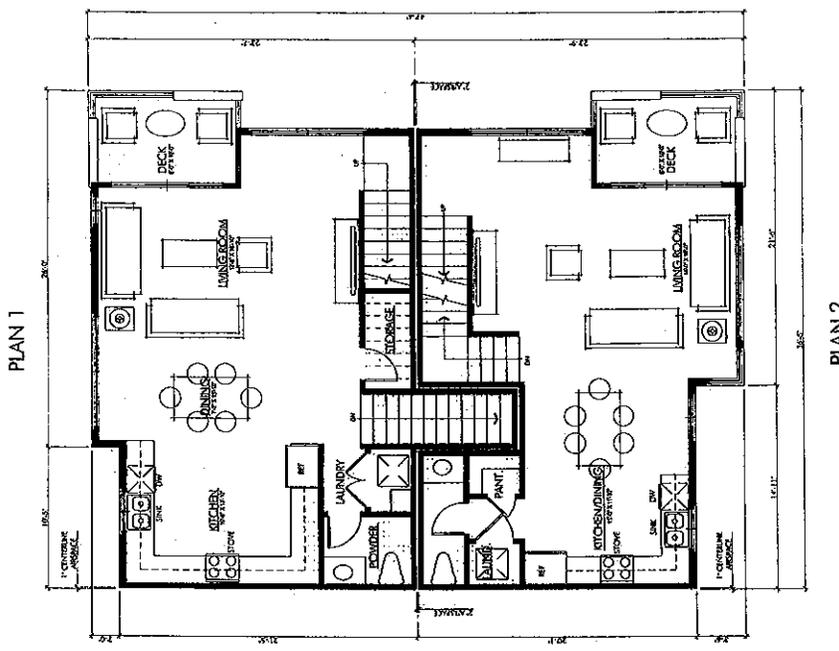
**DATE: 09/23/13**  
 UACB 13-1249





PLAN 1 & PLAN 2 - 2ND LEVEL  
UNIT PLAN

SCALE: 1/4" = 1'-0"



PLAN 1 & PLAN 2 - 3RD LEVEL  
UNIT PLAN

SCALE: 1/4" = 1'-0"

**ZONE 4A - SHH - SITE**  
Newark, CA

REV: 09/23/13  
10/28/13  
02/28/14

DATE: 09/23/13  
JOB # 13-067



**URBAN ARENA**  
COMMUNITIES  
1000 BROADWAY, SUITE 1000  
NEWARK, NJ 07102  
TEL: 973.261.1000  
WWW.URBANARENA.COM



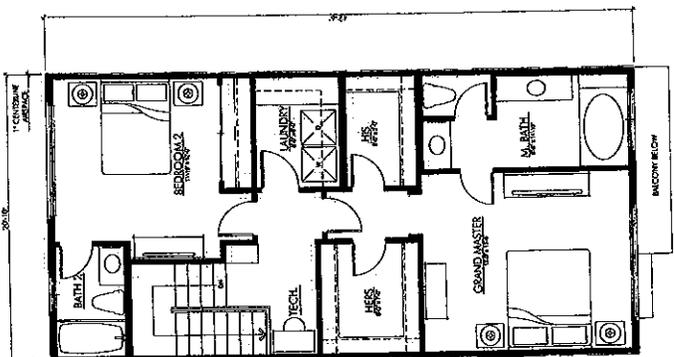
SCALE: 1/4" = 1'-0"

Entitlement Set  
Sheet No. **A1.1**  
PLAN 1 & 2  
2ND & 3RD FLOOR PLANS

**A.15**

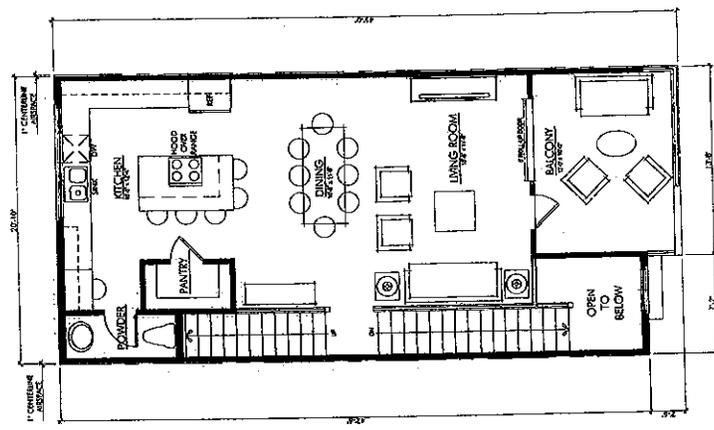
# PLAN 3 SUMMARY

- SUPER MASTER W/ PATIO
- 10'x10' PATIO
- 3 BEDROOMS & 3 BATHS
- 3 BATHS
- 1ST FLOOR: 375 S.F.
- 2ND FLOOR: 697 S.F.
- 3RD FLOOR: 828 S.F.
- TOTAL: 1,900 S.F.
- BALCONY: 140 S.F.
- GARAGE: 459 S.F.



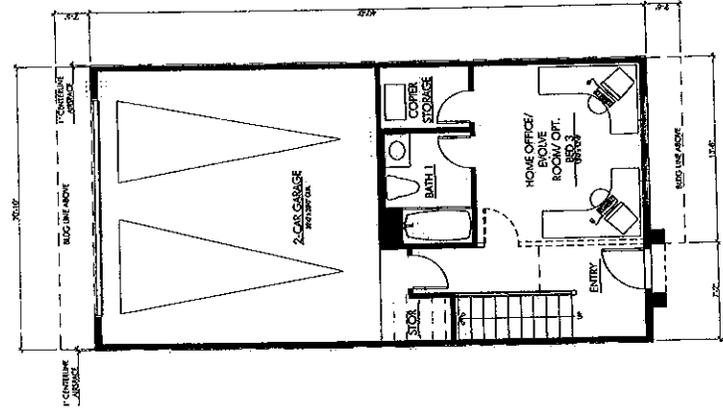
PLAN 3- 3RD LEVEL  
UNIT PLAN

SCALE: 1/4" = 1'-0"



PLAN 3- 2ND LEVEL  
UNIT PLAN

SCALE: 1/4" = 1'-0"



PLAN 3- 1ST LEVEL  
UNIT PLAN

SCALE: 1/4" = 1'-0"

REV: 09/23/13  
10/23/13  
02/28/14

**ZONE 4A - SHH - SITE**  
Newark, CA  
DATE: 09/23/13  
UA JOB # 12-089



SCALE: 1/4" = 1'-0"

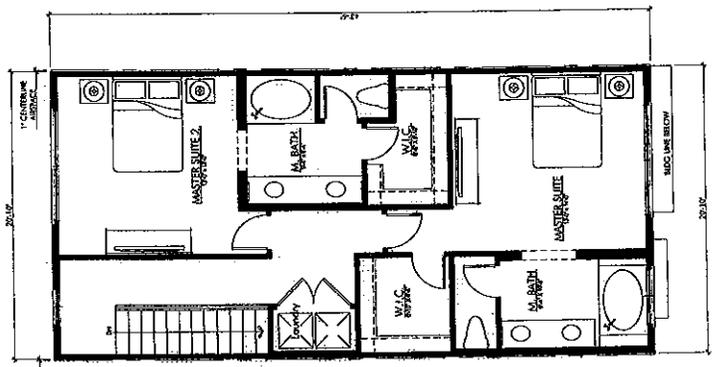
PLAN 3  
FLOOR PLANS  
A2.0

A.16

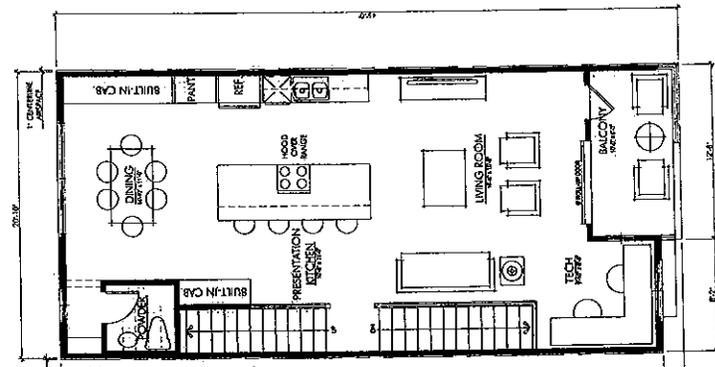
Enrollment Set  
Sheet No.

# PLAN 4 SUMMARY

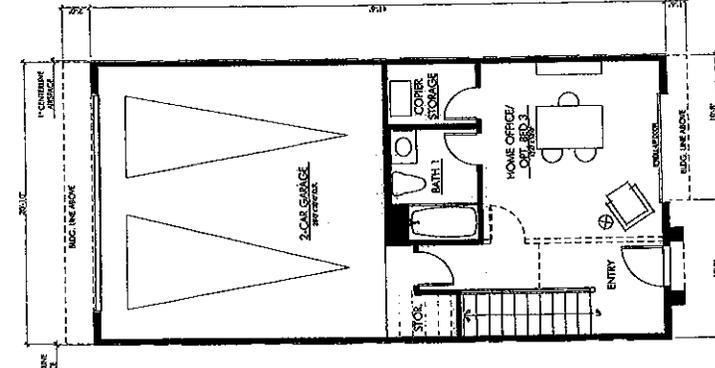
- DUAL MASTER BEDROOMS
- HOME OFFICE / ENCLAVE RM
- GARAGE 2 CAR STANDARD
- 3 BEDROOMS/3.5 BATHS
- 1ST. FLOOR : 296 S.F.
- 2ND. FLOOR : 825 S.F.
- 3RD. FLOOR : 868 S.F.
- TOTAL : 2,087 S.F.
- BALCONY : 72 S.F.
- GARAGE : 459 S.F.



PLAN 4-3RD LEVEL  
UNIT PLAN SCALE: 1/4" = 1'-0"



PLAN 4-2ND LEVEL  
UNIT PLAN SCALE: 1/4" = 1'-0"



PLAN 4-1ST LEVEL  
UNIT PLAN SCALE: 1/4" = 1'-0"

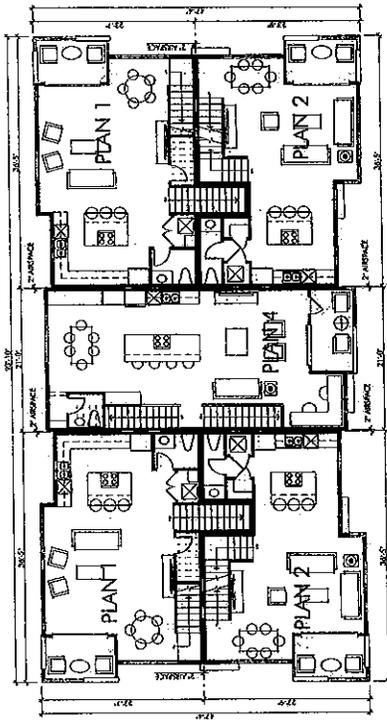
A17

Entitlement/Sit Sheet no. **A3.0**  
 PLAN 4  
 FLOOR PLANS

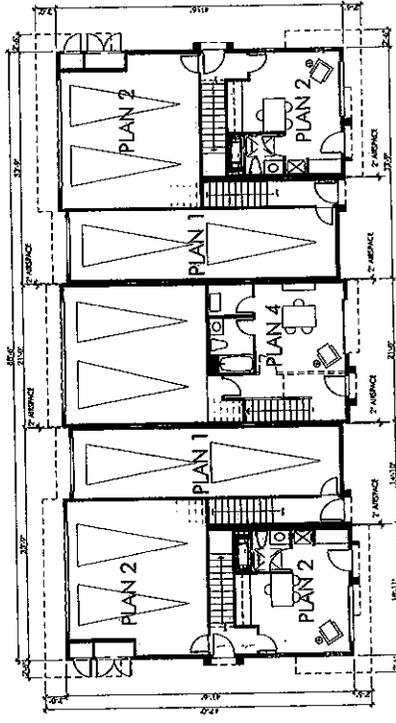
**INTEGRAL**  
 CONSULTANTS  
 1000 S. MAIN ST. SUITE 100  
 ANAHEIM, CA 92805  
 TEL: 714.771.1111  
 WWW.INTEGRALCONSULTANTS.COM

REV: 07/23/13  
 10/28/13  
 02/28/14

**ZONE 4A - SHH - SITE**  
 Newark, CA  
 DATE: 07/03/13  
 UA JOB # 150687



COMPOSITE PLAN - 2ND LEVEL  
 SCHED. STANDARD PLAN SCALE 1/8" = 1'-0"



COMPOSITE PLAN - 1ST LEVEL  
 SCHED. STANDARD PLAN SCALE 1/8" = 1'-0"

REV: 09/23/13  
 10/28/13  
 02/28/14

**— ZONE 4A - SHH - SITE**  
 Newark, CA  
 DATE: 07/02/13  
 U.A. JOB # 13-069

**INTEGRAL**  
 Communities  
 COMMERCIAL ARCHITECTURE

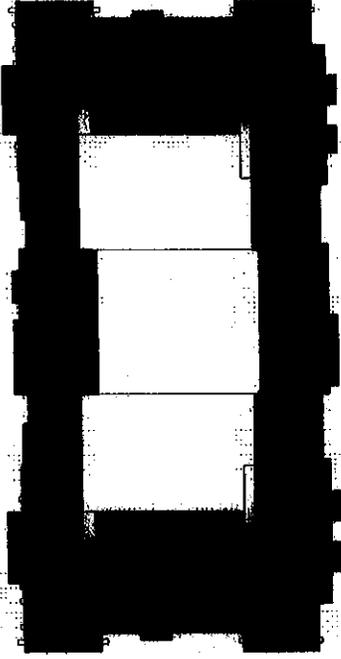
**URBAN ARENA**  
 COMMERCIAL ARCHITECTURE  
 1313 CHASE STREET, SUITE 100  
 NEWARK, NJ 07102

SCALE 1/8" = 1'-0"

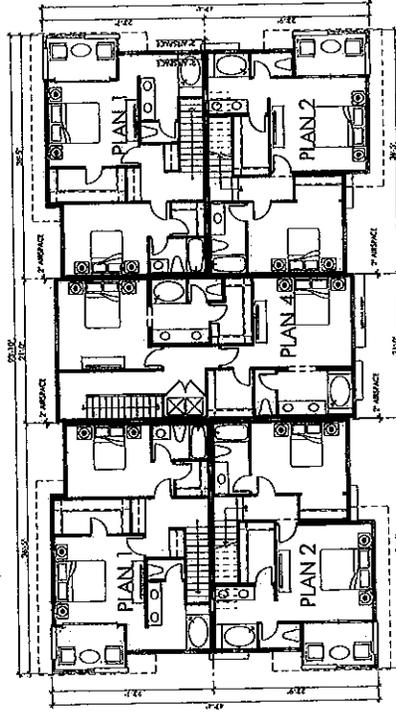
5-PLEX  
 COMPOSITE FLOOR PLANS

**A4.0**

**A.18**



ROOF PLAN  
SCALE: 1/8" = 1'-0"



COMPOSITE PLAN - 3RD LEVEL  
SCALE: 1/8" = 1'-0"

**2011 A.19**

REV: 07/22/13  
02/28/14

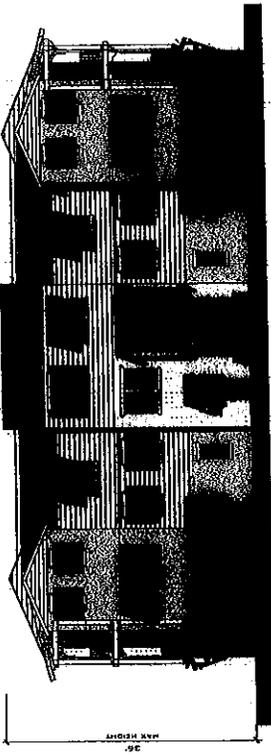
**— ZONE 4A - SHH - SITE**  
Newark, CA  
DATE: 07/03/13  
UA JOB # 13-087

**INTEGRAL COMMUNITIES**  
COMMUNITY DEVELOPMENT

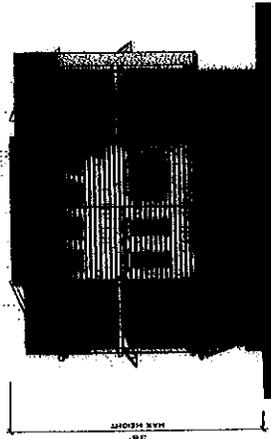
**URBAN ARENA**  
COMMUNITY DEVELOPMENT  
1770 CALIFORNIA STREET  
SAN FRANCISCO, CA 94109  
415.774.1100

ENGINEER'S SEAL  
Sheet No. **A4.1**  
**COMPOSITE FLOOR PLANS-OPT.**  
5-PLEX

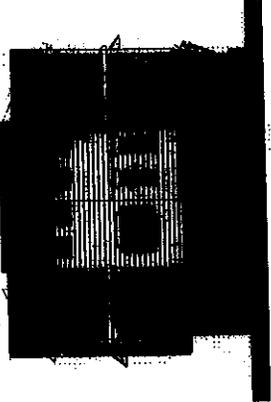




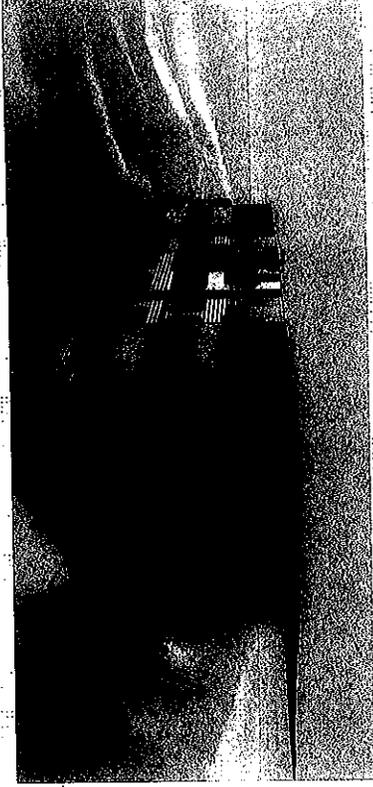
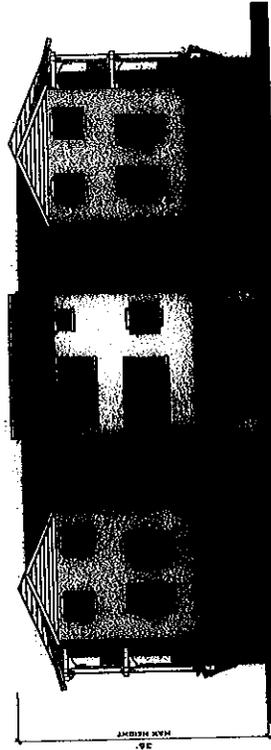
5 PLEX FRONT



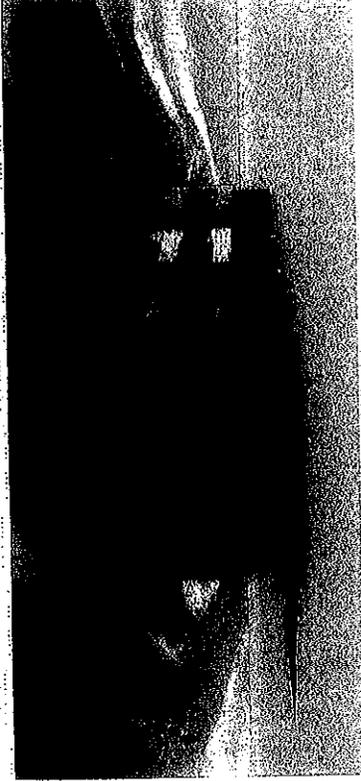
5 PLEX SIDES



5 PLEX REAR



FRONT PERSPECTIVE



REAR PERSPECTIVE

**MATERIAL LIST**

- 20/30 CEMENT PLASTER EXTERIOR FINISH COLORS: TAN/BEIGE
- THIN BRICK EXTERIOR VENEER-WALL AND WAINSCOT ACCENTS - COLOR: WHITE
- LOW SLOPE BUILT UP OR SINGLE PLY ROOF
- FLAT SMOOTH CONCRETE TILE - COLOR: TERRA COITTA
- HORIZONTAL CEMENT BOARD SIDING - COLOR: WHITE
- VINYL WINDOW FRAMES, RECESSED 2" - COLOR: WHITE
- FIBER GLASS ENTRY DOORS WITH GLASS - COLORS: WHITE, SAGE GREEN, TUSCAN RED
- POWDER COATED ALUMINUM AWNINGS - COLOR: PASTEL BLUE
- FIBERGLASS WINDOW ACCENT SHUTTERS - COLOR: PASTEL BLUE
- WINDOW SILLS - PLASTER COLOR
- DECORATIVE ARCHITECTURAL COMPOSITE MATERIAL GUARDRAILS AT DECKS - COLOR: WHITE
- DECORATIVE ARCHITECTURAL COMPOSITE MATERIAL TRELIS AND COLUMNS - COLOR WHITE
- 3X RAFTER TAILS AT ROOF EAVES - COLOR: WHITE
- HIGH DENSITY FOAM WINDOW SILL - COLOR: WHITE
- HIGH DENSITY FOAM CORBELS AT FLOOR OVERHANGS - COLOR: WHITE
- ENTRY DOOR AWNINGS WITH WOOD BRACKETS AND FLAT TILE

SCALE 1/8" = 1'-0"

Enrollment Set  
Sheet no.

5-Plex B Farmhouse Elevations  
Elevations & Perspectives

**A4.3**

**URBAN  
ARENA**  
1414 Park Ave. Suite 100  
Newark, CA 94761  
Tel: 949.251.1100

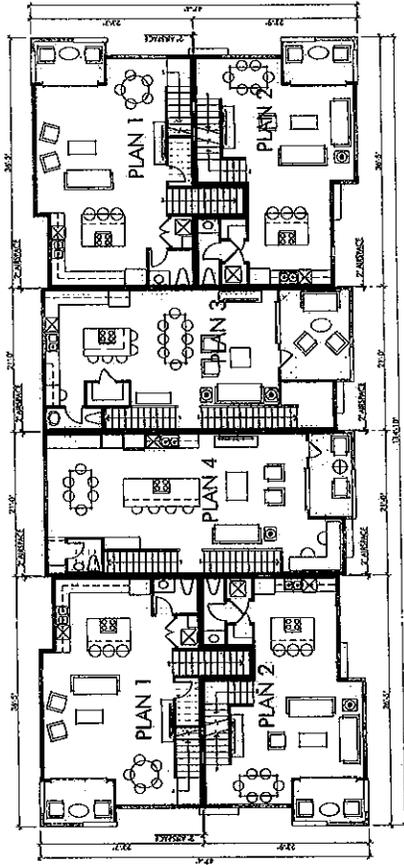


**INTEGRAL**  
CONSTRUCTIVES  
CORPORATION

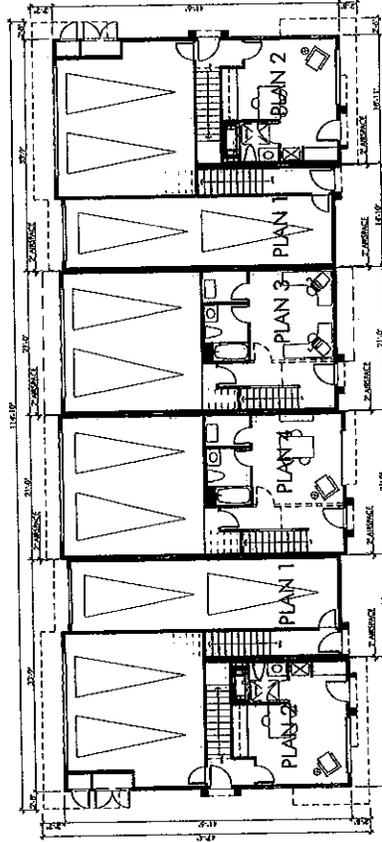
REV: 09/20/13  
10/28/13  
02/25/14

**— ZONE 4A - SHH - SITE**  
Newark, CA

DATE: 09/20/13  
LA JOB # 15489



COMPOSITE PLAN - SECOND LEVEL  
 UNREGISTERED PLAN SCALE: 1/8" = 1'-0"



COMPOSITE PLAN - 1ST LEVEL  
 UNREGISTERED PLAN SCALE: 1/8" = 1'-0"

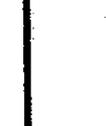
**A22**

Emblemment Set  
 Sheet No. **A5.0**

**6-PLEX**  
**COMPOSITE FLOOR PLANS**



**URBAN ARENA**  
 ARCHITECTS  
 1111 GATEWAY CENTER DRIVE  
 SUITE 1000  
 SAN FRANCISCO, CA 94102  
 TEL: 415.774.4400  
 WWW.URBANARENA.COM

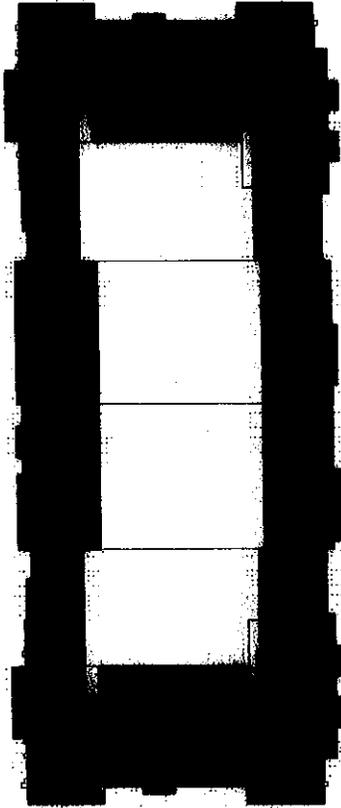


**INTEGRAL**  
 CONSULTANTS  
 1000 MARKET STREET  
 SUITE 1000  
 SAN FRANCISCO, CA 94102  
 TEL: 415.774.4400  
 WWW.INTEGRALCONSULTANTS.COM

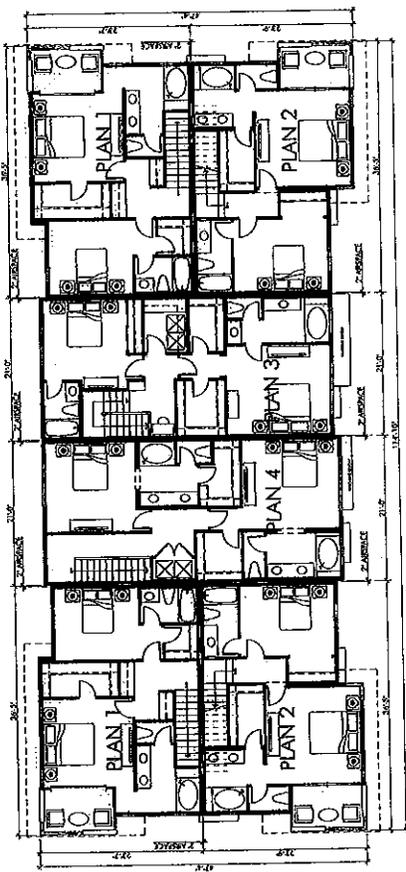
REV: 07/28/13  
 10/28/13  
 02/28/14

**ZONE 4A - SHH - SITE**  
 Newark, CA

DATE: 07/23/13  
 SA JOB # 15488



ROOF PLAN  
SHEET REVISIONS  
SCALE 1/8" = 1'-0"



COMPOSITE PLAN - 3RD LEVEL  
SCALE 1/8" = 1'-0"

REV: 09/28/13  
10/28/13  
02/28/14

**— ZONE 4A - SHH - SITE**  
Newark, CA  
DATE: 09/28/13  
JOB # 13-085

**INTEGRAL**  
COMMUNITIES  
CONSTRUCTION SERVICES

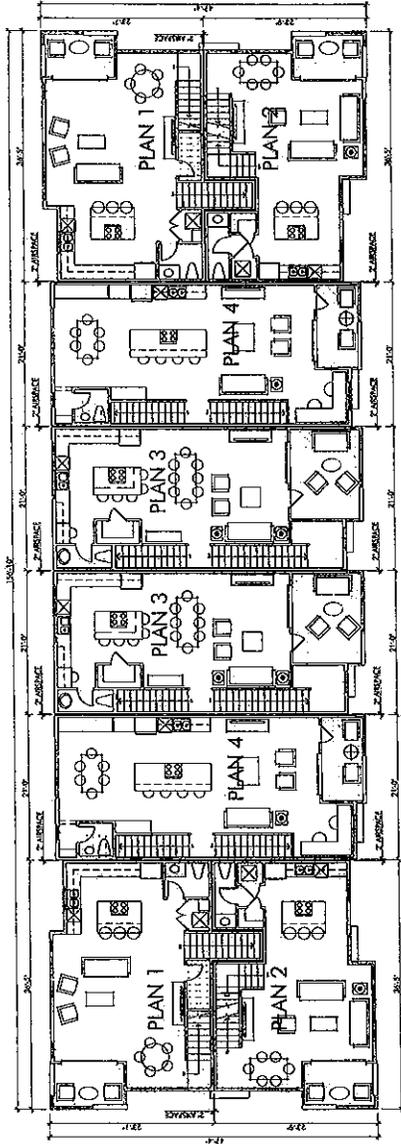
**URBAN ARENA**  
1000 GARDEN STREET  
NEWARK, CA 94704  
TEL: 949.440.1100



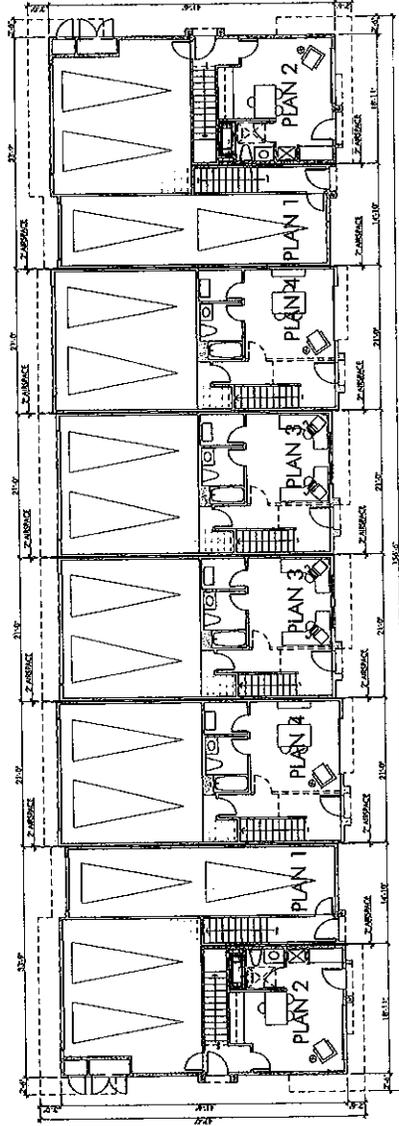
6-PLEX  
COMPOSITE FLOOR PLANS  
A5.1  
Sheet no.  
Entitlement Set

**EXHIBIT A.23**





COMPOSITE PLAN - 2ND LEVEL  
SCALE: 1/8" = 1'-0"



COMPOSITE PLAN - 1ST LEVEL  
SCALE: 1/8" = 1'-0"

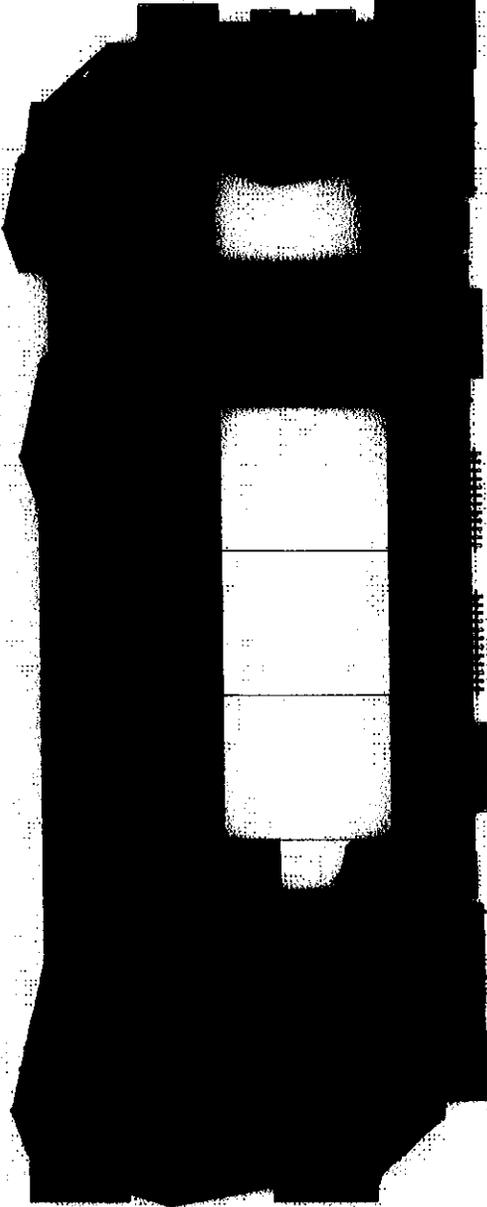
**EA01 A,15**

8-PLEX  
COMPOSITE FLOOR PLANS  
A6.0



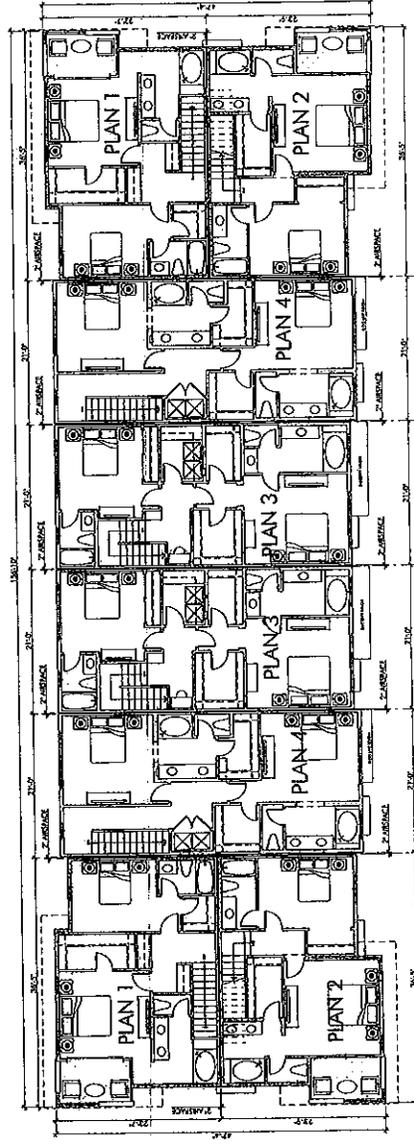
REV: 07/22/13  
10/28/13  
02/28/14

**ZONE 4A - SHH - SITE**  
Newark, CA  
DATE: 09/03/13  
BA JOB # 13089



ROOF PLAN  
ENTER

SCALE: 1/8" = 1'-0"



COMPOSITE PLAN - 3RD LEVEL  
ENTER

SCALE: 1/8" = 1'-0"

**— ZONE 4A - SHH - SITE**  
Newark, CA

REV: 07/22/13  
10/28/13  
02/28/14

DATE: 09/03/13  
JOB # 15028

**INTEGRAL**  
CONCRETE SOLUTIONS

**URBAN ARENA**  
CONCRETE SOLUTIONS

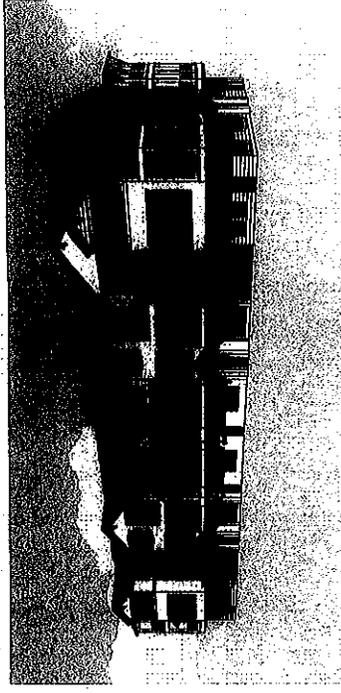
10000 Wilshire Blvd, Suite 1000  
Beverly Hills, CA 90210  
Tel: 310.274.1111

SCALE: 1/8" = 1'-0"

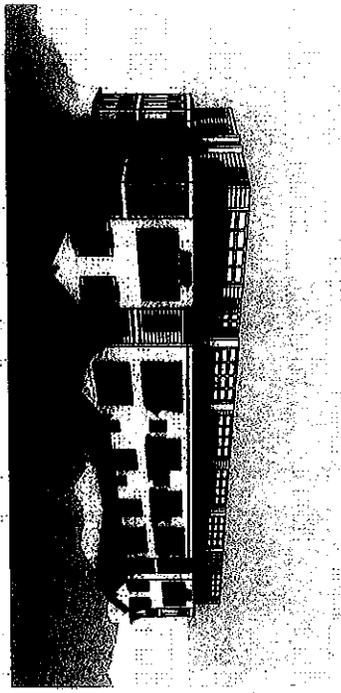
COMPOSITE FLOOR PLANS  
**A6.1**

8-PLEX  
8-PLEX

**A.26**



FRONT PERSPECTIVE



REAR PERSPECTIVE

MATERIAL LIST

- \*A ELEVATION (AGRARIAN RURAL)
- 30/30 CEMENT PLASTER EXTERIOR FINISH- COLOR: WHITE
- COMPOSITE WOOD OR CEMENT BOARD EXTERIOR HORIZONTAL SIDING - COLOR: WARM GREY.
- COMPOSITE WOOD OR CEMENT SHINGLE EXTERIOR SIDING - COLOR: BROWN.
- COMPOSITE SHINGLE ROOF.
- LOW SLOPE BUILT UP OR SINGLE PLY ROOF.
- WOOD TRELLIS.
- WOOD BRACKETS AT EAVES
- ANODIZED ALUMINUM WINDOW FRAMES
- FIBERGLASS ENTRY DOORS WITH GLASS - COLOR: TUSCAN RED, NAVY BLUE, DARK GRAY.
- FIBERGLASS WINDOW ACCENT SHUTTERS - COLOR: WHITE
- DECORATIVE ARCHITECTURAL COMPOSITE MATERIAL FLOWER BOXES - COLOR: WHITE
- ENTRY DOOR AWNINGS WITH WOOD BRACKETS AND COMPOSITE TILE.
- HIGH DENSITY FOAM CORBELS AT FLOOR OVERHANGS - COLOR: WHITE

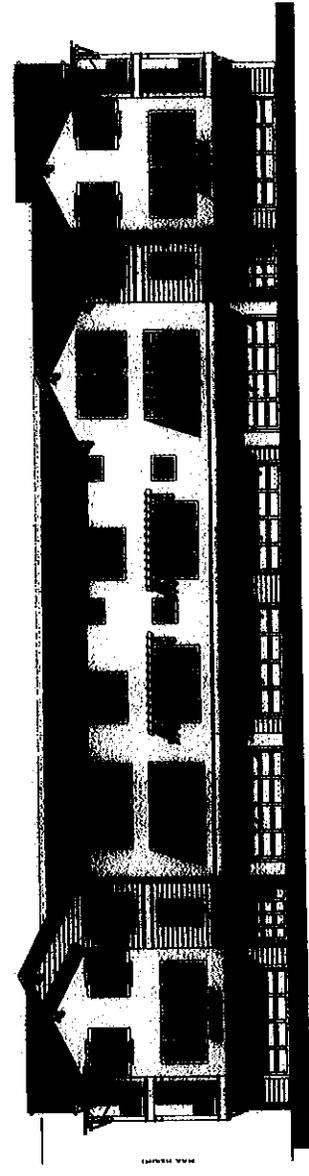
DATE: 09/08/13  
 11A, 10B & 12-02B



8 PLEX FRONT



8 PLEX SIDES



8 PLEX REAR

**ZONE 4A - SHH - SITE**  
 Newark, CA

REV: 07/23/13  
 10/26/13  
 02/26/14

DATE: 09/08/13  
 11A, 10B & 12-02B

**INTEGRAL**  
 CONSULTING  
 3142 Via del Mar, Suite 100  
 San Diego, CA 92108  
 (619) 444-1111

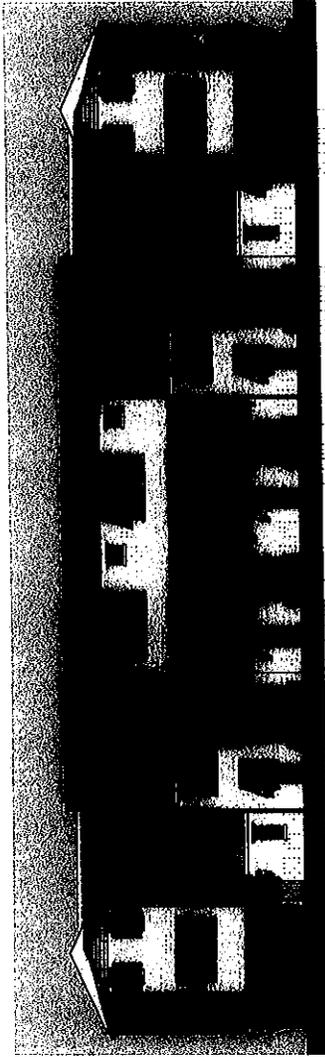
**URBAN ARENA**  
 3142 Via del Mar, Suite 100  
 San Diego, CA 92108  
 (619) 444-1111

SCALE: 1/8" = 1'-0"

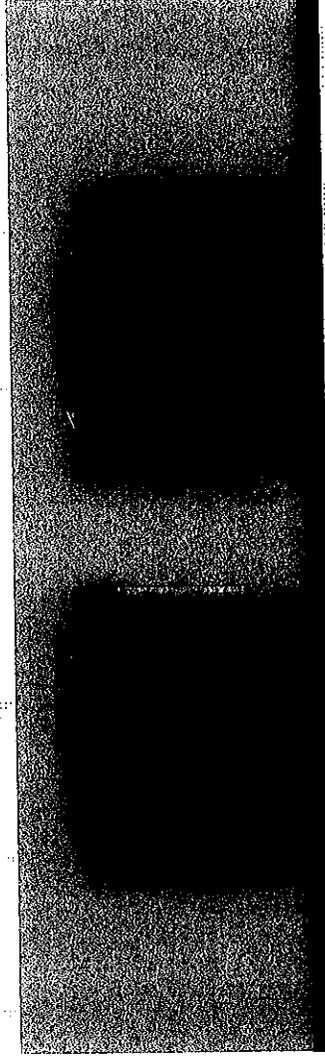
8-Plex A Agrarian Rural Elevations  
 Elevations & Perspectives

Entitlement Set  
 Sheet no.

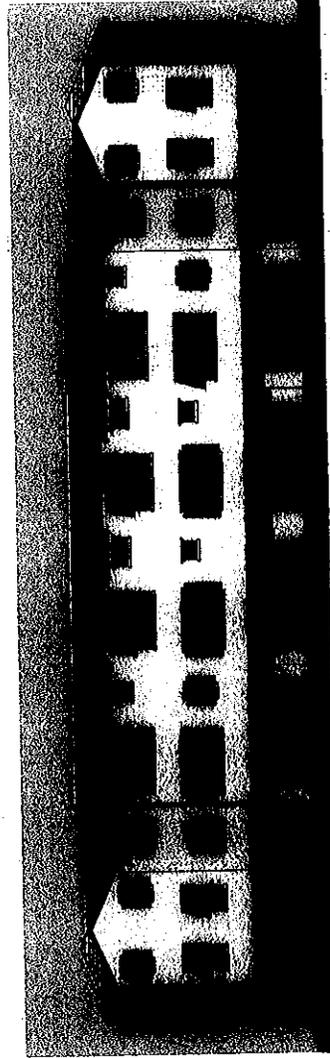
**A6.2**



8 PLEX FRONT



8 PLEX SIDES



8 PLEX REAR

REV: 07/26/13  
10/28/13  
02/26/14

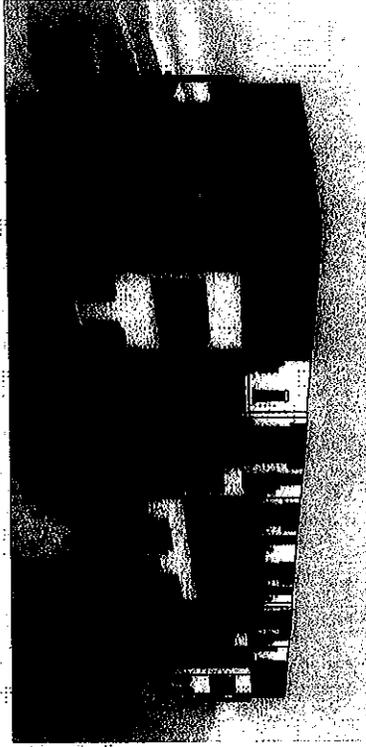
**ZONE 4A - SHH - SITE**  
Newark, CA

DATE: 07/23/13  
JOB # 15409

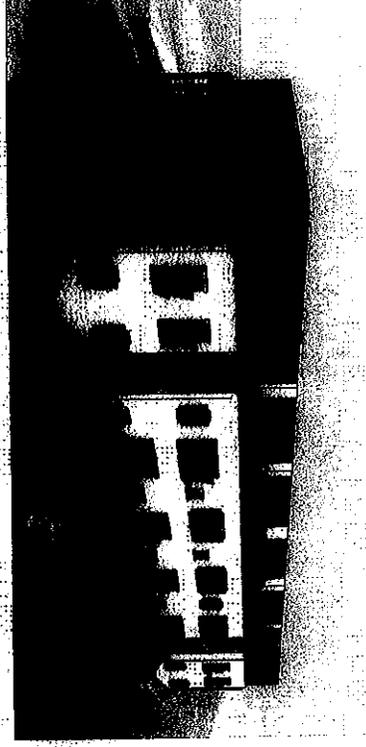
**INTEGRAL**  
COMMUNITIES  
ARCHITECTURE



**URBAN ARENA**  
444 NEWARK AVENUE, SUITE 200  
NEWARK, NJ 07102



FRONT PERSPECTIVE



REAR PERSPECTIVE

**MATERIAL LIST**

- 20/20 CEMENT PASTER EXTERIOR FINISH - COLOR: TAUPE/EGE
- THIN BRICK EXTERIOR VENEER WALL AND WAINSCOT ACCENTS - COLOR: WHITE
- 1/2" X 1/2" X 1/2" CONCRETE TILE - COLOR: TERRA COTTA
- 1/2" X 1/2" X 1/2" CONCRETE TILE - COLOR: TERRA COTTA
- HORIZONTAL CEMENT BOARD SIDING - COLOR: WHITE
- VINYL WIND SHUTTERS WITH GLASS - COLOR: WHITE
- POWDER COATED ALUMINUM AWNINGS - COLOR: WHITE, SAGE GREEN, TUSCAN RED
- FIBERGLASS WINDOW ACCENT SHUTTERS - COLOR: PASTER BLUE
- DECORATIVE ARCHITECTURAL COMPOSITE MATERIAL GUARDRAILS AT DECKS - COLOR: WHITE
- DECORATIVE ARCHITECTURAL COMPOSITE MATERIAL TIEUPS AND COLUMNS - COLOR: WHITE
- 3/4" X 1/2" X 1/2" POLYURETHANE FLOOR COVERING - COLOR: WHITE
- HIGH DENSITY FOAM CORBELS AT FLOOR OVERHANGS - COLOR: WHITE
- ENTRY DOOR AWNINGS WITH WOOD BRACKETS AND FLAT TILE.

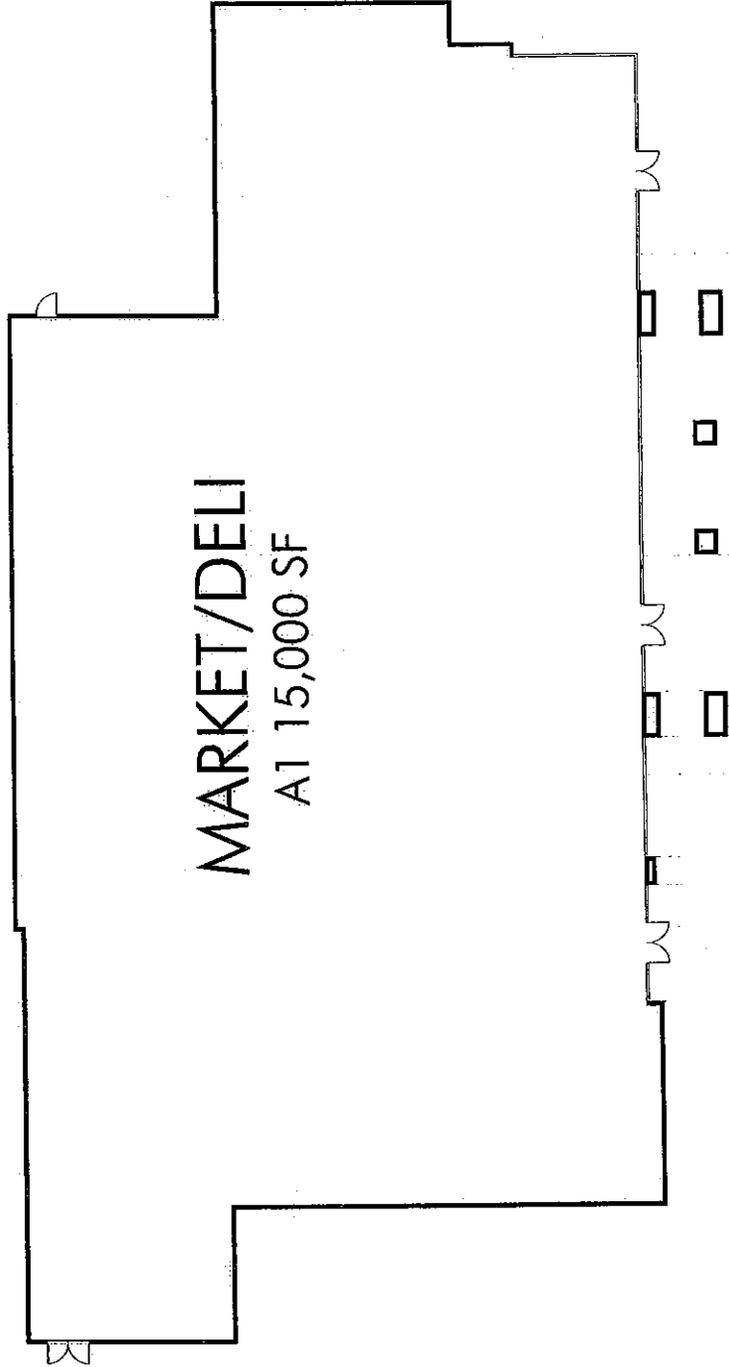
A.28

SCALE: 1/8" = 1'-0"



Enrollment Set  
Sheet No.

**8-Plex B Farmhouse Elevations  
Elevations & Perspectives A6.3**



MARKET/DELI  
A1 15,000 SF

MARKET A129



SCALE: 1/8" = 1'-0"

Enrollment Set  
Sheet no.

RETAIL-BUILDING  
FLOOR PLAN

A7.0

**URBAN  
ARENA**  
FOR THE REDEVELOPMENT OF  
THE 125,000+ SQUARE FOOT  
DOWNTOWN MARKET CENTER



**INTEGRAL  
COMMUNITIES**  
ARCHITECTURAL FIRM

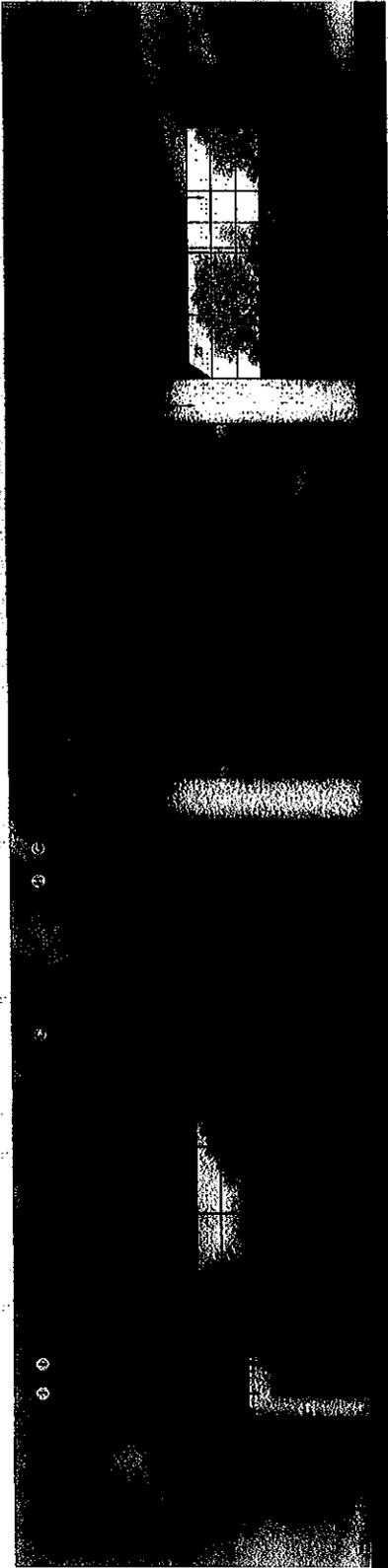
REV: 09/22/13  
10/28/13  
02/28/14

**ZONE 4A - SHH - SITE**  
Newark, CA

DATE: 09/23/13  
JOB # 13-089

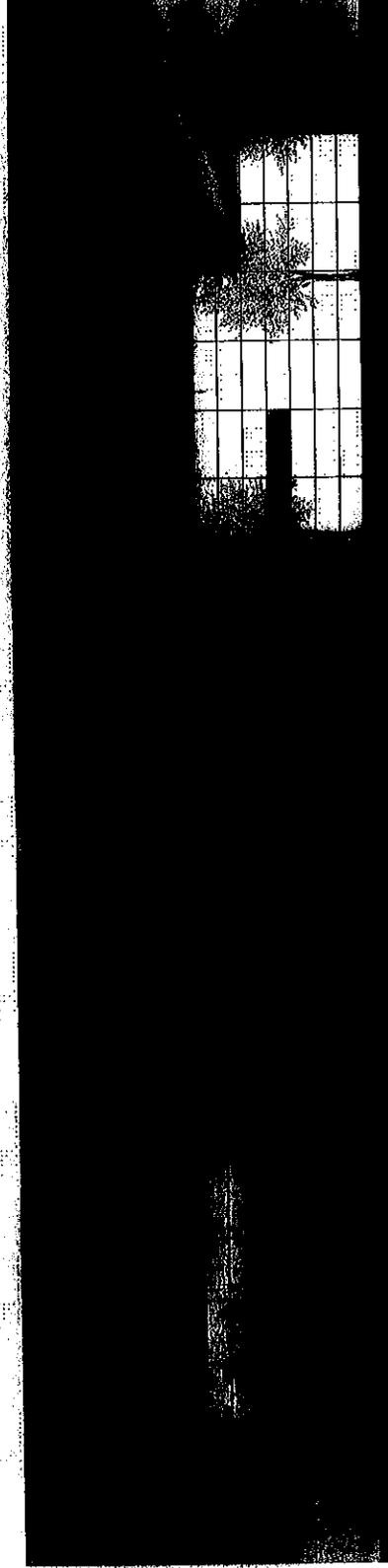
**MATERIALS**

- ① LOUVERED GLAZED WINDOW
- ② SPONGE
- ③ WOOD GRAIN
- ④ METAL STAINLESS
- ⑤ METAL COLORED FINISH
- ⑥ PAINTED WALL SYSTEM
- ⑦ METAL PANEL
- ⑧ METAL GRASS
- ⑨ METAL GLASS DOOR
- ⑩ STUCCO



**(A) SOUTH ELEVATION**

SCALE 1/8" = 1'-0"



**(B) NORTH ELEVATION**

SCALE 1/8" = 1'-0"

REV: 09/25/13  
10/28/13  
02/28/14

**ZONE 4A - SHH - SITE**  
Newark, CA  
DATE: 09/25/13  
JOB # 15408

**INTEGRAL**  
COMMUNITIES  
ARCHITECTURE

**URBAN ARENA**  
ARCHITECTURE  
1000 14th Street, Suite 100  
Berkeley, CA 94710  
Tel: 415.863.1111



RETAIL-BUILDING  
ELEVATIONS

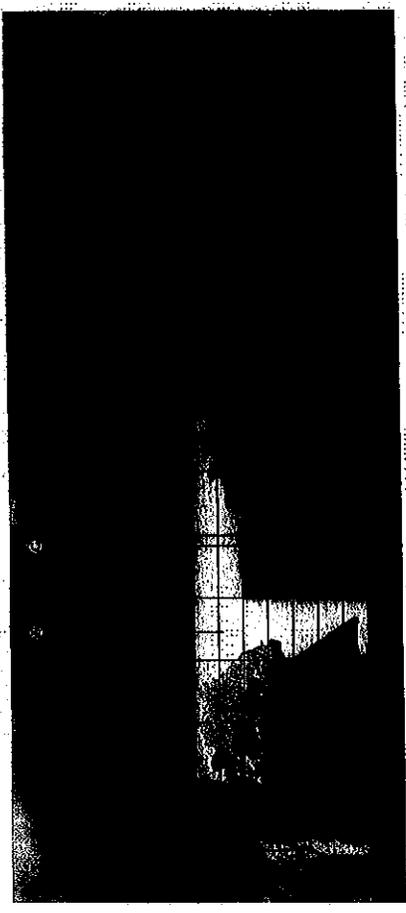
Sheet No.

**A7.1**

*Handwritten:* A7.1

**MATERIALS**

- ① SOLID CASHERY WOODS
- ② STONE TILE
- ③ WOOD CLAD
- ④ METAL STOREFRONT
- ⑤ METAL CLAD WOOD AWNINGS
- ⑥ PAVED WALL SYSTEM
- ⑦ METAL AWNING
- ⑧ METAL CLAD
- ⑨ METAL CLAD DOOR
- ⑩ STUCCO



**C EAST ELEVATION**

SCALE 1/8" = 1'-0"



**D WEST ELEVATION**

SCALE 1/8" = 1'-0"



**PERSPECTIVE AT ROUNDABOUT**



**PERSPECTIVE AT STOREFRONT**

SCALE 1/8" = 1'-0"

**URBAN ARENA**  
 URBAN ARENA ARCHITECTS  
 1000 17TH AVENUE, SUITE 100  
 DENVER, CO 80202

**INTEGRAL**  
 CONSULTANTS  
 1000 17TH AVENUE, SUITE 100  
 DENVER, CO 80202

REV: 09/23/13  
 10/28/13  
 02/28/14

**ZONE 4A - SHH - SITE**  
 Newark, CA  
 DATE: 09/03/13  
 UA JOB # 13-089

**RETAIL-BUILDING ELEVATIONS & PERSPECTIVES A7.2**

Enrollment Set  
 Sheet no.

**DATE: A.3**