

MEMORANDUM OF UNDERSTANDING FOR
BAY FAIR BART TRANSIT VILLAGE TRANSIT-ORIENTED DEVELOPMENT SPECIFIC
PLAN

This Memorandum of Understanding (“MOU”) is entered into this ____ day of _____, 2014, by and between the City of San Leandro (hereafter referred to as “City”), the San Francisco Bay Area Rapid Transit District (hereafter referred to as “BART”), Alameda County (hereafter referred to as “County”), and Madison Marquette (hereafter referred to as “MM”), collectively referred to as the “Parties,” to cooperatively pursue preparation of a Bay Fair BART Transit Village Transit-Oriented Development (“TOD”) Specific Plan (“Specific Plan”).

RECITALS

- A. The 2002 San Leandro General Plan (“General Plan”) promotes the revitalization of the area in and around the Bayfair Center mall in San Leandro and calls for “introducing new and compatible uses, including new shops, services, community facilities, restaurants, entertainment venues, and offices.” The General Plan also recommends actions including:
 - i. Improvements to the East 14th Street area near the Bayfair Center mall to create a more attractive, unique and inviting destination;
 - ii. Well designed and safer pathways from the Bay Fair BART Station to the Bayfair Center mall for pedestrians, bicyclists and public transit riders; and
 - iii. Coordination with BART and Alameda-Contra Costa Transit District (“AC Transit”) to ensure efficient, accessible, safe, and affordable services and facilities.
- B. The City is currently in the process of updating the General Plan, which is expected to be completed in Spring 2016. The City anticipates being able to incorporate key themes and issues from the Specific Plan into the updated General Plan.
- C. The focal points of the Specific Plan are the Bay Fair BART Station, Bay Fair BART Station parking lot and the Bayfair Center mall, which is owned by MM. The Project Area is located primarily within San Leandro city limits, with the exception of the southeastern portion of the Bay Fair BART Station property which is located in unincorporated Alameda County. The County is interested in developing its portion of the project area (parking lot) to be consistent with the Eden Area General Plan, which designates this parcel as High Density Residential with General Commercial as a secondary use in support of future Transit-Oriented Development at this BART Station.
- D. In 2006, the California Department of Transportation (“Caltrans”) awarded BART a Community-Based Transportation grant to conduct a station area study at the Bay Fair BART

Station. BART, the City, the County, Caltrans, AC Transit and MM cooperated on a community oriented process to create the Bay Fair BART Station Transit-Oriented Development and Access Plan (“TOD and Access Plan”), which was completed in March 2007.

- E. In 2008, BART received a Regional Measure 2 Safe Routes to Transit (SR2T) grant from the Metropolitan Transportation Commission (“MTC”) to create a plan focusing on improving personal safety and security in and around the Bay Fair BART Station (“SR2T Plan”). The SR2T Plan, which was completed in 2009, recommended and prioritized capital projects for both short-term and long-term implementation, with some improvements to be incorporated in future development. Several recommendations in the SR2T Plan have been implemented.
- F. In May 2014, MTC awarded the City an MTC Priority Development Area (“PDA”) Planning Grant (“PDA Grant”) in the amount of \$440,000, with the understanding that the City would contribute \$50,000 (including \$10,000 in in-kind City staff hours), and BART and MM would each contribute \$15,000 in matching funds. The County is also contributing \$12,000 of in-kind staff time to this project for a total local match amount of \$92,000. Key local partners, and Parties to this agreement, working with the City towards the successful implementation of a Specific Plan under the PDA Grant are BART, MM, and the County. In addition to the Parties to this MOU, AC Transit and the Alameda County Transportation Commission (“ACTC”) are key local partners working with the City towards successful implementation of a Specific Plan under the PDA Grant.
- G. For purposes of this MOU, the “Project Area” is defined as generally the area bounded by East 14th St. to the north, the BART tracks and Coelho Drive to the south, Hesperian Blvd. to the west and Bayfair Drive to the east (see Exhibit A).
- H. The general objectives identified for the Specific Plan are as follows:
- Articulate and quantify the future potential of the Bay Fair Transit Village area to transform it into a vibrant TOD area.
 - Develop comprehensive land use policies with a detailed land use map and circulation and access plan.
 - Enhance greater connectivity to the Bay Fair BART Station and nearby AC Transit stops.
 - Complete a detailed analysis of City and County selected opportunity sites to provide more specific guidance for future development.
 - Develop a program for implementing the land use policies such as supportive zoning changes, development standards, design guidelines, parking strategies, a marketing program, and other viable development incentives.

- Identify priorities for public transit, bicycle and pedestrian enhancements as well as necessary roadway, parking and streetscape improvements to support and attract public and private investment.
- I. The updated General Plan, TOD and Access Plan, and the SR2T Plan will be taken into consideration in the preparation of the Specific Plan.
 - J. At the conclusion of the Specific Plan process, the City will consider certification of an Environmental Impact Report (“EIR”), and adoption of the Specific Plan and any proposed General Plan Amendments and Zoning Code amendments.

AGREEMENT

In consideration of the foregoing, and for other valuable consideration which is hereby acknowledged, the Parties hereby agree to the following:

1. The Parties agree to work collaboratively towards the development and adoption of the Specific Plan for the Project Area. The Specific Plan will articulate a vision and quantify the future potential of the area for housing, commercial, retail and other appropriate TOD land uses. In addition, it will address the need for improved public safety, economic development, and improvements to public transit and circulation, bicycle and pedestrian facilities. The Specific Plan will include a program for implementation.
2. The City will be the lead agency for the purpose of developing and adopting the Specific Plan and completing an environmental review document for CEQA compliance. BART and County will be identified as responsible agencies under CEQA.
3. The Parties shall provide direction to the development of the Specific Plan, including:
 - Selecting a consultant team to prepare the Specific Plan and EIR.
 - Reviewing and commenting on the consultant team’s final scope of work.
 - Selecting members of all committees formed to support the preparation of the Specific Plan and EIR.
 - Interaction with the community in support of the Specific Plan.
 - Reviewing and commenting on draft documents produced during the Specific Plan process.
4. The Parties agree that the Specific Plan process will include, but not be limited to, the following deliverables:
 - PDA Profile
 - Community Involvement Strategy
 - Market Demand Analysis

- Alternatives Analysis
 - Affordable Housing and Anti-Displacement Strategy
 - Multi-modal Access and Connectivity, including Transportation Demand Management
 - Pedestrian-friendly Design/Placemaking and Accessible Design Guidelines
 - Parking Analysis
 - Infrastructure Development and Budget
 - Implementation Plan and Financing Strategy
 - California Environmental Quality Act (CEQA) Environmental Document
 - Preliminary Draft Specific Plan including Zoning Code amendments (and General Plan amendments if required)
 - Public Review Draft Specific Plan
 - Final Specific Plan and Implementation
5. The Parties will collaborate on identifying proposed and appropriate land uses for all property in the Project Area.
 6. BART, the County, and MM will provide timely access to (and copies of) existing plans and surveys of their property within the Project Area to the City.
 7. BART and MM will each contribute \$15,000 towards the local match requirement in the PDA Grant to fund the development of the Specific Plan as follows. BART and MM shall each contribute \$7,500 upon completion of each of the following two deliverables: Priority Development Area Profile and Preliminary Draft Specific Plan. Payment will be made within thirty (30) days of receipt of an invoice from the City, made by check payable to the City. The City shall be released from its obligations under this MOU if it does not timely receive the payments from BART and MM as specified in this paragraph 7.
 8. The Parties agree to continue working cooperatively towards the development of the Specific Plan, including obtaining approvals, if applicable, from the respective governing bodies or authorized representative. Nothing in this MOU, however, shall be interpreted to require that the Parties' governing bodies commit, in advance, to approving any aspect of the Specific Plan, including, but not limited to, certification of the EIR.
 9. Nothing in this MOU is intended to, nor does, waive any regulatory authority of the Parties.
 10. The Parties shall each appoint a Project Manager and any formal contacts and any notice given pursuant to this MOU will be given in writing, via electronic mail, facsimile, or department letterhead, addressed to recipient as follows:

For City:

Tom Liao
Deputy Community Development Director
Community Development Department
City of San Leandro
835 East 14th St., San Leandro, CA 94577
Phone: 510-577-6003
Email: tliao@sanleandro.org

For BART:

Hannah Lindelof
Senior Planner
BART Planning and Development
San Francisco Bay Area Rapid Transit
300 Lakeside Drive, 21st Floor
Oakland, CA 94612
Phone: (510) 464-6426
Email: hlindel@bart.gov

For County:

Cindy Horvath
Senior Transportation Planner
Alameda County Community Development Agency
224 W. Winton Avenue, Suite 111
Hayward, CA 94544
Phone: 510.670.6511
Email: cindy.horvath@acgov.org

For MM:

Pamela White
Vice President, Development Services
Madison Marquette Retail Services
909 Montgomery St, Suite 200
San Francisco, CA 94133
Phone: 415-277-6828
Email: Pam.White@MadisonMarquette.com

Any party to this MOU may change the name or address of representatives for purpose of this Notice paragraph by providing written notice to all other Parties at least ten (10) business days before the change is effective.

NOW THEREFORE, the Parties have executed this MOU as of the date and the year first set forth above.

CITY OF SAN LEANDRO:

By: _____

Chris Zapata
City Manager

Approved As To Form:

Richard Pio Roda
City Attorney

**SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT:**

By: _____

Grace Crunican
General Manager

Approved As To Form:

BART Attorney

ALAMEDA COUNTY:

By: _____

Chris Baza
Director of Alameda County Community
Development Agency

Approved As To Form:

Brian Washington
Chief Assistant County Counsel

MADISON MARQUETTE:

By: _____

Pamela White
Vice President, Development Services

Approved As To Form:

Attorney

2355354.1

Exhibit A

Project Area

