Exhibit 3

Recommended Conditions of Approval for Planned Development And Site Plan Review

RECOMMENDED
CONDITIONS OF APPROVAL

PLN2013-00045; Planned Development and Site Plan Review Permit,
1333 Martinez Street
Alameda County Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2; and 75-42-2-1
Westlake Development Partners, LLC (applicant)
Chang Income Property Partnership, LP (property owner)

I. COMPLIANCE WITH APPROVED PLANS

A. The project shall comply with Exhibits A through AA, dated February 20, 2014, and Exhibit BB, dated March 14, 2014, except as hereinafter modified. (Exhibits are on file at the City of San Leandro, Community Development Department, 835 East 14th Street, San Leandro, California, 94577).

Exhibit A – Project Title and Data (Sheet G1)
Exhibit B – Site Plan Phase 1 (Sheet A1.1)
Exhibit C – Site Plan Phase 2 (Sheet A1.2)
Exhibit D – Site Plan Phase 3 (Sheet A1.3)
Exhibit E – Elevations Phases 1, 2 and 3 (Sheet A3.1)
Exhibit F – Signage Program and Parking Deck Elevations (Sheet A3.2)
Exhibit G – Elevations – Garage Options (Sheet A3.3)
Exhibit H – Enlarged Elevations (Sheet A4.1)
Exhibit I – Views and Rendered 3 Level Garage (Sheet A5.1)
Exhibit J – Views and Rendered 6 Level Garage (Sheet A5.2)
Exhibit K – Palette for Lighting, Furniture and Materials (Sheet A6.1)
Exhibit L – Civil Engineering Title Sheet Floor (Sheet C-1)
Exhibit M – Civil Engineering Overall Site Plan (Sheet C-2)
Exhibit N – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-3)
Exhibit O – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-4)
Exhibit P – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-5)
Exhibit Q – Civil Engineering Phase 2 Preliminary Site Plan (Sheet C-6)
Exhibit R– Civil Engineering Phase 3 Preliminary Site Plan (Sheet C-7)
Exhibit S – Landscape Plan Overall Phase 1 & 2 (Sheet L101)
Exhibit T – Landscape Plan Overall Phase 3 (Sheet L102)
Exhibit U – Landscape Plan Enlargement Phase 1 (Sheet L201)
Exhibit V – Landscape Plan Enlargement Phase 2 (Sheet L202)
Exhibit W – Landscape Plan Enlargement Phase 3 (Sheet L203)
Exhibit X – Plant Palette (Sheet L301)
Exhibit Y – Plant List (Sheet L302)
Exhibit Z – Landscape Features (Sheet L401)
Exhibit AA – Landscape Sections (Sheet L402)
Exhibit BB – Partial Site Plan Phase 3 - Public Space (Sheet SK-006-1)

B. The developer shall be responsible for assuring that any successor in interest who assumes responsibility for this zoning approval is informed of its terms and conditions.

II. PERMITTED USE

A. This is an approval for a Planned Development and Site Plan Review to develop an Office/Technology Campus with up to a maximum of 500,000 square feet of office and other related uses located in multiple buildings on the 7.3-acre project site that encompasses four separate parcels, identified as 1333 Martinez Street. The development will occur in three phases which includes five to six-story technology-focused office buildings and related site improvements such as on-site and off-site landscaping, bike path, pedestrian path, and utilities; surface parking for the development of Phase 1 while future phases will require the construction of a multi-level parking structure. Alameda County Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1.

B. No application for amendment of the application or Conditions of Approval may be submitted or accepted for processing by the city unless (i) there is full compliance with all other legally binding documents regulating development on the property; and (ii) there is full compliance with all terms of the application and Conditions of Approval, or (iii) the Community Development Director has waived compliance with the terms of the application because they are minor in content.

C. Construction of the project shall remain in substantial compliance with the approved exhibits and plans. Any change to the project design, materials or colors shall be subject to the review and approval of the Community Development Director who may administratively approve minor changes, or for more substantial changes, require review by the Planning Commission and City Council as a modification to the Planned Development.

III. ADDITIONAL PLAN SUBMITTALS

A. Prior to issuance of building permits, the developer shall submit final details and specifications to the bicycle and pedestrian path including, but not limited to: ground markings, ground patterns, symbols, posted signs, pedestrian area and bicycle riding area, and shall be subject to the review and approval of the Engineering and Transportation Director.

B. Prior to issuance of building permits for each building and the parking structure, the developer shall submit final exterior architectural elevations, details and specifications including, but not limited to: materials, colors and finishes for the review and approval of the Community Development Director.

C. Prior to issuance of building permits, the developer shall submit final landscape and irrigation plans for the review and approval of the Community Development Director. The plans shall include such details as, 1) tree size, species and location; 2) shrubs and groundcovers; 3) installation specifications, including tree staking; 4) irrigation details; 5) water conservation techniques; and 6) maintenance programs. Final landscape and irrigation plans shall conform to the Water Efficient Landscape Ordinance as codified in

Article 19 of the San Leandro Zoning Code. **In addition, the developer shall work with City staff to produce a landscape plan and plantings for the east edge of the parking structure so it shall be well landscaped to create a striking sense of place and a strong identity for the elements of the site that face the BART station.** ***(Added by the Planning Commission on February 20, 2014.).***

D. Prior to issuance of building permits, the developer shall submit final details and specifications for any freestanding or exterior trash enclosure structures. Said details and specifications shall be designed to blend in and complement the office building or parking structure, to the satisfaction of the Community Development Director.

E. Prior to issuance of building permits, the developer shall submit final plans and details for site lighting (including submittal of a photometric study) for the review and approval of the Community Development Director. The plans and details shall show location, height, decorative features, and construction details showing materials and finishes to be used for construction. No site lighting may spill offsite.

F. The Developer shall work with the City, and occupants of the project, to reduce car trips and encourage use of alternate modes of transportation, including but not limited to ~~one~~ **two** or more of the following (1) providing employee transit pass subsidy, (2) including bike storage in the project, (3) including showers and lockers for bike riders in the project, (4) requiring tenants to designate staff as Transportation Demand Management (TDM) coordinator and (5) implementing carpooling programs and car sharing. Developer shall develop a TDM Program or Plan for each phase to the satisfaction of the Community Development Director and Engineering and Transportation Director no later than the issuance of the first certificate of occupancy for Phase 1 improvements. ***(Amended by the Planning Commission on February 20, 2014.).***

IV. MITIGATION OF ENVIRONMENTAL IMPACTS

A. All mitigation measures indicated in the Mitigated Negative Declaration shall be included and are hereby incorporated as Conditions of Approval. Said mitigation measures are also listed in the Mitigation Monitoring Plan and the developer shall comply with and implement all provisions of said Mitigation Monitoring Plan.

1. **Mitigation Measure #1:** The applicant shall cooperate with the appropriate regional, state and federal agencies to implement the regional Clean Air Plan and enforce air quality standards in compliance with General Plan Policy 31.01.

2. **Mitigation Measure #2:** The applicant shall promote strategies that help improve air quality by reducing the necessity of driving, such as programs for carpooling and vanpooling, better provisions for bicyclists and pedestrians, and implementing mixed use and higher density development around transit stations in compliance with General Plan Policy 31.02.

3. **Mitigation Measure #3:** The applicant shall conduct pre-construction surveys for the presence of nesting birds within each of the project sites. The project applicant shall retain a qualified biologist to conduct a pre-construction breeding-season survey (approximately February 1 through August 31) to determine if any

birds are nesting on or directly adjacent to the project area. The survey shall be conducted during the same calendar year that construction is planned to begin. If no nesting birds are found, no further action would be required.

If nesting birds are found within the trees on or directly adjacent to the project area, the project applicant shall avoid all birds nest sites located in the project area during the breeding season (approximately February 1 through August 31), or until it is determined by a qualified biologist that all young have fully fledged (left the nest). If the construction cannot be delayed, avoidance shall include the establishment of a non-disturbance buffer zone around the nest site. The size of the buffer zone will be determined in consultation with the CDFG. The buffer zone shall be delineated by highly visible temporary construction fencing, and shall remain in place until it is determined by a qualified biologist that all young have fully fledged (left the nest).

4. **Mitigation Measure #4:** The applicant shall cease any grading or construction activities and shall consult with appropriate representatives of the Native American Heritage Commission if human remains are discovered, in accordance with State Law and Section 7050.5 of the Health and Safety Code, Section 15064.5 (e) of the State CEQA Guidelines and Section 5097.98 of the Public Resources Code.

5. **Mitigation Measure #5:** The City of San Leandro has incorporated the 2012 International Building Code into its municipal building code (Title 7, Chapter 7-5). The project applicant would be required to comply with all applicable State and City regulations to address potential geologic hazards associated with the proposed project, including ground shaking and liquefaction. Geotechnical and seismic design criteria must conform to engineering recommendations in accordance with the seismic requirements of the 2013 San Leandro Building Code. Additionally, because the project site is in a liquefaction Seismic Hazard Zone, the project applicant will be required to comply with the guidelines set forth by California Geological Survey Special Publication 117.

6. **Mitigation #6:** Applicant shall be required to excavate, remove and recompact potentially liquefiable soil. In-site ground densification, for example, compaction with vibratory probes, dynamic consolidation, compaction piles, compaction grouting, etc., shall be conducted. Ground modification techniques, such as permeation grouting, columnar jet grouting, deep soil mixing, stone columns, gravel or other drains shall be implemented, and deep foundations shall be put in place to mitigate potential liquefaction-induced settlement impacts. Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.

7. **Mitigation Measure #7:** (Subsurface Investigations)
Subsurface investigations are required prior to development of the San Leandro Downtown Tech Campus. The sampling and analysis programs will be specific to each site based on the prior uses of that site. Additional groundwater sampling and analysis program will be implemented if necessary for chemical constituents that could have migrated onto the sites from off-site upgradient sources, if

identified during due diligence. Detection limits for the analytical program will be sufficiently low to allow assessment of risks to human health under construction worker and residential exposure scenarios.

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents, a California state environmental regulatory agency will be consulted to provide its opinion on the findings of the subsurface investigations and the assessment of risk. This opinion would be sought prior to initiating construction.

8. **Mitigation Measure #8:** (Pre Development Mitigation Measures)

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents and a California state environmental regulatory agency determines that an active remedial response is warranted, the following mitigation measures listed below include methods that may be employed to mitigate unacceptable risks to human health of construction works and future residents.

Remove the impacted soil and dispose of off-Site;
Install a cap to prevent contact with the contamination;
Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
Conduct in situ bioremediation measures; or
Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures.

Remedial action plans would be approved in advance by a state environmental regulatory agency. Any cleanup or remediation would be required to meet applicable federal, state and local laws, regulations and requirements.

9. **Mitigation Measure #9:** (Risk Management Measures for Construction Phases)

The following are risk management procedures to be followed by future contractors during site preparation and construction activities. General soil management protocols are presented; as well as, protocols for managing fill soils that may be brought to the Sites during filling operations.

- Pre-Construction Planning and Notification: Prior to the start of construction activities involving below-ground work, information regarding known areas of contamination shall be provided to the contractor by the Site owner.
- Site-Specific Health and Safety Worker Requirements: Each contractor will be responsible for the health and safety of their own workers, including, but not limited to, preparation of their own health and safety plan (HSP) and injury and illness prevention plan (IIPP). The purpose of these documents is to provide general guidance to the work hazards that may be encountered during each phase of construction activities
- Contractors are also required to determine the requirements for worker training, based on the level of expected contact to soil, soil vapor, and groundwater associated with the contractor's activities and locations. The HSP shall contain provisions for limiting and monitoring chemical exposure to construction workers, chemical and non-chemical hazards, emergency procedures, and standard safety protocols. Depending upon known conditions at the time of site development, employees conducting earthwork activities at the Site may be required to complete a 40-hour HAZWOPER training course (29 CFR 1910.120 (e)), including respirator and personal protective equipment training.
- Construction Impact Mitigation Measures: During construction, measures shall be taken by contractors to minimize dust generation, storm water runoff and tracking of soil off the Sites. In addition, measures will be taken to reduce the potential for the creation of preferential pathways (vertical or horizontal) for COPCs detected at the Sites during the planned subsurface investigations of soil, soil gas and/or groundwater beneath the Sites. Construction impact mitigation measures are described below.
- Site Control: Site control procedures shall be implemented to control the flow of personnel, vehicles and materials in and out of the Sites while working in known contaminated areas. (Currently, there are no known contaminated areas.) The control measures described below will help control the spread of COPCs.
- The perimeter of the sites shall be fenced. Access and egress shall be controlled at the appropriate locations. Signs will be posted instructing visitors to sign in at the project support areas at all site entrances.
- Equipment Decontamination: Contractors whose vehicles and construction equipment contact soil that is suspected of being contaminated shall be required to clean the equipment upon leaving the contaminated area. A decontamination area will be established near the construction exit of each area. Soil will be removed from the equipment and vehicles before leaving the contaminated area. Cleaning methods used may include dry methods, such as brushing, scraping, or vacuuming. If dry methods are not effective, wet methods, such as steam cleaning or pressure-washing, should be used. The contractor will contain, manage, and collect samples of the rinse water for analytical testing by a state certified laboratory prior to appropriate disposal. Decontamination procedures shall be developed and implemented by the construction contractor to minimize the possibility that equipment releases contaminated soil onto public roadways or to on-Site areas containing "clean" cover materials or new paving.
- Personal Protective Equipment: Personal Protective Equipment (PPE) and clothing shall be used to isolate workers from COPCs and physical hazards. The

minimum level of protection for workers coming into direct contact with contaminated materials will be Level D:

- Coveralls or similar clothing,
- Reflective safety vests,
- Work gloves, as necessary,
- Steel-toed boots,
- Safety glasses, as necessary,
- Hard hat, and
- Hearing protection, as necessary.

- Dust Control: Construction operations will be conducted to minimize the creation and dispersion of dust, including the following measures:

  - Application of water while grading, excavating, and loading, as needed;
  - Limiting vehicle speeds to 15 miles per hour on unpaved portions of the Sites;
  - Minimizing drop heights while loading/unloading soil; and,
  - Soil that is suspected of being contaminated will be covered by an impermeable layer.
  - Additional dust control measures may be identified and implemented by contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork.
  - Compliance with all Bay Area Air Quality Management District rules and regulations.

  - Vertical and Horizontal Preferential Pathways: If development plans include the construction of deep foundations, the foundation of the buildings shall incorporate measures to help reduce the potential for the downward migration of contaminated groundwater. These measures shall be identified in the site-specific geotechnical investigation reports. Appropriate measures shall be implemented to reduce vapor migration through trench backfill and utility conduits. Such measures may include placement of low-permeability backfill "plugs" at intervals on-site and where utilities extend off current parcel boundaries.

  - Storm Water Pollution Controls: A storm water pollution prevention plan (SWPPP) will be required to be prepared for the site. Storm water pollution controls shall be based on best management practices (BMPs), such as those described in "Guidelines for Construction Projects" and "Erosion and Sediment Control Field Manual" published by the San Francisco Regional Water Quality Control Board.

  - Excavation De-Watering: Although not anticipated, if excavation de-watering is required, the water will be sampled and analyzed prior to pumping to evaluate discharge alternatives. The developer's environmental consultant shall collect a sample of the water for laboratory analyses for COPCs; other

analyses may be required, based on the intended disposal or re-use of the water.

- Additional Soil Management Protocols During Construction Activities: Soil with residual COPCs may be present on-site. Subsurface investigations planned for the Sites will determine the presence or absence of COPCs in soils. Once soils are tested, a Site specific soil management plan (SMP) will be prepared. At the present time, there are no known chemical source areas or areas of soil contamination on either Site. The protocols to be followed in the event that unknown areas of contamination are identified during development are described in this section.

- Procedures for Discovery of Unknown Areas of Contamination: Site development activities may result in the identification of previously unknown areas or types of contamination. Unknown conditions which may trigger contingency monitoring procedures during site development include, but are not limited to, the following**:**

    - Oily, shiny, or chemical saturated soils;
    - Soil with a significant chemical or hydrocarbon-like odor; or
    - Significantly discolored soils.

Upon the discovery of one of the conditions identified above, the contractor will conduct the contingency monitoring. Contingency monitoring, if conducted, will consist of the following steps: If unknown areas of potential discolored soils are encountered, additional analyses should be conducted for the suspected constituents to assess the actual composition of the suspected contamination. A State environmental regulatory agency should be contacted for assistance in determining if additional sampling and potential mitigation is necessary. If the encountered materials are suspected to contain volatile organic chemicals, the following contingency monitoring procedures may be followed:

Conduct contingency monitoring by taking organic vapor readings using an organic vapor meter (OVM) or an organic vapor analyzer (OVA) to screen for the presence of fuel, oil, or solvents. If the OVM/OVA indicates that an unknown area of fuel, oil, or solvents has been detected, then a State environmental regulatory agency should be notified to determine if additional sampling is appropriate prior to continuing construction in that area. OVM or equivalent screening methods will be conducted by experienced personnel only.

If an unknown area of soil contamination has been identified, and the State environmental regulatory agency requests additional characterization, the following steps will be taken**:**

- Soil samples will be collected from the identified area and analyzed for the likely COPC, depending on the suspected type of contamination. The sampling strategy will be discussed with a State environmental regulatory agency prior to the initiation of the sampling activities. Analytical results collected from the suspected source will be compared to the health-based

screening levels and results discussed with a State environmental regulatory agency. If the levels are below the relevant health-based screening levels and the State environmental regulatory agency concurs, no additional action may be necessary.

- If the soil contains COPCs at levels that exceed the relevant health-based screening levels, or if the State regulatory agency concludes that an unacceptable risk to construction worker or future residents may be present, then management measures, such as the following, will be undertaken**:**

    - Remove the impacted soil and dispose of off-Site;
    - Install a cap to prevent contact with the contamination;
    - Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
    - Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
    - Conduct in situ bioremediation measures; or
    - Implement liquid or vapor extraction measures**.**

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures. Construction activities in the specific area where the unknown conditions were identified will resume following the completion of the additional sampling activities and the implementation of any required responses.

Any cleanup or remediation shall be required to meet applicable federal, state and local laws, regulations and requirements.

- Imported Fill: To minimize the potential introduction of contaminated fill, all imported fill shall have adequate documentation so it can be verified that the fill source is appropriate for the site's intended use. Documentation shall include detailed information on previous land use of the fill source, any Phase I Environmental Site Assessments performed and the findings, and the results of any analytical testing performed. If no documentation is available or the documentation is inadequate or if no analytical testing has been performed, samples of the potential fill material shall be collected and analyzed. The analyses selected shall be based on the fill source and knowledge of the previous land use as determined by the developer's environmental consultant. The sample frequency for potential fill material shall be in accordance with that outlined in the Department of Toxic Substances Control technical document titled, "Information Advisory on Clean Imported Fill Material".

The developer's environmental consultant shall approve the use of imported fill.

10. **Mitigation Measure #10:** Prior to issuance of a grading permit, the project applicant must prepare and implement an erosion and sediment control plan (ESCP) including interim and permanent erosion and sediment control measures, and a pollutant control plan (PCP).

11. **Mitigation Measure #11:** Prior to issuance of a grading permit, the project applicant shall file the required documentation to the State Water Resources Quality Board and prepare a Storm Water Pollutant Prevention Plan (SWPPP) which will be reviewed and approved by the City Engineer. The City Engineer must conduct inspections prior to issuing a certificate of occupancy, to ensure that requirements are complied with.

12. **Mitigation Measure #12:** The applicant will comply with applicable waste discharge requirements and municipal code requirements including preparation of a SWPPP for construction activities and compliance with the Alameda Countywide Clean Water Program (ACCWP). These permit programs are designed to prevent violation of water quality standards through mitigation and control of pollutant transport in storm water runoff and infiltrating waters. The City of San Leandro Municipal Code ensures that permit conditions are met.

13. **Mitigation Measure #13:** Applicant shall be required to demonstrate adequacy of the existing storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, upgrade the storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, or meter run-off from the site so that it leaves the site at the same rate as it currently does.

14. **Mitigation Measure #14:** Applicant shall remove pollutants from storm water prior to discharging the water from the site per the current NPDES permit

15. **Mitigation Measure #15:** All commercial construction shall comply with the City's existing building codes related to sound attenuation.

16. **Mitigation Measure #16:** All construction activity shall comply with the City's Noise Ordinance (Municipal Code Chapter 4-1, Section 11) so as not to make or cause disturbing, excessive or offensive noise which causes annoyance or discomfort to persons.

17. **Mitigation Measure #17:** The minimum levels of service standards for police and fire response times shall be maintained in accordance with General Plan Policy 45.01.

18. **Mitigation Measure #18:** The applicant shall incorporate lighting, landscaping and other design features that reduce the potential for crime and facilitate rapid response to emergency calls in accordance with General Plan Policy 45.06.

19. **Mitigation Measure #19:** The significant impact at this intersection during the PM peak hour can be mitigated by restriping the eastbound approach to be two lanes, a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at LOS E during the PM peak-hour. Therefore, this impact is less than significant.

20. **Mitigation Measure #20:** The applicant shall promote the efficient use of existing water supplies through a variety of water conservation measures, including evaluating the potential for the use of recycled water for landscaping in accordance with General Plan Policy 27.02.

21. **Mitigation Measure #21:** The applicant shall conserve water through the use of such measures as low-flow plumbing fixtures and water-saving appliances in accordance with General Plan Policy 27.04.

22. **Mitigation Measure #22:** The applicant shall be required to pay its fair share of the cost of improving the water, sewer, drainage and other infrastructure systems needed to serve the development through use fees or other appropriate forms of mitigation in accordance with General Plan Policy 52.02.

23. **Mitigation Measure** #23: American Disabilities Act (ADA)–compliant Detectable Warning Devices (Truncated Domes), bike lanes, pedestrian channelization barriers and swing gates shall be installed at the Davis Street crossing (DOT#749728V). Fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

24. **Mitigation Measure** #24: ADA detectable warning devices are to be installed on all sidewalks approaches near the Davis Street crossing in the proximity of the project site (DOT#834250S). In addition, fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

25. **Mitigation Measure** #25: Improve the Alvarado Street crossing (DOT#912075T) by adding pedestrian channelization barriers and swing gates.

26. **Mitigation Measure** #26: ADA detectable warning devices are to be installed on all sidewalks approaches near the Thornton Street crossing in the proximity of the project site (DOT#834254U). In addition, parking shall be restricted within 70 feet of the railroad crossing.

27. **Mitigation Measure** #27: ADA detectable warning devices are to be installed on all sidewalks approaches near the Parrott Street crossing in the proximity of the project site (DOT#834253M). In addition, parking shall be restricted within 70 feet of the railroad crossing.

28. **Mitigation Measure** #28: Pavement markings and signage on the proximal railroad crossings are to be verified that they are in compliance with the California Manual on Uniform Traffic Control Devices.

V. BUILDING AND SAFETY SERVICES CONDITIONS

A. Prior to approval of the final building plans for building permits, the developer shall submit evidence of compliance with Title 24 Code, to the satisfaction of the Building Official.

B. Prior to approval of building permits, the developer shall submit evidence of compliance with the California Building Code related to the following accessibility requirements:

1. Accessible path of travel from nearest public bus stop to the site is required.
2. The entire site shall be made accessible.
3. Accessible path of travel is required to trash enclosures.
4. Common public areas such as recreation areas and parking areas shall be accessible as per CBC Chapter 11B.

C. The developer shall employ the engineer responsible for the structural design, or another engineer designated by the engineer responsible for the structural design, to perform structural observation in accordance with the Building Code. Structural observation means the visual observation of the structural system, for general conformance to the approved plans and specifications at significant construction stages and at completion of the structural system.

D. In addition to the inspections required by the Building Code, the developer or the engineer or architect of record acting as the developer's agent shall employ one or more special inspectors who shall provide inspections during construction as required by the California Building Code. The special inspector shall be approved by the Chief Building Official. Per City Ordinance, the City reserves the right to impose structural standards that exceed the requirements of the Uniform Building Code.

E. Final building plans submitted for building permit shall incorporate a range of water conservation measures to substantially reduce average per capita daily use. These measures shall include the use of equipment, devices and methods for plumbing fixtures and irrigation that provide for long-term efficient water use, subject to the review and approval of the Building Official.

VI. ENGINEERING & TRANSPORTATION DEPARTMENT REQUIREMENTS

A. Pursuant to Government Code Section 66020, including Section 66020 (d) (1), the City HEREBY NOTIFIES the applicant for this Project that the 90-day approval period (in which the applicant may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) will begin on the date of the conditional approval of this Project. If the applicant fails to file a protest within this 90-day period, complying with all of the requirements of Government Code Section 66020, the applicant will be legally barred from later challenging any such fees, dedications, reservations or other exactions.

B. Applicant shall submit, obtain approval, record, and pay review fees for a tract map to configure the property lines and easements as shown on the vesting tentative map and noted herein prior to issuance of building permits.

C. Applicant shall obtain an Encroachment Permit from the Engineering and Transportation Department and pay encroachment permit fees for work within the public right-of-way prior to the issuance of building permits for the project.

D. Applicant shall obtain a Grading Permit from the Engineering and Transportation Department and pay associated fees prior to obtaining a Building Permit. Applicant shall submit Erosion Control plans and a detailed maintenance plan for the post construction storm water treatment measures. Applicant shall implement all applicable items listed in the model list of source control measures, published by the Alameda Countywide Clean Water Program.

E. Applicant shall file a Notice of Intent and Storm Water Pollution Control Plan with the State Water Quality Control Board and shall comply with all requirements of the board prior to issuance of a Grading Permit by the City.

F. If the design of any site improvement requires encroachments onto neighboring properties during construction, Applicant shall submit written agreements with that property owner to the City Engineer, for review and approval, prior to approval of the building permit.

G. Applicant shall pay design review fees, permit fees, inspection fees, sewer connection fees, and any other fees charged by the City or other reviewing agencies for the review, approval, permitting and inspection of the public and private improvements.

H. Applicant shall pay the Development Fee for Street Improvements (DFSI) ~~prior to issuance of a building permit~~ **upon issuance of Certificate of Occupancy**. ~~This fee is due when the building permit is issued.~~ Fees for buildings on other phases will be determined when building permits are issued for remaining, proposed buildings. ***(Amended by the Planning Commission on February 20, 2014.).***

I. The proposed development shall comply with City ordinances, policies and regulations. All public and private site improvements shall be in accordance with the City's Design Standards, Specifications and Standard Plans unless otherwise specifically approved by the City Engineer.

J. Applicant shall have public and private site improvements designed and stamped by a civil engineer registered to practice within the State of California. Applicant shall obtain approval of the City Engineer for all on and off site improvements prior to the issuance of Building Permits for the project. All improvements within the right of way shall be per City Standards. Improvements shall be designed so that storm water does not impact pedestrian travel along sidewalks or across streets.

K. Applicant shall either demonstrate the adequacy of the existing storm drain system to handle the existing run-off from the drainage basin as well as run-off from the project, upgrade the system to handle said flow, or meter run-off from the site so that peak flows in the system do not change.

L. Applicant shall conform to City standards. The drive aisle and parking spaces must be revised to meet City standards prior to issuance of a building permit.

M. Applicant shall locate all utilities serving the site underground.

N. Applicant shall comply with the regulations and provisions contained in the City's Grading Ordinance, the City's Storm Water Pollution Prevention Permit, and the National Pollutant Discharge Elimination System (NPDES), to the satisfaction of the City Engineer. More information may be found at www.cleanwaterprogram.org.

O. Applicant shall reduce storm water pollution by implementing the following pollution source control measures:

1. Structures shall be designed to discourage the occurrence and entry of pests into buildings, thus minimizing the need for pesticides. The trash area shall be separated from the rest of the building by concrete or masonry walls so that pests that gain access to the area are less likely to access the rest of the building.
2. All storm drains shall be marked "NO DUMPING, DRAINS TO BAY"
3. All on-site storm drains shall be inspected and, if necessary, cleaned at least twice a year immediately prior to the rainy season.
4. Sidewalks and parking lots shall be swept regularly to minimize the accumulation of litter and debris. Steam cleaning or low volume pressure washing may be performed only after pre-cleaning using dry methods, spot cleaning and recovery in stained areas and removal of all mobile pollutants. Debris resulting from pressure washing shall be trapped and collected to prevent entry into the storm drain system. Wash water containing any soap, cleaning agent or degreaser shall not be discharged to the storm drain.
5. Interior floor drains and parking garage floor drains (if any) shall not be connected to the storm drain system.
6. Air conditioning condensate shall be directed to landscaped areas. Any air conditioning condensate that discharges to land without flowing to a storm drain may be subject to the requirements of the State Water Resources Control Board's (SWRCB) Statewide General Waste Discharge Requirements (WDRs) for Discharges to Land with a Low Threat to Water Quality.
7. Landscaping shall be designed to minimize irrigation and runoff, promote surface infiltration where appropriate, and minimize the use of fertilizers and pesticides that can contribute to storm water pollution.
8. Where feasible, landscaping shall be designed and operated to treat storm water runoff by incorporating elements that collect, detain, and infiltrate runoff. In areas that provide detention of water, plants that are tolerant of saturated soil conditions and prolonged exposure to water shall be specified.

9. Plant materials selected shall be appropriate to site specific characteristics such as soil type, topography, climate, amount and timing of sunlight, prevailing winds, rainfall, air movement, patterns of land use, ecological consistency and plant interactions to ensure successful establishment.
10. Selection of the plants that will require minimal pesticide use.
11. Irrigation shall be appropriate to the water requirements of the selected plants.
12. Applicant shall select pest- and disease-resistant plants.
13. Applicant shall plant a diversity of species to prevent a potential pest infestation from affecting the entire landscaping plan.
14. Applicant shall plant "insectary" plants in the landscaping to attract and keep beneficial insects.

P. Applicant shall either construct all improvements as described herein, or provide security and enter into a subdivision improvement agreement with the City specifying the time of construction of all improvements, or enter into a cooperative improvement agreement with the City specifying which party will construct the improvements and the time of performance.

Q. Applicant shall enter into an agreement or construct the following work prior to issuance of building permits: move all existing utilities from the easement (that bisects the project) to be abandoned to the easement to be created. This work shall include installation of any manholes, inlets, pull boxes, and tie in work required to provide a complete, functioning utility. The replacement sanitary sewer shall be designed with due consideration of all existing deficiencies, including those listed in the 1993 Sanitary Sewer System Capability Study and Master Plan by Montgomery Watson.

R. Applicant shall enter into an agreement to pay the overhead conversion fee, or convert the existing utilities from overhead to underground along the entire frontage of all parcels included in the map to prior to acceptance of the final map.

S. Applicant shall enter into an agreement or construct the following work prior to issuance of certificate of occupancy: remove any unused driveways or damaged driveways, sidewalk, and curb and gutter along the full property frontage and construct new City standard driveway, sidewalk, curb and gutter in place of the removed items.

T. Applicant shall enter into an agreement or construct the following work prior to acceptance of the final map: improvements on Martinez Street, West Estudillo Street, and the pedestrian paseo as shown on the plans submitted with the application or to the extent required by the City Engineer.

U. Applicant shall maintain landscaping on all lots unless they are under construction, being used for construction staging, or covered by existing vegetation.

V. Applicant shall comply with the following high standards for sanitation during construction of improvements: Garbage cans, construction dumpsters, and debris piles shall be removed on a minimum weekly basis. All food related trash items such as wrappers, cans, bottles, and food scraps shall be disposed of in closed containers only and shall be regularly removed from the site. Inspections, conducted as part of the regular construction

compliance, will be conducted to ensure compliance of the Applicant and contractors with this requirement.

VII. FENCING AND SCREENING REQUIREMENTS

A. All fencing and walls on the project site shall be structurally sound, graffiti-free and well maintained at all times.

B. Barbed or razor wire shall not be installed on any fence, wall or building on the project site.

C. Electrical transformers shall be vaulted underground. In the event that the transformer cannot be undergrounded, it shall be screened from view consistent with the access requirements of PG&E. Details for screening shall be subject to the review and approval of the Community Development Director.

D. All walls, fences, and landscaping within 25 feet of any street intersection or driveway shall be maintained at a height of not more than 36 inches above the top of the nearest adjacent curb and gutter to allow for adequate sight distance, or unless otherwise approved by the City's Transportation Engineer.

VIII. MAINTENANCE

A. The project site shall be well maintained and shall be kept free of litter, debris and weeds at all times; during construction, the site shall be well maintained and shall be kept free of litter, debris and weeds.

B. Any graffiti shall be promptly removed from building walls, perimeter soundwalls and/or fences. The developer and its successors in interest shall comply with the rules and regulations of the City's graffiti removal program and shall grant a license and right of entry as requested to enforce the terms of such program.

C. All landscaping improvements shall be maintained in a healthy, growing condition at all times.

D. During the construction phase, the site shall be enclosed with a security fence and shall be well maintained in a neat manner, free of weeds, litter and debris.

IX. CONSTRUCTION PROVISIONS

A. Construction on the project site shall not commence prior to 7:00 a.m. and shall cease by 7:00 p.m., Monday through Friday, and shall not commence prior to 8 a.m. and shall cease by 7 p.m. Saturday and Sunday, unless otherwise approved by the Chief Building Official. There shall be no construction on Federal holidays. Interior construction such as sheet rock taping and texturing, painting, tile installation and similar activity shall be permitted outside the above hours provided that construction noise shall not be detectable outside of the buildings under construction or renovation.

B. Construction activity shall not create dust, noise or safety hazards for adjacent residents and properties. Dirt and mud shall not be tracked onto Alvarado Street, Davis Street, Parrott Street or Thornton Avenue from the project site during construction. Standard construction dust control procedures, such as wetting, daily roadwashing and other maintenance functions to control emissions, shall be implemented at all times during outdoor construction. Dust generating activities such as grading, excavation, paving etc., shall be scheduled the early morning and other hours when wind speeds are low. All construction activities entailing soil disturbance shall cease when winds exceed 30 miles per hour as an hourly average.

C. The developer shall prepare a construction truck route plan that would restrict trucks to arterial streets that have sufficient pavement section to bear the heavy truck traffic, thereby minimizing noise and traffic impacts to the community. The construction truck route plan shall be reviewed and approved by the City Transportation Administrator prior to receipt of the grading permit.

D. Truck hauling activities shall be restricted to 8:00 a.m. to 5:00 p.m. There shall be no truck hauling activity on Saturdays, Sundays and Federal holidays.

E. Procedures with the highest noise potential shall be scheduled for daylight hours, when ambient noise levels are highest.

F. The contractor(s) shall be required to employ the quietest among alternative equipment or to muffle/control noise from available equipment.

G. All construction contracts shall include the following requirements: 1) Unpaved construction sites shall be sprinkled with water at least twice per day; 2) Trucks hauling construction materials shall be covered with tarpaulins or other effective covers; 3) Streets surrounding demolition and construction sites shall be swept at least once per day; and 4) Paving and planting shall be done as soon as possible. City shall charge developer, and developer shall pay, for all costs of sweeping city streets in the vicinity of the project as necessary to control dust and spillage.

H. The property shall be secured during construction with a six (6) foot tall chain link fence and any other security measures in accordance with recommendation of the San Leandro Police Department.

X. POLICE DEPARTMENT REQUIREMENTS

A. All trees planted to be mature enough and located are enough away from the sidewalk so their branches are at least 8 feet above the sidewalk area and 14 feet above the roadway.

B. All building addresses shall be placed in such a position as to be plainly visible and legible from the street. Said numbers shall contrast with their background and be visible at night. Details including number size and location shall be submitted for the review and approval of the City of San Leandro Police Department, Fire Marshal and the Community Development Director, prior to issuance of building permits. Street names shall be approved by the City of San Leandro Police Department, Fire Marshal and the

Community Development Director. Specific property addresses will be assigned by the Building Division of the Community Development Department.

XI. ENVIRONMENTAL SERVICES DIVISION REQUIRMENTS

A. The storage of hazardous materials in quantities equal to or greater than 55 gallons, 200 cubic feet or 500 pounds and generating any amount of hazardous waste requires submittal of a Hazardous Materials Business Plan (HMBP). HMBP submittal shall be completed via the Cal EPA CERS online database. Prior to issuance of a certificate of occupancy or final of a business permit, whichever occurs first, a HMBP shall be submitted to Environmental Services for the storage and use of planned hazardous materials and/or generation of hazardous waste. The plan is subject to the review and approval of Environmental Services; or

B. The storage of hazardous materials in quantities equal to or exceeding permit amounts listed in CA Fire Code Section 105, Tables 105.6.8, 105.6.10 or 105.6.20, but below HMBP quantities above or generating any amount of hazardous waste requires limited registration via the Cal EPA CERS online database. Prior to issuance of a certificate of occupancy or final of a business license, whichever occurs first, Registration shall be submitted to Environmental Services for the storage and use of planned hazardous materials and/or generation of hazardous waste. The registration is subject to the review and approval of Environmental Services.

C. All fees and charges related to Environmental Services programs shall be paid promptly in full. Failure to keep accounts current shall be grounds for revocation of the conditional use permit.

D. Discharge of anything other than rainwater to the stormwater collection system, including area drains, sidewalks, parking areas, parking garages, street curb or gutter, is strictly prohibited.

E. Container Management of Trash, Solid Waste and/or Recyclables shall be required to prevent exposure to or contamination of rainwater, creating illicit discharges or impacting receiving surface waters.

F. New or modified connections to the City's storm water collection system shall be protected from trash loading with Regional Water Quality Control Board (RWQCB) approved full trash capture methods.

G. New connections to the public stormwater collection system shall contain approved full trash capture structural Best Management Practices (BMPs).

H. The elimination of exposure of materials, processes or equipment to the maximum extent practicable is necessary to prevent contamination of rainwater. Exposures that cannot be eliminated require the use of Best Management Practices (BMPs), both engineered and policy/procedural, to prevent remaining exposures from impacting rainwater, creating illicit discharges or contaminating receiving surface waters.

I. The storage of materials, installation of processes and/or equipment outdoors may place the facility into the Industrial/Commercial Facility Stormwater program and require submittal to the Regional Water Quality Control Board a Notice of Intent (NOI) to comply with the State Wide General Industrial Facility Permit. The elimination of exposure to stormwater by relocating indoors, covering or utilizing other engineered controls is highly recommended.

J. The generation or discharge of wastewaters, other than domestic sewerage, may require a pretreatment permit for discharge to the sanitary sewer. If a permit is required, submittal of an application to the City's Environmental Services is required prior to finaling of the building permit or commencing the discharge; whichever shall occur first.

K. A Planned Development subject to installation of structural stormwater treatment BMPs per section C3 of the Municipal Regional Permit shall complete a Stormwater Structural Treatment BMP Operation & Maintenance Data Form. The form shall be submitted to the City's Engineering Division prior to finaling of the grading permit.

L. Changes to ownership, operator, maintenance contractor, Structural Treatment BMPs installed, the O&M Plan, or any other information contained in the Data Form shall be provided to the City by submittal of a revised O&M Data Form 30 days prior to the effective date of the change. Revised Data Forms shall be submitted to the Environmental Services Section.

XII. ALAMEDA COUNTY FIRE DEPARTMENT REQUIREMENTS

A. The project shall comply with the applicable Building and Fire Codes as adopted by the City of San Leandro. Site, building and fire protection system plans shall be provided for review and approval by the Fire Department. Required emergency vehicle access shall be provided on the building permit plans to the satisfaction of the Fire Department.

B. Fire hydrants and fire flow are required for the project per the California Fire Code Appendix B and C. Provide fire flow information for the site. The fire flow information is available from EBMUD.

C. Each office building shall be provided with an automatic sprinkler system. The sprinkler systems are required to be monitored by an approved supervising station.

D. A Knox box is required at the entry to each building. In the event driveway(s) are gated, a Knox key switch is required at the gate in the driveway.

E. Prior to issuance of building permits, project plans shall show that all areas on-site that are required to be marked "No Parking" and painted red, including any turnaround on the site and any required fire lanes.

XIII. GENERAL CONDITIONS

A. Prior to issuance of building permits, a lighting plan and specific street lighting details regarding location, candle power, and light levels (by submittal of a photometric study) shall be reviewed and approved by the City Engineer and Community Development Director.

B. All exterior mechanical equipment such as air conditioning/heating units and radio/television antennas shall be screened from view so as not to be visible from adjacent properties or streets to the satisfaction of the Community Development Director. This condition shall not apply to wireless cable receivers that do not exceed three feet in diameter.

C. The approvals granted by the City as a result of this application, as well as the Conditions of Approval, shall be recorded in the Office of the County Recorder of Alameda County.