APPENDIX D

TIDELANDS TRUST EXCHANGE AGREEMENT MATERIALS

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CALIFORNIA STATE

LANDS COMMISSION

EDMUND G. BROWN JR., Governor

EXECUTIVE OFFICE 100 Howe Avenue, Suite 100-South Sacramento, CA 95825-8202

CURTIS L. FOSSUM, Executive Officer (916) 574-1800 Fax (916) 574-1810 California Relay Service TDD Phone 1-800-735-2929 Voice Phone 1-800-735-2922

May 18, 2012

File Ref: AD 511

Ms. Deanna J. Santana City Administrator City of Oakland 1 Frank Ogawa Plaza, 3rd Floor Oakland, CA 94612

Dear Ms. Santana:

On April 17th, 2006, the California State Lands Commission ("Commission") approved the Oakland Army Base Title Settlement and Exchange Agreement ("Agreement") between the City of Oakland ("City") acting as a municipal corporation, the City of Oakland acting by its Board of Port Commissioners ("Port"), the Oakland Base Reuse Authority ("OBRA"), the Redevelopment Agency of the City of Oakland ("ORA"), (referred to sometimes jointly as the "Oakland Parties") and the State of California acting by and through the Commission. The Agreement was entered into pursuant to Chapter 664, Statutes of 2005. The Agreement settled conflicting title claims to the lands encompassing the former Oakland Army Base in Oakland, California. The Agreement was signed by the Governor on June 30th, 2006 and recorded in the Official Records of Alameda County as Document No. 2006301845 on August 7th, 2006.

Section 6 of the Agreement requires that the Oakland Parties shall ensure that the layout of streets within the Gateway Development Area and Port Development Area, as those areas are referred to in the Agreement, include permanent vehicular, bicycle and pedestrian access to the public trust lands within those two areas. Section 6 also requires that said access continue through those two areas to the lands adjoining the Gateway Development Area on its westerly side. Section 6 further requires that, prior to the approval by any of the Oakland Parties of a plan for the layout of one or more streets, the plan shall be submitted to the Executive Officer of the Commission for a written determination as to whether the plan meets the requirements of Section 6 of the Agreement.

The City of Oakland has submitted the attached plans via email (Attachment A) for street access in support of a determination by the Commission's Executive Officer that the layout plan meets the requirements of Section 6 of the Agreement. According

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to the information submitted, the following proposed access will be provided:

Vehicular Access (Map TT-4):

Access to the Port Development Area (Trust Parcels F-2 and G in the Agreement) will be provided from the I-80 freeway via Maritime Street, and from Maritime Street to Middle Harbor Shoreline Park. Middle Harbor Shoreline Park is also connected to Downtown Oakland via 7th Street.

Access to the Gateway Development Area (Trust Parcels F-1 and E in the Agreement) will be provided via Maritime Street to West Burma Road improvements.

Bicycle Access (Map TT-3):

Access to the Port Development Area will be provided via West Burma Road to Maritime Street to 7th Street and on to Middle Harbor Shoreline Park and points south.

Access to the Gateway Development Area will be provided via West Burma Road to the Gateway Trust Lands and on to the Bay Bridge.

Pedestrian Access (Map TT-2):

Access to the Port Development Area will be via sidewalks on West Burma Road to Maritime Street to 7th Street and on to Middle Harbor Shoreline Park and points south.

Access to the Gateway Development Area will be provided via sidewalks on West Burma Road to the Gateway Trust Lands and on to the Bay Bridge. Maritime Street to West Burma Road will provide access from the south.

Additionally, Commission staff was made aware of a possible grade level railroad crossing at West Burma Road east of the waterfront area. As the City is working with the operator to concentrate train use on this track to off-peak periods, staff does not believe this crossing will substantially interfere with the required access.

Based upon the information provided by the City, review of the proposed access improvements and discussion with the City, the Commission staff finds that the proposed plan meets the requirements of Section 6 of the Agreement.

Sincerely,

CURTIS L. FOSSUM

Executive Officer

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Attachment

cc: Patrick Cashman, City of Oakland Dianne Miller, City of Oakland Joseph Rusconi, Deputy Attorney General Bill White, Shute, Mihaly, Weinberger, LLP Eric Milstein, Senior Staff Counsel, SLC

Attachment A:

| From: | Bill White <white@smwlaw.com></white@smwlaw.com> |
|--------------|--|
| Sent: | Friday, March 23, 2012 09:45 |
| То: | Milstein, Eric@SLC |
| Cc: | Lucchesi, Jennifer@SLC; Joseph Rusconi; Wald, Mark; Rosenthal, Alix; |
| | Cashman, Pat |
| Subject: | Oakland Army Base - request for street layout consistency |
| | determination |
| Attachments: | Tidelands Trust Package - Request for Access Plan Consistency |
| | Determination.PDF |

Eric,

As you and I discussed, pursuant to of the 2006 Oakland Army Base Title Settlement and Exchange Agreement (Exchange Agreement), the City of Oakland would like to request a consistency determination for a proposed conceptual plan for the layout of streets at the former Oakland Army Base. Attached for your review is a package of drawings illustrating the conceptual plan, including certain proposed variations to the plan.

As you know, Section 6 of the Exchange Agreement requires that, prior to approving a plan for the layout of streets, the City must obtain a determination from the Executive Officer that the plan meets the access requirements of that section. Section 6 requires that the street layout include "permanent vehicular, bicycle, and pedestrian access to the Public Trust lands within [the Gateway Development Area] and through those areas to the lands adjoining the Gateway Development [A]rea on its westerly side, and will be consistent with the beneficial use of those lands." The enclosed conceptual site plans illustrate the proposed bicycle, pedestrian and vehicle circulation plan for the Army Base.

The proposed circulation plan provides for vehicular access to and through the Port Development Area from the I-80 freeway via Maritime Street, and from Maritime Street to Middle Harbor Shoreline Park and Downtown Oakland via 7th Street. Bicycle and pedestrian access will be provided through existing sidewalks and new class 1 bike paths on those streets. (Note – as shown on map TT-6, the City is considering a reconfiguration of the Maritime/7th Street intersection to include a new overpass; the pedestrian and bicycle improvements would be retained in the overpass option.) Bicycle and pedestrian access will not be provided to the Port's waterfront cargo area because such access would be inconsistent with the Port's use of those lands, but such access to the waterfront will be available via 7th Street (to Middle Harbor Shoreline Park) and West Burma Road (to the proposed Gateway Park).

From Maritime Street, West Burma Road will provide vehicular access to the Gateway Development Area, running through that area to the adjoining property to the west of the Gateway Development Area. The trust lands along the Gateway Development Area waterfront are separated from Burma Road by a rail spur, preventing direct vehicular access. However, the property is accessible on foot around the terminus of the rail spur at the westernmost end of the Gateway Development Area. The City's plan provides for a new pedestrian trail linking Burma Road to the Gateway waterfront at that location. The property abutting the Gateway Development Area to the west (also known as the "spit") is presently owned by the Army and is to be acquired by the East Bay Regional Park District (EBRPD) as part of the proposed Gateway Park project. The Gateway Park project is being planned by the Gateway Park Working Group, a consortium of nine agencies (City, the Port, EBRPD, the Bay Area Toll Authority (BATA), Caltrans, BCDC, CTC, EBMUD, and ABAG's Bay Trail Project) working to develop a world-class park at the foot of the new Bay Bridge touchdown. Gateway Park is also planned to include the Caltrans maintenance yard abutting Burma Road to the north (the maintenance yard is being relocated further east). The planning process for Gateway Park is ongoing, but vehicular access to the Park would be provided via West Burma Road, with public parking to be located either at the Caltrans yard property, the EBRPD property, or both. That parking would serve visitors to the portion of the Gateway Development Area trust property that will be improved for public access and incorporated into Gateway Park.

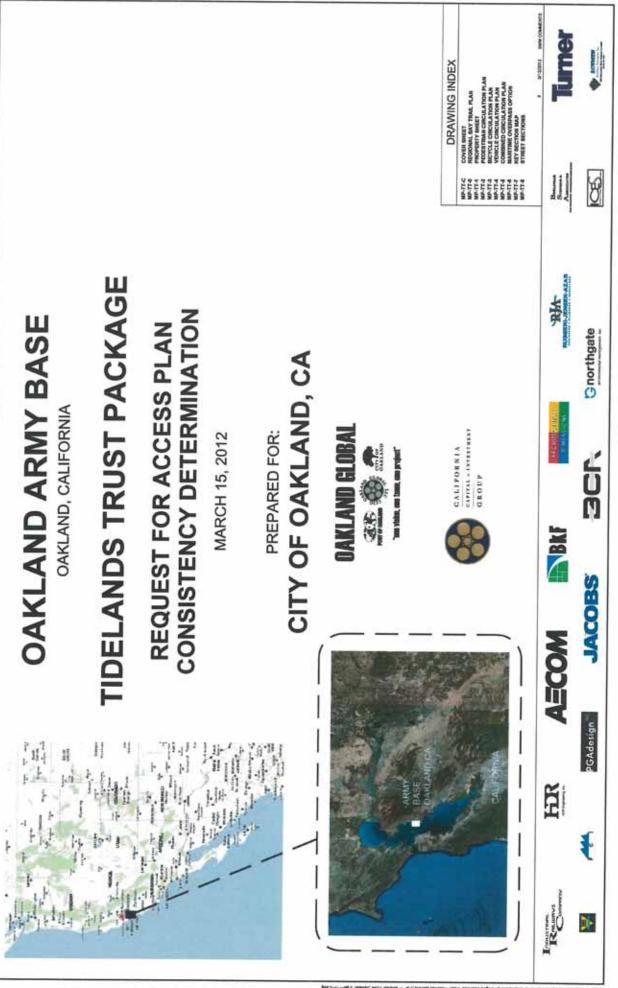
The City and Port are presently considering two options for the use of the trust property along the Gateway Development Area waterfront. The "Working Waterfront" option would utilize most of the waterfront for commodity and break bulk cargo operations, reserving the westernmost portion of the waterfront for open space use. The "R&D/Open Space" option would not include cargo uses and would extend the open space to include the entire Gateway waterfront. Under either option, a pedestrian trail at the western end of Burma Road would provide the access to the waterfront. If the City adopts the research and development option, public access will be extended to include the remainder of the waterfront.

Access to the Gateway waterfront will also be available to cyclists and pedestrians without motorized vehicles. The access plan includes a new sidewalk on West Burma Road that will provide a continuous pedestrian access from the waterfront to Maritime Street and other points in the City and along the harbor. Pedestrian access will also link Burma Road to the Bay Bridge (and to Yerba Buena Island) via an access way through Gateway Park to be built as a major component of Gateway Park. Bicycle access to Gateway Park will also be provided along West Burma Road, through a combination of a new class 1 bike path and a class 3 bike route. As with pedestrian access, the bicycle access will be linked to the Bay Bridge, via a class 1 bike path through Gateway Park. The bicycle and pedestrian access improvements will complete a significant undeveloped segment of the Bay Trail (see map TT-0) and will provide a critical link in the regional trail system.

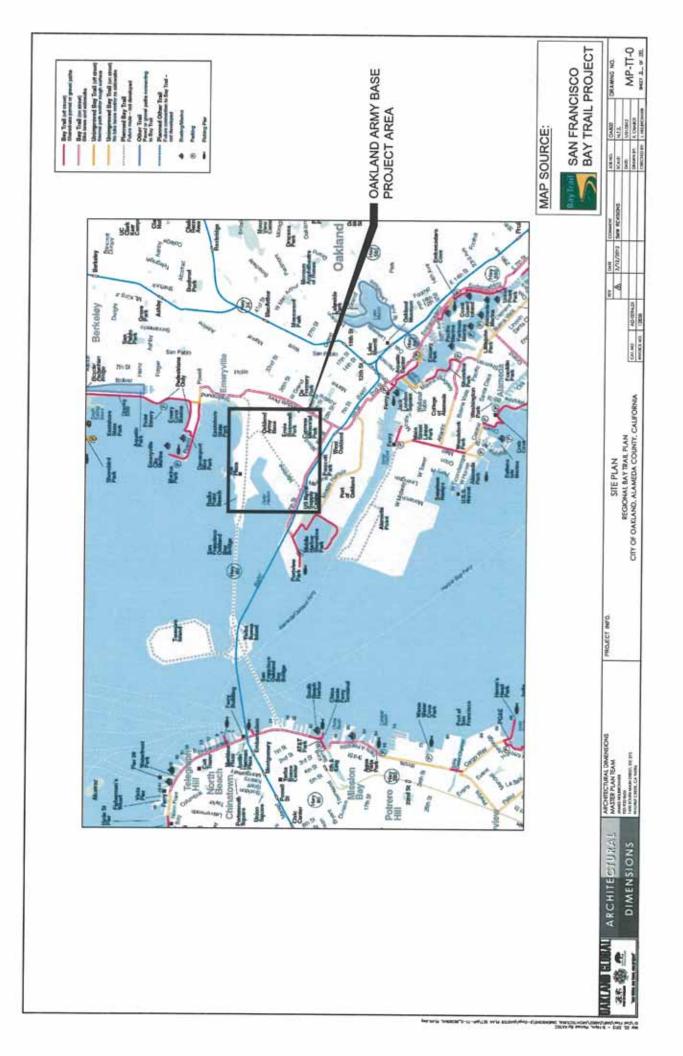
For these reasons, the City requests a written determination from the Executive Officer that the City's adoption of an access plan in substantial conformance with the proposed plan (including the Maritime overpass option, the North Gateway variants, the Working Waterfront and R&D/Open Space options, and other variants to the plan shown or described on the attached maps) is consistent with Section 6 of the Exchange Agreement.

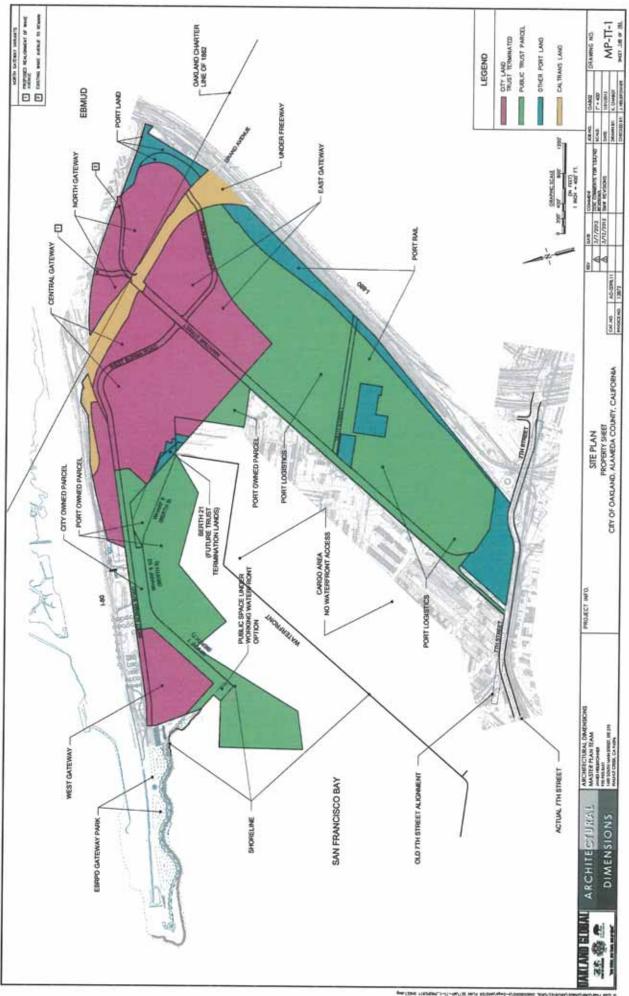
Under the current schedule, the City Council staff is planning on bringing the project to the City Council in mid May of this year. Accordingly, we are hoping to discuss the access plan with you and questions or concerns you may have in early April. At your earliest convenience, please let me know your availability for a meeting or call in the first two weeks of April.

We appreciate your time and consideration. Regards. Shute, Mihaly, & Weinberger LLP 396 Hayes Street San Francisco, CA 94102 TEL: (415) 552-7272 FAX: (415) 552-5816

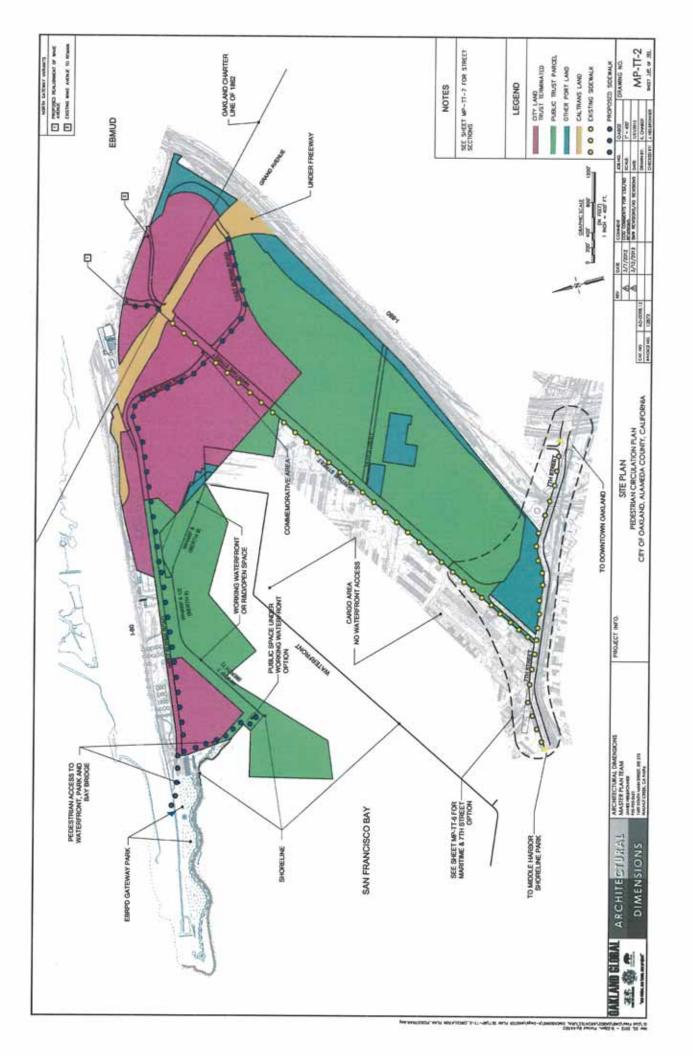


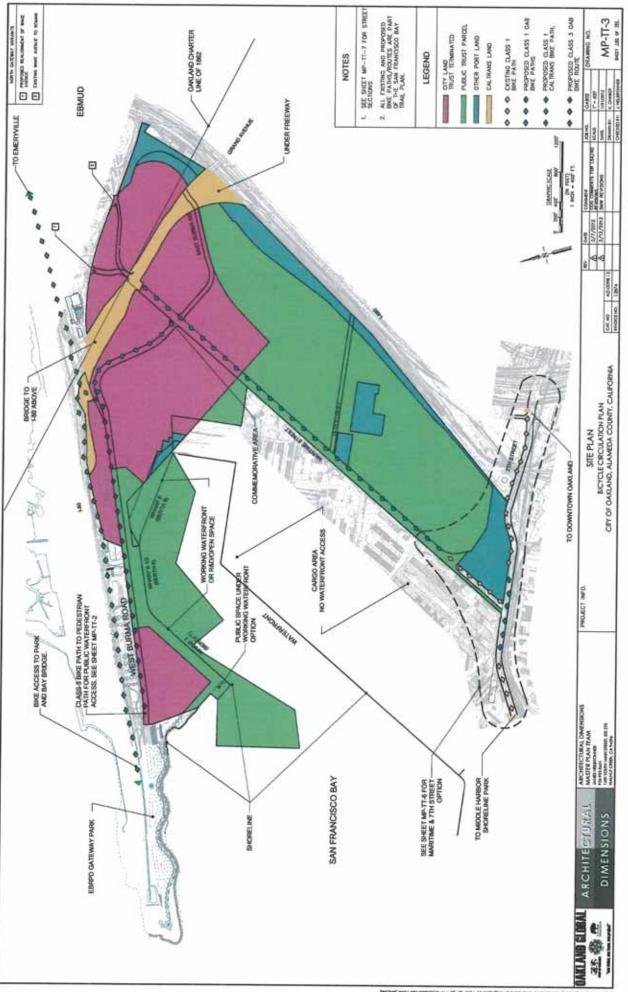
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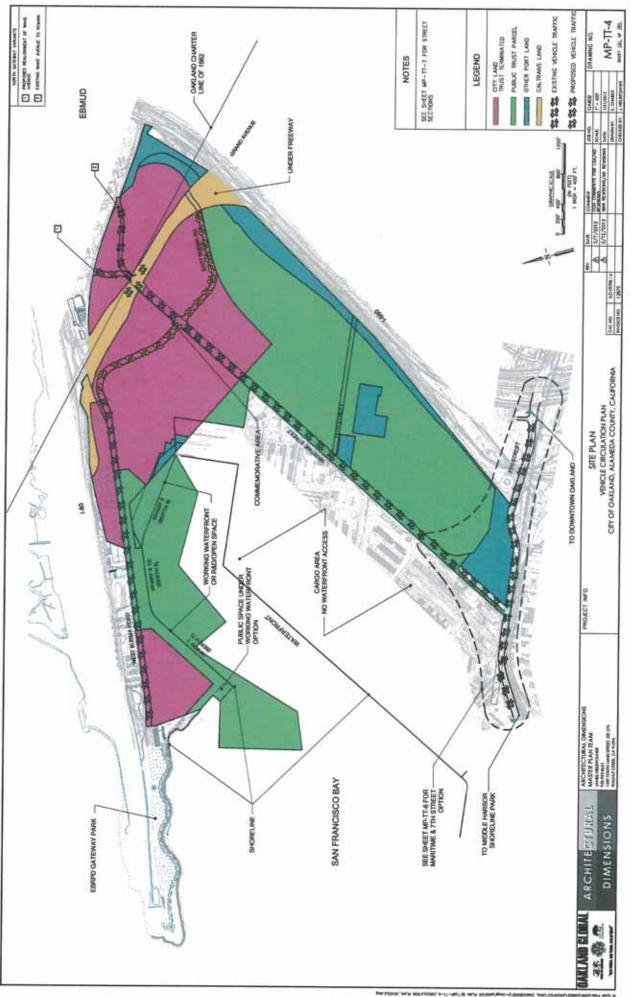




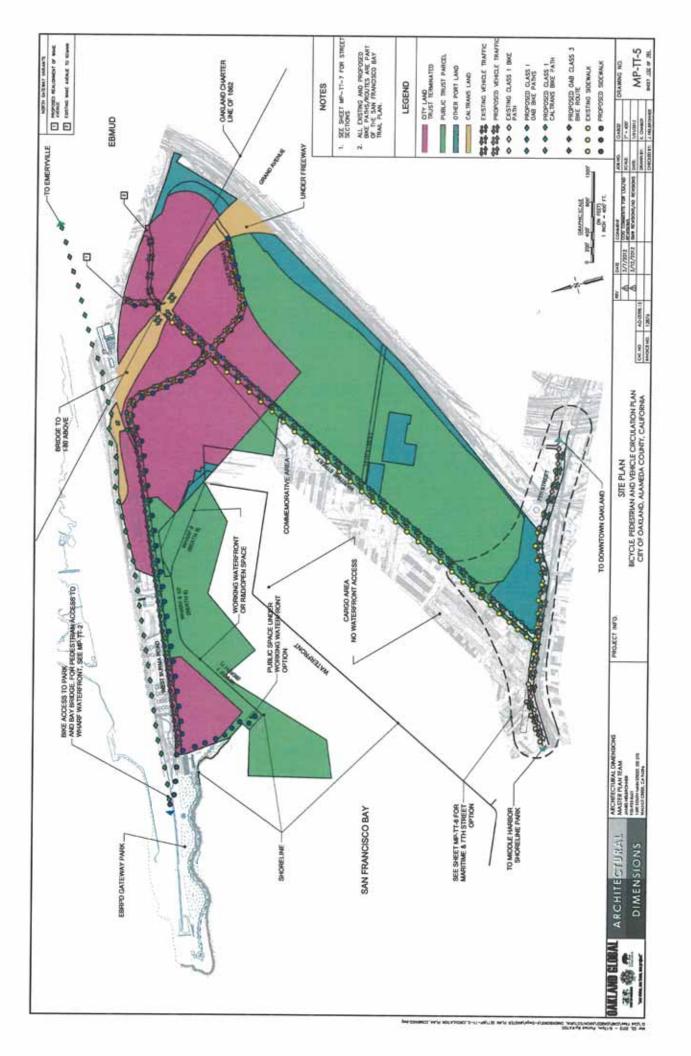
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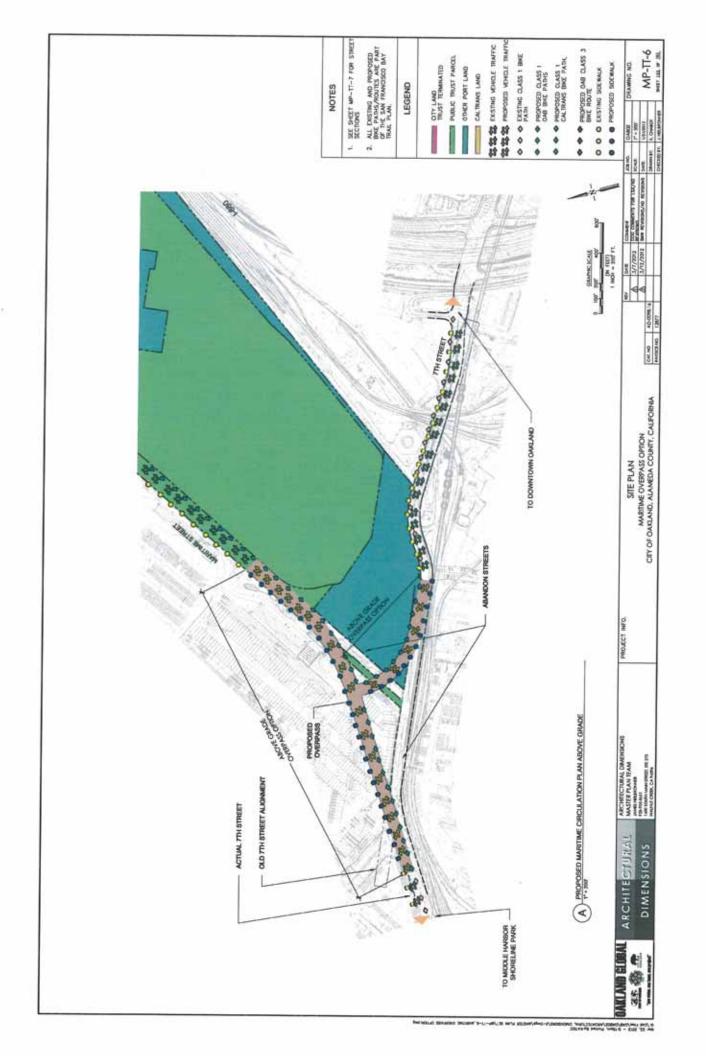


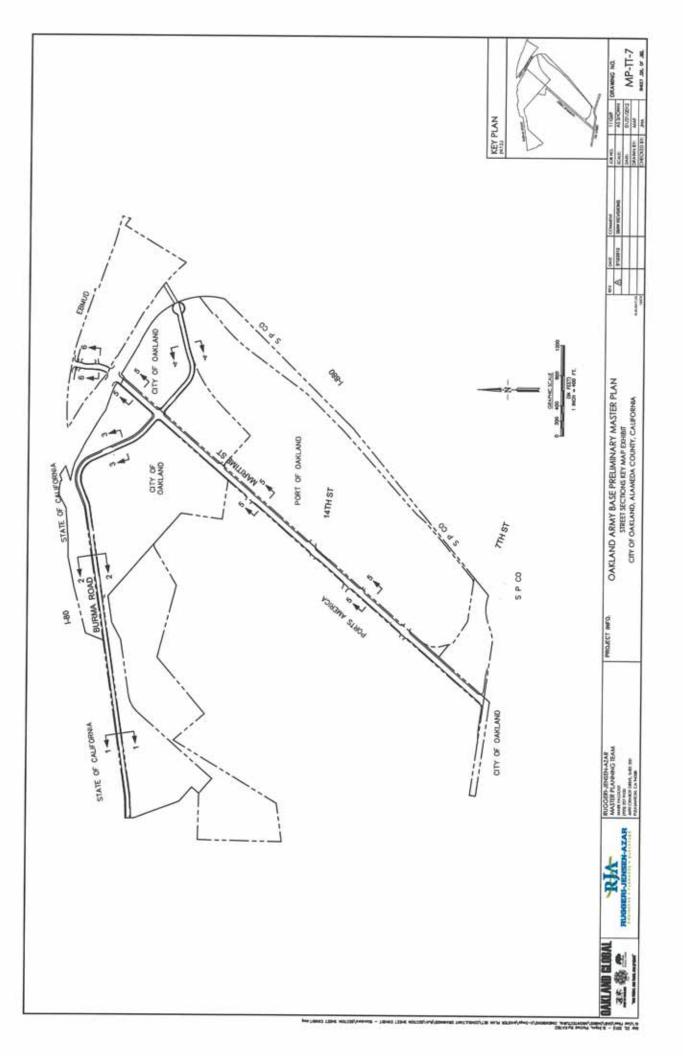


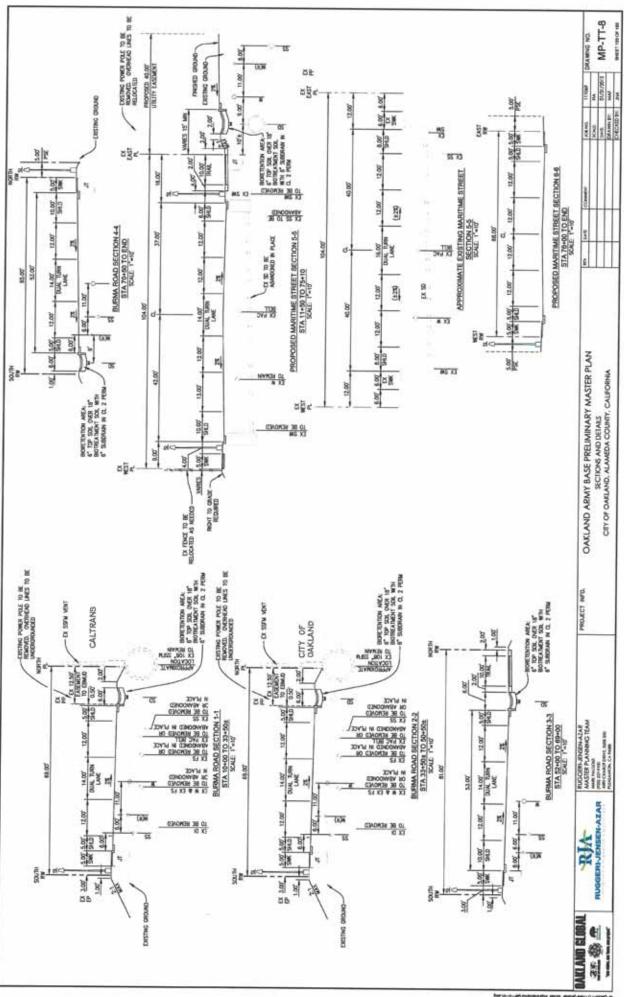


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DRAWING INDEX

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PROPERTY SHEET

KEY SECTION MAP STREET SECTIONS

REGIONAL BAY TRAIL PLAN

BICYCLE CIRCULATION PLAN

VEHICLE CIRCULATION PLAN

COMBINED CIRCULATION PLAN

MARITIME OVERPASS OPTION

PEDESTRIAN CIRCULATION PLAN

MP-TT-C MP-TT-0 MP-TT-1 MP-TT-2 MP-TT-3 MP-TT-4 MP-TT-5 MP-TT-6 MP-TT-7 MP-TT-8

3 3/12/2012 SMW COMMENTS



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Building Enterprise, Inc. 1853 MacArthur Blvd. Oakland, CA 94602 (510) 530-3029



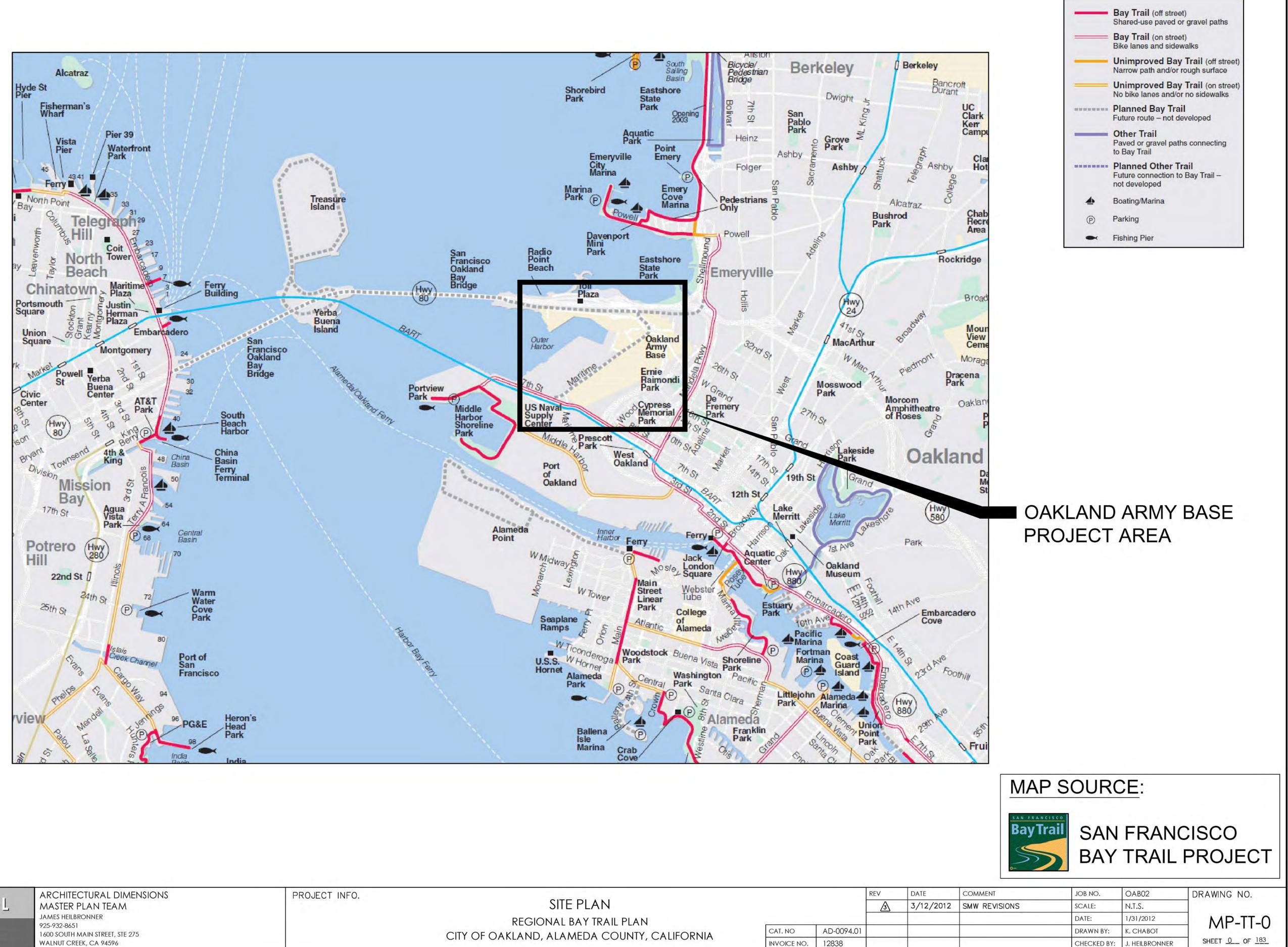


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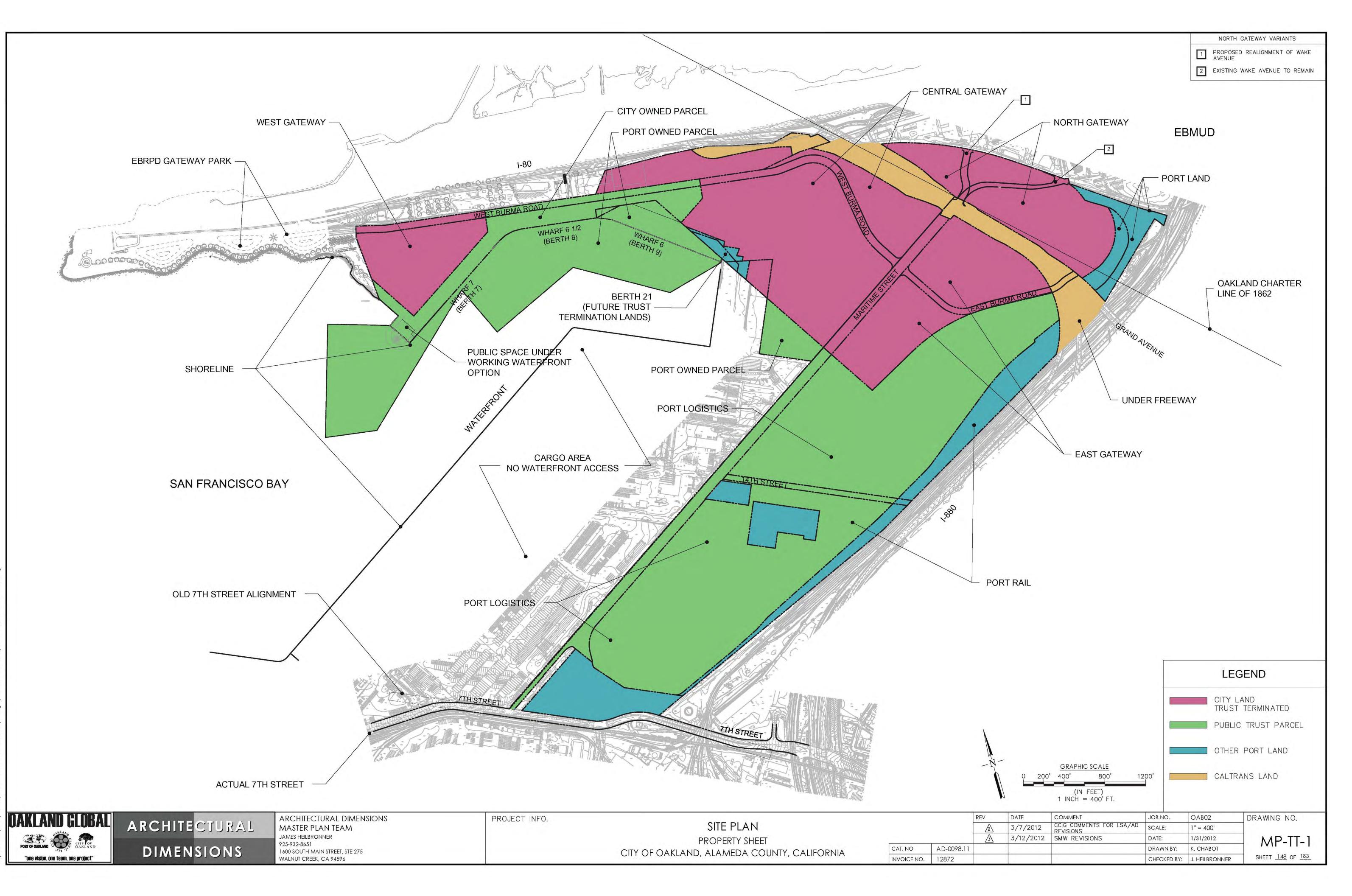
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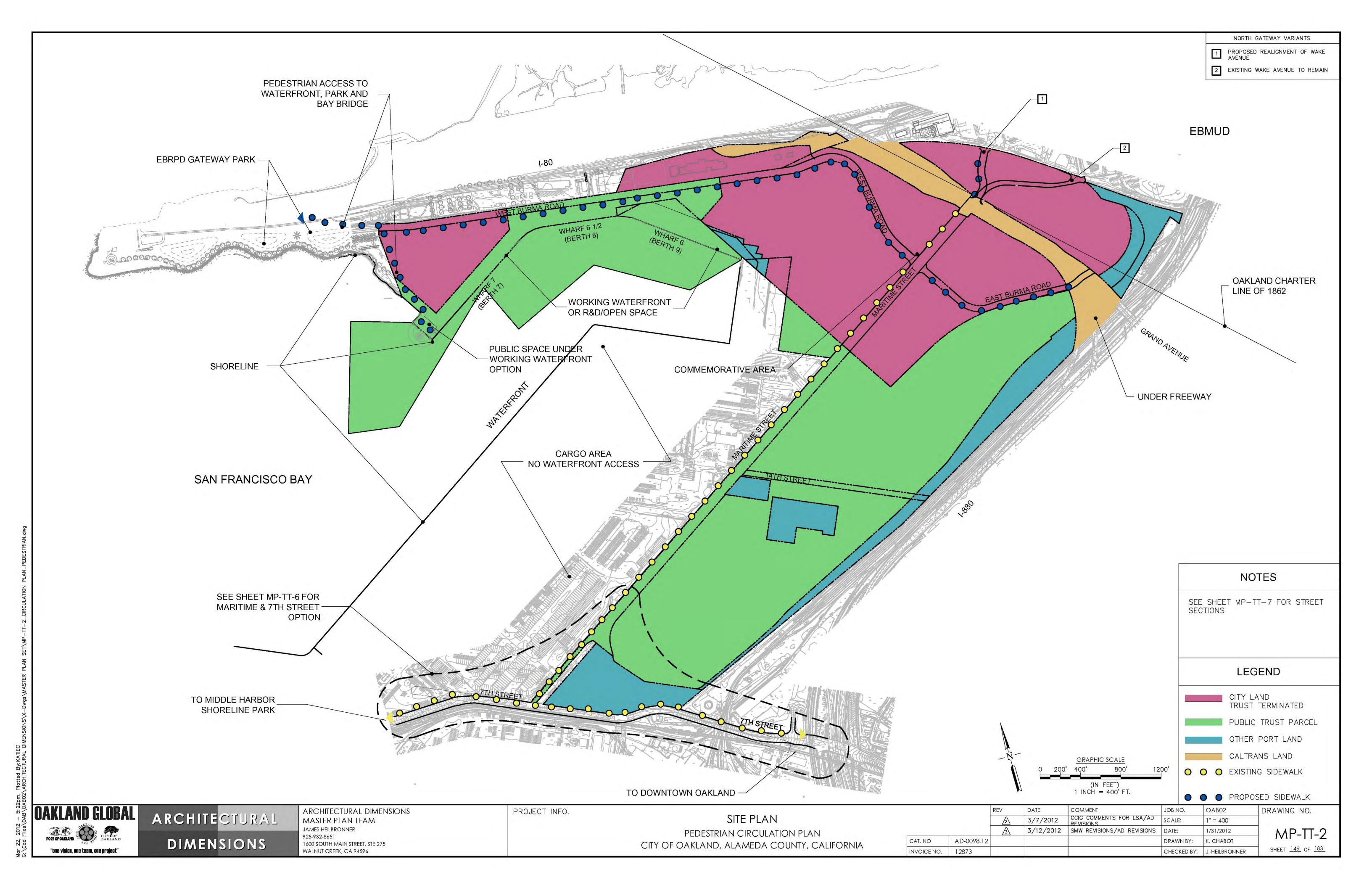


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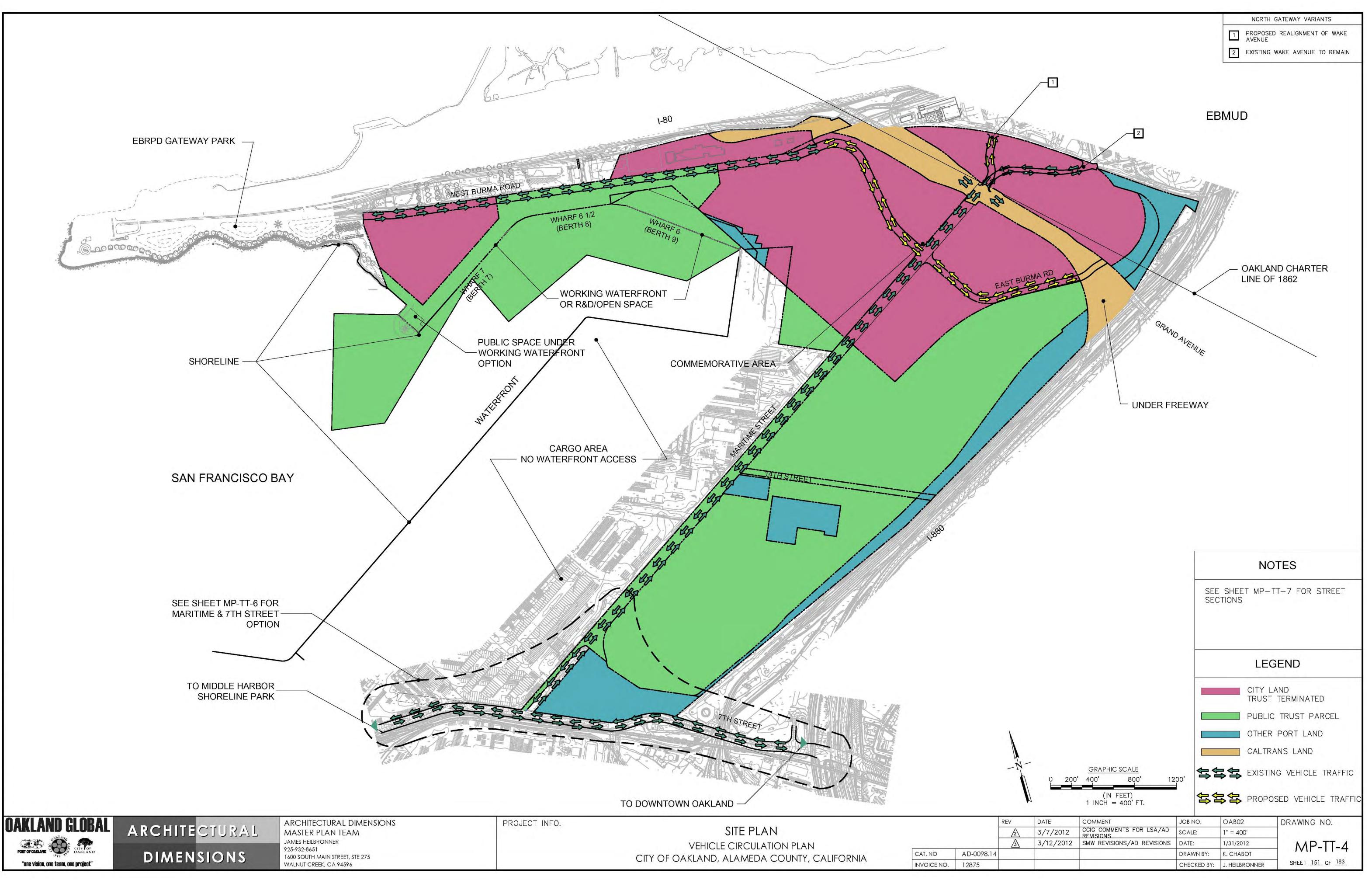
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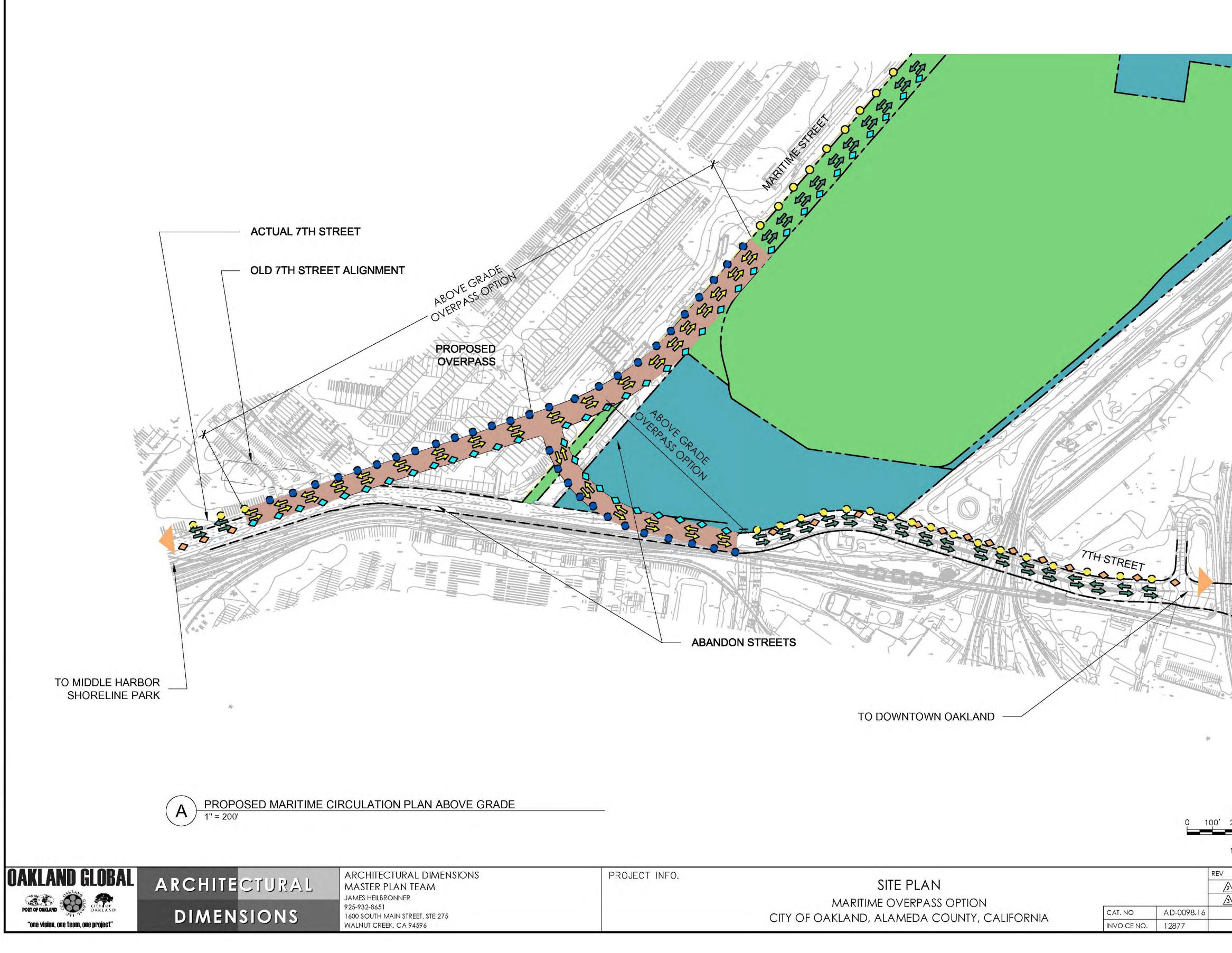




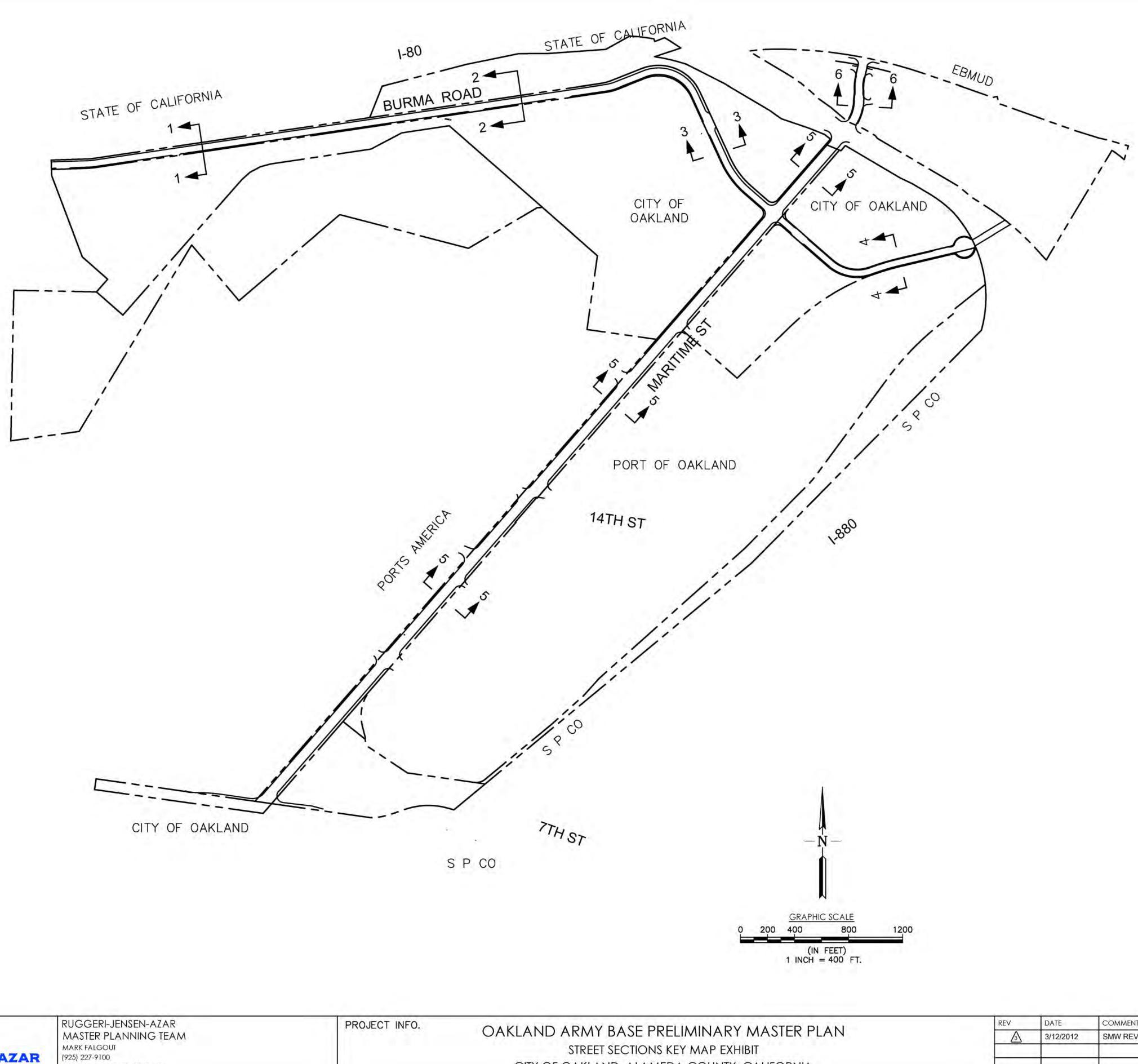


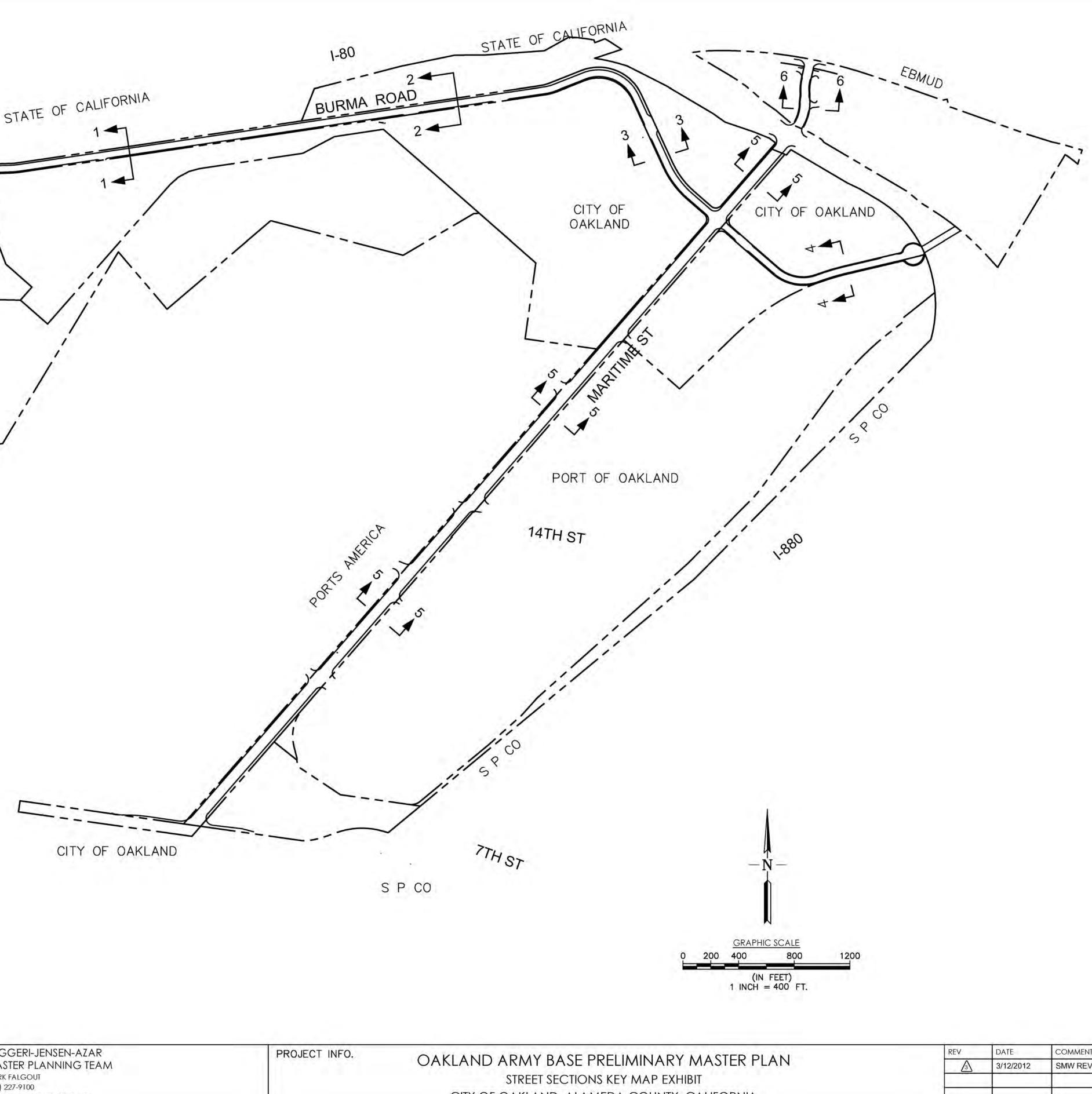


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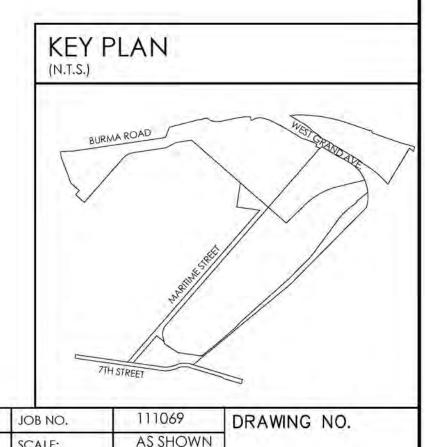
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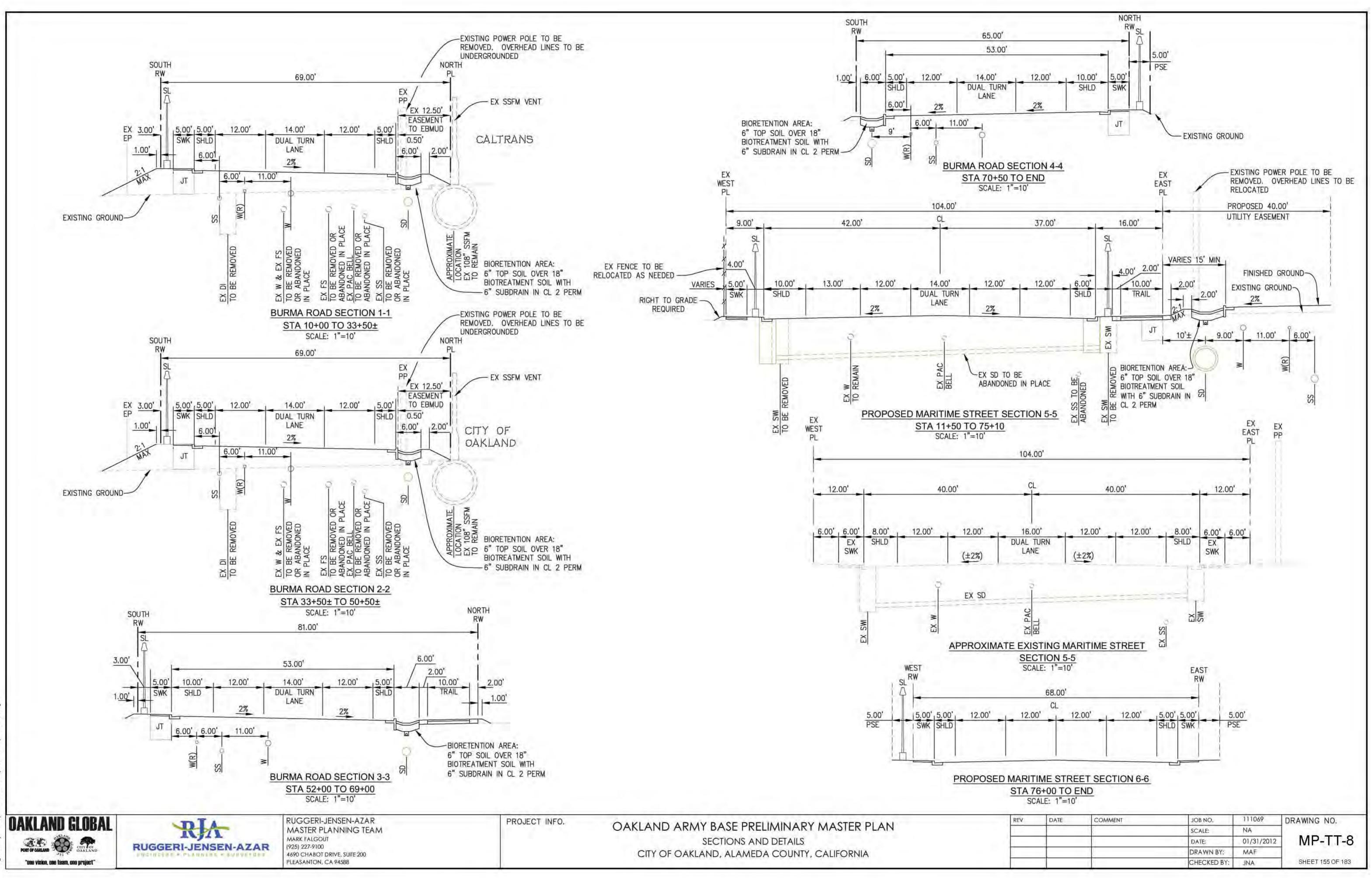
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