



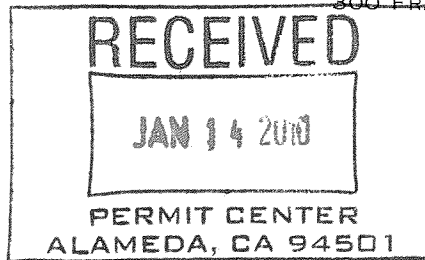
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January 14, 2010

Ms. Ann Marie Gallant
Interim City Manager
City of Alameda
2263 Santa Clara Avenue, Room 320
Alameda, CA 94501-4477

Re: Submittal of "Optional Entitlement Application" by SCC Alameda Point LLC pursuant to the Alameda Point Exclusive Negotiation Agreement by and among the City of Alameda, the Community Improvement Commission of the City of Alameda ("CIC") the Alameda Reuse and Redevelopment Authority ("ARRA"), and SCC Alameda Point LLC dated July 18, 2007, as amended (the "ENA").

Dear Ms. Gallant:

Pursuant to Section 3.2.5.2 of the Second Amendment to the ENA, SCC Alameda Point LLC ("Developer") is expressly authorized by the City, the ARRA and the CIC to submit an "Optional Entitlement Application" to the City for entitlement of Alameda Point. Developer's Optional Entitlement Application is attached. The components of this Application are specified in Section 1 below.

The development plan we are submitting today is the same plan that is on the ballot on February 2, 2010. The scope of development is the same; the number of residential units and non-residential building square footage and other provisions of the plan have not been modified. The public benefits and amenities are the same. The Alameda Point Sports Complex, the Seaplane Lagoon Park and other parks, a new ferry terminal and transit hub, a new library and other public benefits contained in the ballot initiative are all provided.

As required by the ENA, this application seeks approval of the development plan utilizing MX Zoning, rather than utilizing a Specific Plan. As such, the application includes a Master Plan (together with a zoning amendment to MX Zoning) in lieu of the Specific Plan (and Specific Plan rezoning) that is included with the initiative. The main body of the Master Plan submitted today is identical to the Specific Plan submitted with the initiative. It is, however, modified where required to delete references to the Specific Plan and state laws applicable to specific plans, and where necessary to include references and procedural mechanisms appropriate to a master plan.

In addition, we are today submitting an alternative application seeking adoption of Specific Plan zoning and the Specific Plan contained in the initiative in lieu of the Master Plan approach described in the ENA. This Specific Plan is identical to the Specific Plan contained in the ballot initiative.

The remainder of this letter is divided into four sections. Section 1 of this letter describes the scope and contents of the application. Section 2 describes the application for Master Plan and the alternative application for Specific Plan. Section 3 addresses the proposed development plan within the context of the City Charter. Section 4 addresses compliance with the California Environmental Quality Act.

Section 1. Scope and Contents of Application

The Developer's application consists of the following materials (unless otherwise stated, each item below is applicable to each of the Master Plan and Specific Plan submittals):

Tab No.	Reference	Purpose of Submittal
	This Cover Letter	Describes the Optional Entitlement Application.
A.	Application Form	Provides basic information about the applicant and the nature of the application.
B.	Legal Description of Property	Describes the real property that is the subject of this application.
C.	General Plan Text Amendments	Requests an amendment to the text of the City's General Plan. Master Plan and Specific Plan alternatives are offered.
D.1	General Plan Map Amendments for AP-X (Master Plan)	Requests that the City Council amend the City's General Plan Map to "Alameda Point Mixed Use" ("AP-X").
D.2	General Plan Map Amendments for AP-SP (Specific Plan)	Requests that the City Council amend the City's General Plan Map to "Alameda Point Specific Plan" ("AP-SP").
E.	Revised Chapter 9, "Alameda West"	Requests that the City Council amend Chapter 9 of the City's General Plan to remove the Alameda Point Project Area.

Tab No.	Reference	Purpose of Submittal
E.1	Revision Figures for Master Plan Application	Modifies Figures in Chapter 9 to remove Alameda Point.
E.2	Revised Figures for Specific Plan Application	Modifies figures in Chapter 9 to remove Alameda Point.
F.	New Chapter 11, Alameda Point Community Plan	Requests that the City Council adopt the attached Alameda Point Community Plan. Master Plan and Specific Plan alternatives are offered.
G.1	Zoning Text Amendment (MX Zoning)	Requests an amendment to the text of the City's Zoning Ordinance rezoning Alameda Point to Mixed – Use Planned Development District Ordinance ("MX") and seeking additional amendments.
G.2	Zoning Text Amendment (AP-SP)	Requests an amendment to the text of the City's Zoning Ordinance rezoning Alameda Point to Alameda Point Specific Plan and seeking additional amendments.
H.1	Zoning Map Amendment (MX)	Requests the City Council amend the City's Zoning Map to reflect the rezoning of Alameda Point to MX Zoning.
H.2	Zoning Map Amendment (AP-SP)	Requests the City Council amend the City's Zoning Map to reflect the rezoning of Alameda Point to Specific Plan.
I.	Master Plan	Developer submits a Master Plan as required by the ENA. This would be adopted if "MX" zoning is adopted for Alameda Point.
J.	MX Zoning and Master Plan Compliance Table	The attached table demonstrates the completeness of the Developer's application for a Master Plan and shows how each element of the MX, Mixed-Use Planned Development District Ordinance is satisfied by text and figures in the Master Plan and elsewhere in this application.
K.	Development Plan	Developer submits a Development Plan, including a Site Plan, a Plot Plan, and a Development Schedule as required by the MX zoning ordinance.
L.	Comparative Density	Developer submits a Comparative Density Analysis to

Tab No.	Reference	Purpose of Submittal
	Analysis	demonstrate physical suitability of the proposed project under MX zoning.
M.	Qualifications of Development Team	Attached to demonstrate qualifications of development team pursuant to MX zoning ordinance requirements.
N.	Development Agreement	Requests approval of a Development Agreement. The proposed form of Development Agreement is attached.
O.	Specific Plan	Developer submits an Alameda Point Specific Plan as an alternative to the Master Plan. This would be adopted if AP-SP zoning is adopted for Alameda Point.
P.	Charter Amendment	See Section 3 of this letter.
Q.	Check(s) payable to the City of Alameda	Two checks made payable to the City of Alameda are included with this package to pay the initial application fees. Copies of these checks are attached together with a chart indicating the purposes for which these amounts are paid pursuant to the City's published fee schedule.

Section 2. Specific Plan and Master Plan Alternatives

The entitlement packages with a Master Plan or Specific Plan as the core entitlement are virtually identical, as shown in the following table:

Master Plan Core Entitlement Package	Specific Plan Core Entitlement Package
General Plan Text Amendment	General Plan Text Amendment
General Plan Map Amendments	General Plan Map Amendments
Adopt Chapter 9, "Alameda West"	Adopt Chapter 9, "Alameda West"
Alameda Point Community Plan	Alameda Point Community Plan
Adopt MX Zoning Text Amendment	Adopt AP-SP Zoning Text Amendment
MX Zoning Map Amendment	AP-SP Zoning Map Amendment
Master Plan	Specific Pan
Development Plan Site Plan	N/A
Development Agreement	Development Agreement
Charter Amendment (see below)	Charter Amendment (see below)

Ms. Ann Marie Gallant
City of Alameda
January 14, 2010
Page 5

Where necessary, each attachment provides the directions as to how the proposed approval would be implemented if a Master Plan, or in the alternative, a Specific Plan, is adopted. See Section 1 above for the location of each of the relevant application documents.

Section 3. Alameda City Charter

The land use plan described in this Optional Entitlement Application seeks the ability to construct, in some locations within the Alameda Point property, multiple dwelling units at a density of more than one unit per 2,000 square feet of land area.

This may be achieved either through an amendment to Article XXVI of the City Charter of the City of Alameda or through application of the City's density bonus ordinance. The state's density bonus law expressly applies to charter cities like the City of Alameda for the purpose of encouraging the development of affordable housing, senior housing, and child care facilities. Either of these approaches will further the City's responsibilities under state law in meeting and in complying with regional general welfare requirements and achieving its fair share of regional housing and will further the goals of the federal base reuse process to create economic growth for the community.

Section 4. Environmental Review

On October 13, 2009, the Developer deposited two hundred fifty thousand dollars (\$250,000) with the City of Alameda for the purpose of studying the environmental impacts of the project described in the Alameda Point Development Initiative. This application includes a separate application for environmental review and preparation of an initial study and requests that the City apply the current \$250,000 deposit to evaluation of the environmental impacts of the project described in this Optional Entitlement Application. As required by City code, the Developer acknowledges in this application that its proposed development project will require environmental review pursuant to the California Environmental Quality Act.

Thank you for the opportunity to submit this application for the development of Alameda Point. If you have any questions regarding this application, please contact me. Thank you.

Sincerely,



Pat Keliher
SCC Alameda Point LLC