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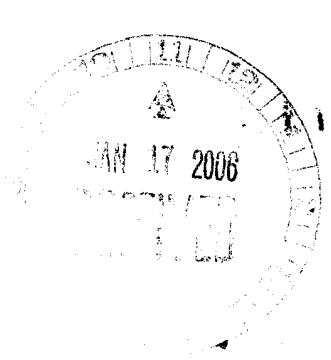


14 January 2006
by express service

ENTERED
Office of Proceedings
JAN 17 2006
Part of
Public Record

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

215564

Re: City of Alameda -- Acquisition Exemption --
Alameda Belt Line, F.D. 34798

Dear Mr. Secretary:

Enclosed for filing in the above-captioned proceeding, please find an original and ten copies of a Supplementary Memorandum and supporting exhibits (in separate Exhibit Volumes). This supplementary memorandum and exhibits are being provided pursuant to the Board's order in this proceeding served December 15, 2005. That order called for these materials to be filed by January 17, 2006.

For the reasons set forth, City of Alameda asks that the "housekeeping stay" issued by the Board on December 15 in this proceeding be dissolved. The stay calls into question a rapidly approaching trial date, and the party seeking the stay (Alameda Belt Line) cannot justify further delay.

Please note that, at the request of the Alameda Chamber of Commerce, we are enclosing their filing in this proceeding (and serving same on Alameda Belt Line). It is contained in Exhibit E in the Exhibit Volumes tendered herewith.

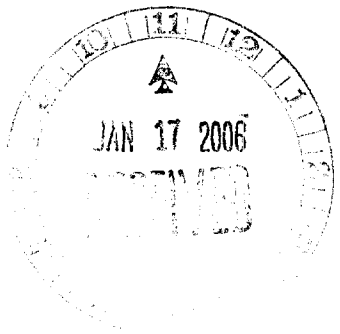
Thank you for your assistance in this rather voluminous filing.

Respectfully submitted,

Charles H. Montange
for City of Alameda

Encls.

cc. Counsel for ABL (w/encls.)
City of Alameda (w/encls.)



BEFORE THE SURFACE TRANSPORTATION BOARD

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	

215564

Supplementary Memorandum
on behalf of
City of Alameda

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JAN 17 2006
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Public Record

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Due: 17 January 2006

TABLE OF CONTENTS

I. SUMMARY OF FACTS 1

Undisputed facts 2
Undisputed law 4

II. OVERVIEW OF CLAIMS BY ABL 5

III. CITY'S POSITION ON ABL CLAIMS 6

1. Use of notice procedures in cases involving contract disputes 6

2. Railroad line vs. spur 11

3. Acquisition or abandonment 15

4. ABL's vital rail link rhetoric 19

5. Alleged harm to ABL 21

6. Alleged lack of harm to City 23

7. ABL claims concerning the public interest 25

8. ABL fails to meet stay criteria 26

IV. IMPACT OF BOARD ACTION ON FUTURE RAIL SERVICE ... 26

1. Stay lifted, Notice of Exemption allowed to go into effect 27

2. Notice of exemption not allowed to go into effect 27

V. CONCLUSION 29

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EXHIBIT VOLUME

Exhibit A -- Notice of Exemption

Exhibit B -- Declaration of City Clerk (City documents)

Exhibit C -- Declaration of Flavio Barrantes (photos)

Exhibit D -- Declaration of Michael Greathouse (state court litigation)

Exhibit E -- Chamber of Commerce and Encinal letters

BEFORE THE SURFACE TRANSPORTATION BOARD

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	

Supplementary Memorandum
on behalf of
City of Alameda

On December 9, 2005, City of Alameda filed a Verified Notice of Exemption under 49 C.F.R. 1150.31 to acquire the line of railroad owned by Alameda Belt Line (ABL). On or about December 15, ABL filed a stay request.[1] This Board issued a "housekeeping stay," calling for the parties to file supplemental pleadings on January 17, 2006. The Board provided that

> "Each party should address the claims made by the other in its initial pleading, provide any other information that may be relevant, and discuss the impact of any subsequent Board action on future rail service over the rail line in question."

STB dec. served Dec. 15, 2005, at p. 2.

In its stay motion, ABL relied chiefly on high volume rhetoric and conclusory accusations, supplemented with statements that certain matters were "unclear." ABL failed to

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[1] City believes the stay request, made by Mr. Strickland, was tendered to STB after hours on December 14. City fax-filed a response on the night of December 14, but that response was not considered by the Board, and is not recorded as filed on the STB website until December 16.

supply any facts, evidence, documents, or sworn statements to back any of this up. Such a nebulous stay request hardly meets the requirements for a stay articulated in cases like Virginia Petroleum Jobbers Association v. FPC, 259 F.2d 921, 925 (D.C. Cir. 1958), and its progeny. In one sense, this makes responding to ABL's initial pleading difficult, for there is little of substance meriting response. On the other hand, ABL raised some issues, even without evidence, on which the Board gave both sides 30 days to respond. City is left in the somewhat difficult position of trying to imagine what ABL is talking about (which in a sense amounts to trying to make a case for one's opponent, never a happy thing in an adversarial setting), and then responding to that. City will treat ABL's stay request at face value, and respond to it. We reserve the right to respond to new issues raised by ABL in its supplementary filing. However, City hopes to avoid any further pleadings because of our need for speedy resolution.

We will first summarize key facts (which ABL conceded or at least did not dispute in its stay motion). We will then list ABL's claims (ABL presented no support for any of these claims in its stay motion), indicate our response, and then answer dispositively the impact of this Board's action on the future of rail service on this line.

I. Summary of Facts

Undisputed facts. ABL in its stay motion did not dispute any material fact stated in City's initial verified pleading

(i.e., City's Notice of Exemption). City's pleading is therefore attached hereto as Exhibit A, and incorporated herein.

To make a long story short, ABL was authorized in 1926 pursuant to orders of the Interstate Commerce Commission (ICC) and the California Railroad Commission. These orders not only authorized ABL's creation (through incorporation of a belt rail line initially constructed by the City), but also an extension of the City's beltline to Webster Street (about MP 2.61) and beyond. All this was pursuant to a 1924 contract between Western Pacific; Atchison, Topeka and Santa Fe (ATSF); and the City, which contract was litigated before both Commissions.

Under that contract, the City has always held the contract right to re-acquire the ABL at "original cost" plus investments and extensions on one year's notice. After ABL granted trackage rights to Union Pacific in 1998, ABL stopped all rail operations, and started to sell itself off piecemeal, without first seeking abandonment authority from this Board. The City adopted Ordinance 2817 N.S., on November 2, 1999, notifying ABL that the City intended to exercise its option to purchase on December 4, 2000.[2]

ABL promptly commenced suit in California state courts contesting the lawfulness of City's repurchase option. The initial question in the state court lawsuit was whether the

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[2] A copy of that Ordinance is attached to the Declaration of the City Clerk (Exhibit B) as Appendix I.

repurchase option was consistent with the statute of frauds. In Alameda Belt Line v. City of Alameda, 113 Cal.App. 4th 15, 5 Cal.Rptr.3d 879 (2003), the California Court of Appeals found that the provision was enforceable under State law. The case has been remanded for trial, which is slated for April 2006.

City's effort to acquire ABL and the resultant litigation is, according to ABL witnesses, the only thing preventing further piecemeal sales of ABL. Michael Greathouse Verified Statement, Exhibit D, esp. ¶ 7 (testimony of ABL's real estate broker) and attached deposition pages.

Undisputed law. City stated in its Notice that this Board

> "has indicated that contract disputes must be directed to state courts. E.g., D&I Railroad Co. -- Trackage Rights Exemption -- State of South Dakota, F.D. 34646-1, served Jan. 19, 2005 ("contractual dispute respecting the scope of the rights retained by or granted to the State and/or BNSF under the 1986 Operating Agreement must be resolved in a court of competent jurisdiction").

ABL does not dispute that basic legal point. Indeed, ABL in effect initiated the state court litigation. Unfortunately, ABL's tactics have resulted in the lawsuit dragging on and on, with the most recent tardiness being manifest in a very slow and minimalist response to reasonable discovery requests. That in turn delayed City's ability to prepare an appropriate filing before this agency.[3]

II. Overview of Claims by ABL

ABL makes three legal arguments against City's use of §

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[3] City among other things sought discovery about ABL's compliance with the exit licensing requirements of this Board.

1150.31 procedures. The first argument is strictly procedural. ABL claims that the City should use case by case exemption (Part 1121) or the application process, as opposed to notice of exemption procedures, arguing that this proceeding is insufficiently "routine" for 49 C.F.R. § 1150.31 notices. ABL very cryptically makes two more substantive claims, although it does not support them. First, ABL says that "it is unclear" whether this is appropriately a case to continue rail service, or whether the City should first obtain abandonment authority under 49 U.S.C. § 10903, and, second, ABL suggests that "it is unclear" whether 49 U.S.C. § 10906 "applies to this proposed transaction." As phrased, these are not arguments but more like law school exam questions tendered to see if the student can identify some key issues. They certainly do not establish anything that indicates probability of success on the merits.

We will first discuss ABL's procedural argument. The next logical question to address is ABL's cloudiness concerning whether 49 U.S.C. § 10906 applies. Then we will turn to the ABL's question whether the City should seek abandonment as opposed to acquisition authority. We will then supply further information, including information on ABL's assertions about harm, its claim that City's Notice is somehow "bad faith," and ABL's claims about the public interest. In the course of this discussion, we will submit evidence that ABL is unlawfully dismembering itself (which amounts to an effort to subvert its contract with the City through illegal, unauthorized abandonment

of its line). Much of this discussion will address this Board's question about how various outcomes before the Board will impact future rail use, but we will also address that matter separately.

City's response can be summarized in a nutshell: unless STB authorizes the City to acquire this line, the line appears doomed for any rail use, for ABL is unlawfully dismembering the line through piecemeal sales. The City's applicable general plan calls for preservation of the freight rail line, subsequent relevant planning documents all specify preservation of the ABL line, and the City's intent is to acquire it for preservation for rail and other compatible public purposes, including open space and as a corridor for possible future light rail and trail use.

III. City's Position on ABL Claims

1. Use of notice procedures in cases involving contract disputes. ABL first claim is that a Notice of Exemption for acquisition is for "routine" or "noncontroversial" matters, citing BNSF -- Acquisition and Operation Exemption -- State of South Dakota, F.D. 34645, served Jan. 14, 2005, and Riverview Trenton Railroad Company -- Acquisition and Operation Exemption -- Crown Enterprises, Inc., F.D. 33980, served Feb. 15, 2002. ABL argues that complex state court litigation exists between the parties making "notice" procedures inappropriate. ABL Stay Motion at 7. ABL quotes this Board's South Dakota (F.D. 34645) decision for the proposition that a § 10502 exemption petition

or a § 10901 application should be filed.

Neither of the cases relied upon by ABL applies here. First, as this Board noted in both decisions, both cases involved a change in status of the line in question. In Trenton Riverview, non-regulated spur type tracks were being changed into regulated tracks. In South Dakota, abandoned property being operated under a modified certificate was being converted into fully regulated status. Similarly, in both cases, public agencies objected to the Notice of Exemption process. As succinctly stated in Trenton Riverview, slip at 7, "[t]he transaction at issue in this case" is not appropriate for regulation under 49 CFR 1150.31 for two reasons:

> "First, it has attracted substantial controversy and opposition, including opposition from public agencies. Second, it would convert private carrier operations into for-hire common carrier service. Such a conversion triggers this agency's primary jurisdiction, thus withdrawing the service and property over which it operates from many aspects of local control."

Similarly, the State (including the Governor) raised objections in the South Dakota proceeding, and that proceeding also involved a change in status of a line from abandoned status back to fully regulated status.

In the situation at bar, no government is objecting to use of the Notice of Exemption. The local business community supports City's position, not ABL's. See Exhibit E. Indeed, no

one seems to be objecting except ABL. Moreover, there is no change in regulatory status of the line. City is not seeking an exemption from common carrier status. The regulatory status of the line is and will be exactly the same before and after the Notice.

In all cases of which we are aware where a private party objects on the grounds that a contract dispute is occurring, STB allows the notice of exemption, although it inserts language making clear that the authorization is not to be construed as taking sides in the contract litigation. E.g., D&I Railroad Co. -- Trackage Rights Exemption -- State of South Dakota, F.D. 34646-1, served Jan. 19, 2005; F.D. 34630, sub no. 1, served Dec. 29, 2004. This is obviously what should happen here.

In short, ABL's argument boils down to a claim that 1150.31 cannot be used when there is contract litigation. This Board has carefully avoided ever taking that position, for good reason: the Board does not want to litigate those disputes. The position advocated by ABL is not supported by the case law. ABL provides no grounds for this Board to diverge from precedent and reason now.

Another easy response to ABL's argument is that this Board has taken care of the additional process and pre-authorization review that ABL seeks by granting ABL a "housekeeping" stay. This in a sense converts the Notice proceeding into a petition for exemption. This Board's § 10502/49 C.F.R. Part 1121 exemption procedures do not provide for elaborate procedures or

even specifically for a "reply" to a petition. The Board maintains discretion to specify procedure on a case by case basis, although in the absence of specification, the general rule of 20 days for replies presumably is applicable. See 49 C.F.R. 1104.13.

Since this Board in its December 15 order has afforded ABL thirty days from that date to present its case, this clearly is adequate process for ABL under the cases cited by ABL, as well as this Board's rules for exemptions in Part 1121, and this Board's otherwise generally applicable 49 C.F.R. 1104.13. This Board will have a prior look at the authorization before it becomes effective.

This Board customarily indicates that it does not wish its orders authorizing acquisitions to be viewed as prejudicing the outcome of on-going contract litigation (and this Board properly so indicated when it issued its housekeeping stay in this proceeding).[4] This Board will presumably so provide in its order lifting the stay. ABL thus can claim no prejudice in the event of authorization of acquisition.

Conversely, if this Board does not lift the stay, there will severely prejudice the City. ABL has asserted a defense of preemption in the state court litigation, and can be expected to argue in state court that this agency's failure to authorize acquisition is an absolute bar to the City's contractual claims,

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[4] Dec. served Dec. 15, 2005, p. 2, penultimate paragraph in Discussion and Conclusions section.

even if they were otherwise wholly meritorious. V.S. of Mr. Greathouse, Exhibit D, ¶¶ 3-4 (and attachments showing ABL assertion of preemption and primary jurisdiction defenses). ABL by seeking to stay this proceeding is simply seeking to bar City from enforcing its contract with ABL. In other words, ABL's motion is simply a ploy to gain advantage in the state court which is where this Board's precedent indicates contract disputes are to be tried and determined.[5]

In short, ABL's procedural argument has no merit. Contract disputes do not make acquisitions "non-routine" such that 1150.31 authority is no longer appropriate. The case law indicates that the critical issue is whether the status of a line is being altered, or at least whether a government is raising the objection. Neither of these issues is present here. In any event, ABL has obtained any required extra process for a more detailed prior look at the transaction by means of the housekeeping stay entered by this Board.

City accordingly requests this Board to remove the stay as soon as possible so as to avoid further uncertainties in the trial date, and in preparations and motion practice in anticipation of that date. City notes that even in the case principally relied upon by ABL (South Dakota, supra), this Board indicated an intent to take appropriate measures to issue its

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[5] Alternatively, ABL may be under the misapprehension that contract disputes are now to be litigated before this Board. In that event, ABL is simply wrong, as even the cases cited by ABL indicate.

rulings so that one party or the other did not employ this Board's jurisdiction as a bar to resolution of a contract dispute in state court.

2. Railroad line vs. spur. In its stay motion, ABL says "it is unclear ... whether 49 U.S.C. Section 10906 applies to this proposed transaction." 49 U.S.C. § 10906 provides that this Board "does not have [licensing] authority ... over ... acquisition, operation, abandonment, or discontinuance of spur, industrial, team, switching or side tracks." City understands ABL to be raising the issue whether the ABL line is a "spur, industrial, team, switching or side track[]." If so, then City may not need this Board's authorization to acquire the line, and ABL need not seek this Board's authorization to abandon it.

Fortunately, there is no question in this proceeding but that the ABL is a regulated line of railroad. Both parties admit that ICC specifically authorized the formation of ABL and its extension to Webster Street and thereafter westerly as rapidly as possible. Acquisition and Construction of Line by Alameda Belt Line, ICC F.D. 4682 (and embraced cases), 105 ICC 349, decided Jan. 16, 1926, attached as Exhibit C to City's Notice of Exemption. ABL received abandonment authority for MP 2.61 to end of line at MP 3.44 in 1975. ABL--Abandonment, ICC dkt. no. AB-89 (Sub-no. 1), served August 25, 1975.

MP 2.61 is approximately Webster Street, the extension specifically approved by ICC in 1926. ABL has never received abandonment authority for its line from MP 0.0 to MP 2.61.

Greathouse V.S. (Exhibit D), ¶ 5j and cited transcript.

In Union Pacific Railroad Company --Trackage Rights Exemption -- Alameda Belt Line, F.D. 33682, served Nov. 24, 1998, Union Pacific employed the notice of exemption process to obtain trackage rights over ABL MP 0.0 to MP 1.8, and took over responsibility for all rail service obligations.

The decision of this Board's predecessor, ICC, in Chelsea Property Owners -- Abandonment -- Portion of the Consolidated Rail Corporation's West 30th Street Secondary Track in NY, NY, 8 ICC2d 773, AB 167 (Sub-no. 1094), served Sept. 16, 1992, aff'd sub nom. Consolidated Rail Corp. v. ICC, 29 F.3d 706 (D.C.Cir. 1994), is controlling here. Chelsea Property Owners involved a 1.45 mile elevated rail line (the "Highline") owned by Conrail in Manhattan and unused for roughly 15 years, somewhat shorter than the roughly 2.6 mile long line in question in Alameda. The Chelsea Property Owners argued that the Highline was a spur not subject to ICC's abandonment jurisdiction. ICC rejected this position. ICC explained that

> "[g]iven the Highline's history as a regulated rail line, we continue to have jurisdiction over it, even though the track in question now possesses many of the characteristics of a spur. ...
>
> "Because this track was clearly part of a rail line at one time, we find that it cannot be converted into an exempt spur and the Commission divested of jurisdiction over it solely through the railroad's unilateral decision to change its use of the track segment over time. To find that this is a spur would be inconsistent with our well-established policy that where a carrier decides to reduce or cease service and/or remove track, the carrier's common carrier obligation remains until appropriate abandonment authority is obtained.
>
> "To permit a carrier to bootstrap itself into acquiring

> statutory sanction for an unauthorized abandonment is inconsistent with our authority under 49 U.S.C. § 10903. ... [T]he issue of the public convenience and necessity may be addressed by exercising our § 10903 jurisdiction, not by employing [what is now § 10906] to disavow it. The Highline was concededly a rail line subject to our jurisdiction during its most recent operations, and we find that our jurisdiction over the line continues notwithstanding Conrail's prolonged cessation of operations."

1992 ICC Lexis 192 at *35-*36.[6] ABL from MP 0.0 to MP 2.61 was concededly subject to ICC and STB jurisdiction: ICC authorized the very extension now comprising this line, and Union Pacific in 1998 obtained trackage rights over the bulk of it. Under relevant precedent, ABL must be viewed as a rail line subject to this Board's exit (abandonment) jurisdiction.

This is supported by judicial decisions. "The courts have also consistently held" that until a railroad receives federal (ICC or, now, STB) abandonment or discontinuance authority over a line, the railroad's "public service obligation remains notwithstanding any operational changes, preexisting contractual obligations or carrier classification of the line." ICC Office of Compliance and Enforcement, Opening Statements of Fact and Argument, dated July 28, 1988, filed in Rails to Trails Conservancy et al., Petition for a Declaratory Order, ICC F.D. 31292, at p. 12, citing New Haven Inclusion Cases, 399 U.S. 392, 461 (1970); Smith v. Hoboken R. Warehouse & S.S. Connecting Co., 328 U.S. 123, 130 (1946); Thompson v. Texas Mexican R.Co., 328

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[6] As a result of this ruling, this Board still retains jurisdiction over the Highline, as exemplified by the recently issued Certificate of Interim Trail Use (CITU) pursuant to 16 U.S.C. § 1247(d) covering it. See Chelsea Property Owners--Abandonment, AB 167 (Sub-no. 1094)A, served June 13, 2005.

U.S. 134, 144-45 (1946); Gibbons v. United States, 660 F.2d 225, 229 (7th Cir. 1981), 660 F.2d 1227, 1232-35 (7th Cir. 1981); ICC v. Chicago & N.W. T.Co., 533 F.2d 1025, 1028 (8th Cir. 1976); California v. Southland Royalty Co., 436 U.S. 519, 529n.6 (1978). See also Illinois Central R. Co. Construction and Trackage, 307 ICC 493 (1959) (1.4 mile rail line into a port facility not an industrial spur). This being the case, ABL's line from MP 0.0 to MP 2.61 is subject to STB's authority over entry, exit and acquisition.

Phillips v. Denver & R.G. RR, 97 F.3d 1375 (10th Cir. 1996) is also instructive. That case involved claims by adjacent landowners that federally-granted railroad right of way underlying an old rail line had reverted to them pursuant to 43 U.S.C. § 912, by reason of alleged longstanding non-use of the line for rail purposes. The landowners sued to quiet title, and the trial court referred the matter to this Board's predecessor. ICC "determined that no abandonment had occurred because the ICC had never authorized defendants to abandon the line, as required under § 10903, which provides that '[a] rail carrier providing transportation subject to the jurisdiction of the [ICC] ... may ... abandon any part of its railroad lines ... only if the [ICC] finds that the present or future public convenience and necessity require or permit the abandonment....' § 10903(d)." 97 F.3d at 1377. ICC supported its view on the ground of its plenary and exclusive authority over abandonments, and on the ground that "if de facto abandonment were sufficient

to establish abandonment under § 912, a railroad could easily circumvent ICC's oversight and regulation by simply terminating its use of a railroad line." Id. The Tenth Circuit upheld the agency's reasoning and conclusion. In short, ABL cannot claim to have de facto abandoned the line, or to have taken any other unilateral action, so as to remove this Board's jurisdiction.

49 U.S.C. § 10906 is accordingly not applicable to the City's effort to acquire ABL.

3. Acquisition or abandonment. ABL in its stay motion engages in unsubstantiated charges that City intends to fragment the line. ABL intimates that the City should first seek adverse abandonment authority.

ABL imputes to the City what ABL's actions indicate is ABL's intent. ABL has been breaking up its line through piecemeal sales without abandonment authority.[7] According to ABL witnesses, the resultant litigation has thus far prevented ABL from further unlawful dismemberment.[8] Such sales and attempted sales of portions of the line between MP 0 and MP 2.61 ultimately precipitated City's attempt to exercise its option to acquire the line. Although one would not believe it from ABL's over-heated rhetoric, it is a fact that ABL, not the City, has

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[7] See Barrantes Verified Statement, Exhibit C (photographs showing ABL for sale signs, and structures on ABL trackage between MP 0 and MP 2.61). The City's photographs are corroborated by ABL witness testimony. See Greathouse V.S., Exhibit D, ¶ 4c,i & j (admission of unlawful abandonment and unlawful track removal).

[8] Greathouse V.S., Exhibit D, ¶4e, ¶¶ 7a-b, and cited pages.

sold off pieces of the line, put other major components for sale, and so forth. City's photographs (taken January 12, 2006) set out in Exhibit C document this. ABL, which provides no rail service, quite apparently views its property not as infrastructure serving transportation needs, but as a treasure chest which it is liquidating for the benefit of its owners and in derogation of this Board's jurisdiction as well as the public interest.

The City wishes to preserve the ABL system intact to the extent possible. The City's applicable general plan (1991) provides specifically that the City "support continued rail service by Alameda Belt Line." Verified Statement by Lara Weisiger (City Clerk), Appendix VII. The City's subsequent planning is fully consonant with this objective. The City's applicable transit plan notes that a light rail system operating on the ABL right of way

> "is feasible, but only justifiable with increases in land use intensity. However, the right of way should be retained for possible use in the future."

Id. Appendix XI, p. ii (Alameda Transit Plan, 2001) (emphasis added). See also Appendix X (from light rail feasibility study). The City's plans for Alameda Point (the old naval base) also speak of light rail (id. Appendix VIII), and the City's bike trail plan notes compatibility of trail use with rail on the ABL corridor. Id. Appendix IX, pp. i-ii. The City also has sought to preserve alternative rail routes where it has

discovered ABL to have sold off its property such that the corridor no longer exists.[9] In response to Coast Guard and Corps of Engineers inquiries about removal of the Fruitvale Avenue Railroad Bridge (which serves as the rail connection for UP and ABL to the mainland), the City has objected, contending that the bridge is important rail infrastructure, that it is useful for future passenger rail, and that it serves valuable current purposes.[10] The City's Ordinance authorizing the filing of this proceeding indicates that the City is both aware of its responsibility to keep the corridor intact, views its interests as consistent with freight rail, and plans no interference with UP trackage rights.[11] All this is compatible with continued freight service availability to shippers now. Accordingly, adverse abandonment does not accord with the City's planning documents, and is not in the City's interest. Certainly ABL's self-dismembership is not in the City's interest. It would be Kafkaesque to require the City to acquire the property for continued rail use only after an adverse abandonment proceeding.

In short, the City is content to acquire the property so shippers may continue to obtain rail common carrier services in the same fashion it is now: pursuant to the UP trackage rights this Board authorized in 1998. City reiterates its current

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[9] Barrantes V.S., Exhibit C, ¶ 3.

[10] Weisiger V.S., Exhibit B, Appendices V and VI.

[11] Id. Appendix II. See also Appendices III and IV (documents relating to approval of the Ordinance).

management plan for the property should it obtain it, as stated in the "operator" section of City's Notice of Exemption:

> "Union Pacific currently serves all remaining ABL customers pursuant to this Board's authorization set forth in F.D. 33682, supra. City proposes no change in this arrangement, and anticipates that operations will continue as before. According to City's research, the last rail equipment operated on this line was in 2003. The railroad and/or adjacent landowners have removed track at several points on the line. In the event Union Pacific lawfully terminates its trackage rights and lawfully ceases to provide service, City either will contract with another operator (with appropriate authority to provide service), or will seek appropriate authorization for abandonment (including railbanking), as the circumstances warrant. Upon acquisition, City may need temporarily to embargo the line in light of track removal by ABL, by UP, or by adjacent landowners."

Since Union Pacific (one of the owners of ABL) will continue to hold trackage rights, City's acquisition cannot adversely affect rail operations or result in abandonment of any service to shippers.

Seen in this light, the transaction is identical to so many others before this Board in which a government agency interested in retaining rail infrastructure and at least minimal service buys the underlying rail property because that property has become too "expensive" for a private rail carrier to own or to operate, frequently pursuant to an exemption from any common carrier obligation on itself, and then arranges for an operator to provide service on the line. The main difference here is that the City is acquiring the line under 49 C.F.R. 1150.31 without an exemption for itself from common carrier regulation. The fact that prospective shippers and the business community are more secure with the City's action than with ABL is

underscored by the Letters from Encinal and the Chamber of Commerce, attached as Exhibit E.

It is totally irrelevant that the City itself does not plan itself to provide freight service in the sense of owning locomotives and hiring crews, if that is ABL's beef. Many governments own railroad lines operated by others, especially for freight rail purposes.[12] It is perfectly appropriate for City of Alameda to seek to become owner of the line in order to preserve it, even though City plans that operations will be by some other qualified entity.

4. ABL's vital rail link rhetoric. ABL in its motion for stay legal argument asserts: "[t]his proceeding involves the potential dismemberment of a vital link in the national rail network without a thorough review by the Board." ABL Motion at 8. ABL engages in yet more rhetoric about ABL being ripped apart by the City "and/or severely impact[ed in] its financial viability." ABL Motion at 8 ("harm" section).

ABL currently does not operate. It stopped operations in 1998, according to its manager at the time, to stop losses.[13] ABL has no equipment, no full time employees, and its activities have been reduced to selling itself off and weed control.[14] It

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[12] That relationship (ownership different than provider) in effect is what ABL is doing here (ABL owns the line but UP provides the rail service).

[13] Greathouse V.S., Exhibit D, ¶ 5b, summarizing attached deposition pages.

[14] Greathouse V.S., Exhibit D, ¶ 4c and cited pages.

is impossible to claim that City acquisition will somehow shock the viability of a non-operating entity which is in liquidation.

Moreover, ABL assertions that City is seeking to acquire property worth over millions for only $30,000 is a farce. The original cost paid by ABL for the City-built segment is $30,000, but the contract option the City seeks to enforce also obligates City to pay the cost of extensions and investments (but not upkeep and maintenance).

Although this Board authorized trackage rights to UP from MP 0 to MP 1.8 in 1998, ABL has sold off parts of that trackage without Board authorization, has removed track or tolerated its removal, and has posted for sale signs on much of the remainder. See Flavio Barrantes V.S. (Exhibit C) (photographs showing ABL properties sold and for sale, and track removals); Michael Greathouse V.S. (Exhibit D) ¶4i-j (and attached deposition transcript pages). There have been no shippers over ABL track since 2003 (Pennzoil was the last). The Coast Guard and Corps of Engineers are seeking the City's consent to remove the Fruitvale Avenue Railroad Bridge, which would sever the ABL from the mainland and would amount to a de facto abandonment par excellence. Although the City has objected to that removal on the ground that it wishes to preserve rail service,[15] ABL has apparently to date expressed no concerns in that regard. Removal of the bridge is presumably consistent with ABL's intent to dismember itself.

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[15] Exhibit B, Appendices V & VI.

Since ABL describes itself as a "vital link in the national rail network," one is somewhat stunned at how ABL's conduct so decisively belies its claim. If ABL is at all correct in its claim as to its vitality, then it should overhaul its management team, and this Board should institute proceedings to sanction ABL for piecemeal sales of a "vital link in the national rail network" to developers for non-rail purposes without so much as a nod at this Board's authority under 49 U.S.C. § 10903.

City's attempt to acquire ABL is precipitated by City's desire to preserve the line for continued rail use in accordance with its applicable general plan (Exhibit B, Appendix VII); for future rail in accordance with its Transit Plan (Exhibit B, Appendix XI, p. ii); and in accordance with other public purposes, all compatible with current freight use, as we have repeatedly indicated. If ABL is a "vital link," then events on the ground indicate that the City should be permitted to acquire it as soon as possible. City is not certain that what ABL means by "vital link." That term is subjective and sounds of rhetorical flourish. City views the ABL right of way as a significant part of the City's transportation infrastructure, and City desires to preserve what is left of it before ABL makes it completely disappear.

5. Alleged harm to ABL. ABL's chief claim of harm to itself is that if City receives authorization from this Board to acquire ABL, ABL may be compelled to honor the contractual re-purchase option to which it agreed. As a matter of law, it

cannot be a "harm" if a party is compelled to honor a lawful and enforceable contract commitment. This is the whole point of this Board's repeated statements that contract disputes are supposed to be settled in the courts. ABL cannot contend that the settlement of contractual disputes (including disputes on rights to acquire railroad property) in court constitutes irreparable harm barring submission of the issue to court, when this Board's consistent precedent is that contractual disputes belong in court.

This is especially so here where the contractual commitment is embodied in the very contract giving rise to ABL, and covers the very "extension" (to MP 2.61) at issue here. The transaction and extension were specifically authorized by this Board's predecessor after litigation before the California Commission and briefing before this Board's predecessor. It is many decades too late, and in all events pointless, for ABL to complain about the legitimacy of its birth, or what powers and attributes its parents bequeathed it.

This is not to say that STB has no role in these kinds of cases. But that role is limited to determining whether the party seeking to enforce a contract to acquire a rail line meets the criteria to assume those obligations, should it be determined in court to have the right. No one contends that cities cannot own railroads, or that City of Alameda is impecunious, or unaware of its obligations, or unable to meet its obligations. And City has shown that its applicable general

plan specifies preservation of ABL, and that all subsequent planning documents specify preservation for rail purposes, or for purposes compatible with rail. Moreover, the City in its verified Notice of Exemption has indicated that it intends to rely on Union Pacific -- normally regarded as a responsible, well-endowed, knowledgeable and competent rail carrier -- to continue to provide rail service on the ABL trackage, just as has been happening since 1998. If UP for some reason in the future successfully terminates its trackage rights, then City will arrange (with appropriate authority from this Board) for an alternative carrier, or take other responsible action before this Board. This cannot be viewed as inconsistent with the use of 1150.31, nor in any way a harmful (much less an irreparably harmful) invocation of this Board's procedures and authority as to ABL or anyone else.

Finally, 1150.31 exemptions are subject to revocation petitions (see 49 U.S.C. § 10502(d)), so it is especially hard to see how any action by the City from a regulatory point of view could cause irreparable harm to ABL. ABL always could come back to the Board for repair, if there is some legal harm that needs repair.

6. Alleged lack of harm to City. ABL claims there will not be harm to City or other interested parties in the event this Notice is indefinitely stayed. ABL acknowledges that the trial on the contract dispute is scheduled for April 2006 but says that it is "bad faith" for the City to seek this Board's

authority to acquire "for litigation purposes."

This Board has repeatedly indicated it does not wish parties to abuse its processes in order to obtain advantages in contract disputes. Here, without question, ABL has asserted defenses of federal preemption and this agency's primary jurisdiction in the dispute in state court. See Greathouse V.S., Exhibit D, ¶ 4 (attaching ABL claims of preemption and primary jurisdiction defenses in state court). 49 U.S.C. § 10501(b) in fact grants this Board exclusive authority over acquisitions. Unless this Board authorizes City to acquire the line, ABL presumably will move for some kind of summary disposition in ABL's favor solely on grounds of preemption or on grounds of primary jurisdiction. This effectively will prevent the City from enforcing its otherwise valid and enforceable contractual rights to repurchase. This in turn is harm of the gravest sort to the City, especially in light of the evidence that ABL is dismembering itself.

ABL claims the City is acting in "bad faith." But parties seeking to acquire railroads subject to litigation over repurchase options must seek STB authorization. Perhaps ABL's attorneys should discuss this with BNSF's in-house attorney, Sarah Bailiff, to whom they copied their cover letter and pleading. Ms. Bailiff signed the verification on the Notice of Exemption for acquisition in the South Dakota case (Notice, F.D. 34645, filed December 23, 2004, available on the STB e-library filings website). Ms. Bailiff could readily explain to ABL's

attorneys that the practice of seeking STB authorization for an acquisition for property involved in state court litigation exhibits good faith attention to this Board's consistent case law. Then the undersigned or his client would not be faced with irritating and misplaced accusations of "bad faith" for filing necessary and appropriate proceedings with this agency.

In order to avoid injury to the City flowing from ABL's assertions of preemption and primary jurisdiction, this Board should lift the "housekeeping stay" entered on December 15 as soon as possible prior to trial, so the parties to the trial can continue to prepare without the uncertainties posed by ABL's effort to derail the trial.

If this Board wishes to grant any further relief to ABL, this Board should condition that relief so that it does not disrupt the trial, perhaps by requiring ABL's waiver of its preemption and primary jurisdiction defenses in the state court proceeding so as to eliminate the harm flowing to the City.

7. ABL claims concerning the public interest. ABL's assertions concerning the public interest are a rehash of its rhetoric about being a "vital link in the interstate rail network." If ABL is so vital, then ABL needs to be acquired as soon as possible by the City, for the Verified Statement of Flavio Barrantes (Exhibit C) establishes beyond peradventure that ABL is unlawfully dismembering itself, as confirmed in extracts from depositions of ABL witnesses attached to Exhibit D. Because the City wishes to preserve the line and that is

what the City's relevant planning documents provide (Exhibit B), the best way to preserve it is for the City to acquire it. Moreover, the City wishes to acquire the line for a host of public purposes (rail as well as open space) which are clearly in the public interest.

In addition, City notes that potential shippers and the business community support the City's acquisition, for many of the same reasons City articulates. Exhibit E. The public interest, including the business interest, favor acquisition of the remains of ABL by the City, before it is unlawfully de facto abandoned and sold off piecemeal by its current owners.

8. ABL fails to meet stay criteria. For the reasons expressed above, ABL's claims on probability of success on the merits are totally unpersuasive. ABL shows no irreparable harm and cannot given 49 U.S.C. § 10502(d). ABL's stay if left in place will prevent the City from enforcing its valid contractual rights, and that is irreparable harm to the City. The public interest favors the City, not ABL. The record shows ABL is dismembering itself (in an unlawful fashion), and the City is acting to preserve it for legitimate and lawful public purposes.

IV. IMPACT OF BOARD ACTION ON FUTURE RAIL SERVICE

This Board specifically requested the parties to discuss the "impact of any subsequent Board action on future rail service over the rail line in question." City has canvassed that issue in the foregoing sections of this Memorandum. We will summarize here the basic scenarios and their impacts on

future rail.

1. Stay lifted, Notice of Exemption allowed to go into effect. If this Board lifts the housekeeping stay, and thus allows the Notice of Exemption to go into effect, the trial will proceed. If City is granted relief, it expects to acquire the railroad for the price specified in the contract (original cost plus investments and extensions, but not maintenance and upkeep). In the event City acquires, City anticipates that Union Pacific will continue to provide service on the line pursuant to its trackage rights as before. City plans to keep the line intact. City may eventually develop the line for passenger rail purposes. That use would be compatible with continued freight use. ABL would no longer be in a position to dismember itself through unlawful piecemeal sales in contravention of this Board's § 10903 authority. City's acquisition is thus good for future rail use of the property.

2. Notice of exemption not allowed to go into effect. If the Notice of Exemption is not allowed to become effective, then there are two possibilities: (i) this Board directs the City to initiate another proceeding (individual exemption or application) to acquire the line, or (ii) this Board directs City to initiate an adverse abandonment proceeding. In either case, the City's effort to acquire the line will be jeopardized.

If the stay remains in place, or this Board disallows the Notice, ABL may seek judgment in the state court on grounds of preemption, because the City will lack authority to acquire.

At the very least, the trial date may have to be postponed, but it is not clear that can be done in time to permit trial of the case under California jurisdictional rules. Greathouse V.S. (Exhibit D) at para. 8 (pursuant to California statutes and a stipulation, trial is currently scheduled for April 7, and must occur prior to October 6, 2006). If this Board does not authorize acquisition such that trial is either aborted by a summary judgment in ABL's favor on preemption or delayed such that it cannot be rescheduled prior to October 6, ABL will have used procedural delays at this Board to subvert resolution of City's contractual claims.

Filing an application or individual petition for acquisition is surplusage. As already indicated, this Board has allowed time for ABL to present its grounds for opposition to authorization of the City's acquisition.

Since City's general plan calls for keeping ABL intact, it is not clear City could file an adverse abandonment proceeding. If the Board required the City to do that, then City would have to file the proceeding on the theory that it is necessary to do so to prevent abandonment of the line by ABL, but this sounds too confusing and Kafkaesque to be reasonable. In any event, abandonment application proceedings take a long time to prepare, and are potentially long, cumbersome, and expensive, as well as being incompatible with the City's purpose, and not appropriate for the City's proposed acquisition here. Moreover, the whole proceeding would be a waste of money unless the City also filed

an adverse discontinuance application against the UP trackage rights. But the City is interested in preserving the line, not abandoning it or discontinuing UP's trackage rights. City does not wish to threaten the interests of potential shippers on the line with adverse applications for abandonment or discontinuance. City simply wishes to acquire the line intact and to preserve it, with UP operating on it.

If the City does not acquire the line, ABL will continue to dismember itself. Rather incredibly, for-sale signs are still up on the property even as this supplementary pleading is written. ABL's continued self-dismemberment is not compatible with future rail service. According to ABL witnesses testimony, the only reason ABL has not sold off what is left of itself is the City's efforts to preserve it.

V. CONCLUSION

Whatever ABL's claims about things not being clear, this supplementary pleading at least makes clear that the stay should be lifted so the Notice of Exemption may go into effect.

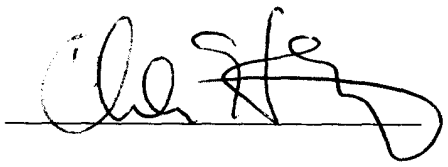
Respectfully submitted,

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Exhibit A -- Notice of Exemption
Exhibit B -- Declaration of City Clerk (City documents)
Exhibit C -- Declaration of Flavio Barrantes (photos)
Exhibit D -- Declaration of Michael Greathouse (state court litigation)
Exhibit E -- Chamber of Commerce and Encinal letters

Certificate of Service

I hereby certify service of the foregoing Supplementary Memorandum and supporting exhibits upon Sydney Strickland, 3050 K Street, N.W., Suite 101, Washington, D.C. 20007-5108, counsel for Alameda Belt Line, by placing same with an express delivery service, next business day delivery, this 14th day of January, 2006.



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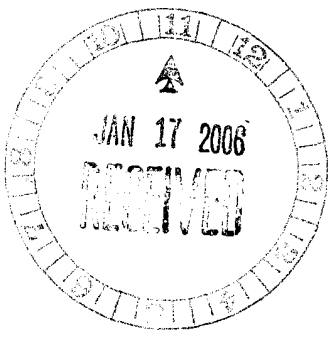


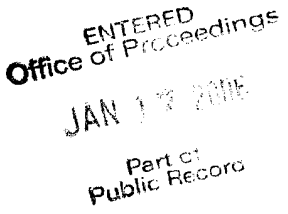
16 Jan. 2006

Memorandum to Secretary, STB

Re: City of Alameda -- Exemption -- ABL, FD 34798

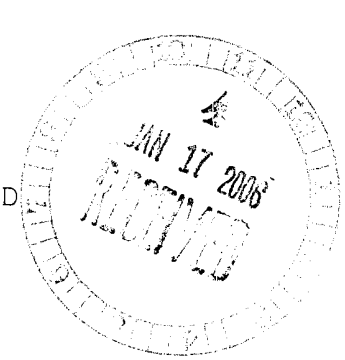
From: Charles Montange, for City of Alameda

At the time of preparation of the Exhibit Volumes, counsel had only the fax version of the signature page for the statement of Mr. Greathouse (Exhibit D in the Exhibit Volumes). I enclose herewith the original signature page as part of an entire original set of said Exhibit.



Encl.

cc. Counsel (w/o encl.)



BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 34798

ENTERED
Office of Proceedings
JAN 17 2006
Part of
Public Record

City of Alameda --
Acquisition Exemption --
Alameda Belt Line

215564

VERIFIED STATEMENT OF
MICHAEL J. GREATHOUSE

I, Michael J. Greathouse, make this Verified Statement in support of the Notice of Exemption filed by the City of Alameda and in Opposition to the Motion for Stay filed by Alameda Belt Line (ABL) in the above-captioned proceeding.

1. I am an attorney at law who is duly licensed to practice his profession in all courts of the State of California, and am an associate with Dang and Trachuk, counsel of record for defendant and cross-complainant City of Alameda in "Alameda Belt Line, a California corporation, Plaintiff, vs. The City of Alameda, et al., Defendants and related cross action," in Action Number 826373-7 of the Superior Court of the State of California in and for the County of Alameda (hereinafter referred to as "ABL lawsuit").

2. Attached hereto and incorporated herein by reference as Exhibit "A" is a true and correct copy of the City of Alameda's (hereinafter "City") Second Amended Cross-Complaint for Anticipatory Breach of Contract (First

Cause of Action), Constructive Trust (Second Cause of Action) and Declaratory Relief (Third Cause of Action) filed on January 9, 2001 in the ABL lawsuit. The City's Cross-Complaint seeks a judicial declaration that the December 15, 1924 written agreement between Atchison, Topeka & Santa Fe Railroad, Western Pacific Railroad and the City of Alameda "is valid and enforceable and that the City of Alameda has the right to repurchase the belt line and extensions thereof pursuant to paragraph 14 of the agreement, subject to any required proceedings before the Federal Surface Transportation Board." (Paragraph 3 of prayer of Second Amended Cross-Complaint).

3. Attached hereto and incorporated herein by reference as Exhibit "B" is a true and correct copy of the Answer of Alameda Belt Line (hereinafter "ABL") to the Second Amended Cross-Complaint of City of Alameda. In the Answer to the Second Amended Cross-Complaint, ABL contends in its Fifty-First Affirmative Defense that the claims made in the cross-complaint "falls within the exclusive jurisdiction of the Federal Surface Transportation Board..." The Fifty-Second Affirmative Defense alleges "that the cross-complaint, and each cause of action stated therein, is barred because it is preempted by federal law, including federal regulations governing the acquisition of railroads

and rail lines…." The Fifty-Third Affirmative Defense contends that the "issues raised in the City's Cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies…"

4. Attached hereto and incorporated herein by reference as Exhibit "C" is a true and correct copy of limited excerpts from "Alameda Belt Line Verified Narrative Statement of Contentions of Fact and Law," and specifically, pages 1, 12 and 13 of this Statement. Pages 12 and 13 of the Narrative Statement include what purports to be a summary of ABL's legal defenses in this matter including, but not limited to, that "(12) this court lacks subject matter jurisdiction; (13) the doctrine of Preemption may apply; (14) the issues raised by the City's cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies." The Narrative Statement also claims that, as one of ABL's defenses, "[t]he City has not sought the approval of the Surface Transportation Board to acquire 'a belt line railroad' with extensions and investments.'"

5. Attached hereto and incorporated herein by reference as Exhibit "D" is a true and correct copy of excerpts from the depositions of Phillip E. Copple in the ABL lawsuit, who testified that he served as superintendent

of ABL for over 30 years before his retirement in 2004. I sat through volume one of Mr. Copple's deposition on September 8, 2004. I took volume two of Mr. Copple's deposition on November 30, 2005. The excerpts from Mr. Copple's deposition are summarized as follows:

a. At page 21, lines 1 through 7, Mr. Copple testified that, from 1996 until his retirement in 2004, he devoted approximately 5% of his time to his duties as superintendent of ABL, with the remaining 95% of his time being apportioned between his job as superintendent for the Central California Traction Railroad (located in Stockton, California) and the Oakland Terminal Railroad (located in Oakland, California).

b. At page 21, beginning with line 23 and continuing through 22 at line 16, Mr. Copple testified that ABL ceased rail operations in the fall of 1998; that Pennzoil was ABL's last rail customer; and that the closure of ABL's rail business in the fall of 1998 was precipitated by the closure of the businesses of its clients (i.e., Del Monte, Weyerhauser, Inland Ladder, etc.).

c. At page 23, beginning at line 6 and continuing through page 24 at line 24, Mr. Copple testified that no more than five percent of his work responsibilities were related to ABL business from the closure of ABL in 1998

until his retirement in 2004; and that his ABL-related work concerned mainly problems with the clean-up of ABL's property (specifically, trash pickup and weed abatement), along with work on the proposed sale of 22 acres to Sun Country. Sun Country intended to purchase the 22 acres for the purpose of a single-family residential development thereon.

d. At page 31, beginning at line 5 and continuing through page 32, line 12, Mr. Copple testified that at the time of his retirement, the ABL office was located at the Oakland Terminal Railway on Engineers Road in Oakland, California; and the Union Pacific Railroad continued to use ABL rail trackage in the City of Alameda after 1998.

e. At page 115, beginning at line 1 and continuing through page 116, at line 11, Mr. Copple testified that ABL's revenues following the cessation of its rail service in 1998 were limited to the rental of its properties in the City of Alameda; and that ABL cannot sell the properties which it currently owns because of title issues connected with the ABL lawsuit.

f. At page 116, beginning at line 18 and continuing through line 24, Mr. Copple testified that, from the 1970's onward, ABL discussed an abandonment of its rail operations as a means of reducing expenses.

g. At page 185, starting at line 9 and continuing through 188 at line 3, Mr. Copple testified that he initiated a request to the ABL Board of Directors culminating with the filing of an abandonment proceeding in approximately 1975 before the Interstate Commerce Commission for discontinuation of rail service on its main line between Mile Posts 2.61 through 3.44. The purpose of the abandonment proceedings was that the United States Navy did not use the ABL tracks from Mile Posts 2.61 through 3.44 which provided freight access to the former United States Navy base in the City of Alameda commonly referred to as "the Alameda Naval Air Station." He also testified that the Interstate Commerce Commission approved of the abandonment of ABL's rail service from Mile Posts 2.61 through 3.44.

h. At page 204, starting at line 1 and continuing through line 25, Mr. Copple testified that ABL removed a portion of its main track from Mile Post 1.80 to approximately Mile Post 2.00.

i. At page 222, beginning with line 10, and continuing through 225, line 25, Mr. Copple testified that ABL removed its main track (sometimes referred to as the "No. 60 track") from Mile Post 1.15 to approximately Mile Post 2.00. He testified that these tracks were likely

removed in 1998 following the departure of ABL's customers (i.e., Del Monte, Weyerhauser, etc.) He also testified that the trackage of ABL's main rail line from Mile Post 0.00 to approximately Mile Post 1.15 is still in place.

j. At page 233, beginning at line 1 and continuing through 235 at line 24, Mr. Copple testified that no permission was sought from any state or federal agency, including the Surface Transportation Board, to authorize the abandonment and removal of ABL's main track from Mile Post 1.15 to approximately Mile Post 2.00. He testified that the permission of the ICC was only sought for the removal of track from Mile Post 2.61 through 3.44. He also testified that no "embargo" was ever placed on any portion of the ABL track.

6. Attached hereto and incorporated herein by reference as Exhibit "E" is a true and correct copy of excerpts from the Deposition of Joseph R. Pattison in the ABL lawsuit taken on August 2, 2005. Mr. Pattison is a current employee of ABL and serves as the chief clerk of ABL. The excerpts from Mr. Pattison's deposition are summarized as follows:

a. At page 15, line 21 through page 17, at line 23, Mr. Pattison testified that ABL's current office is physically located at 2001 Engineers Road, Oakland,

California, 94607; that the rail operations of ABL were terminated in September, 1998; and that Union Pacific Railroad has operated on ABL tracks since 1998.

b. At page 35, beginning at line 5 and through line 23, Mr. Pattison testified that the last day of ABL's rail operations was November 10, 1998.

7. Attached hereto and incorporated herein by reference as Exhibit "F" is a true and correct copy of excerpts from the Deposition of Otis L. Hocker, Jr. (commonly known as "Dick Hocker") which I took in the ABL lawsuit on September 16, 2005. Mr. Hocker testified concerning his involvement as a real estate agent for E.B. Field, who has listed various parcels of ABL property for sale. The excerpts from Mr. Hocker's deposition are summarized as follows:

a. At page 12, starting at line 15 and continuing through line 22, Mr. Hocker testified that no sales of ABL property can be made because of the existence of the ABL lawsuit.

b. At page 30 beginning with line 30 and continuing through page 31 at line 22, Mr. Hocker testified that ABL cannot sell its 22 acres and other properties (including two 16,000 square foot parcels, one 25,000 square foot

parcel and a six acre parcel) because of the existence of the ABL lawsuit.

c. At page 31, beginning at line 23, and continuing through page 33 at line 13 Mr. Hocker testified that he, as a real estate agent for E.B. Field, listed the 22 acres for sale on behalf of ABL. He also testified that ABL entered into a sales contract with Sun Country for the sale of the 22 acres and opened up an escrow for the sale of this property in Oakland, California. He testified that Sun Country intended to build approximately 150 homes on the 22 acres.

d. At page 39, beginning at line 22 and continuing through page 40 at line 19, Mr. Hocker testified that the escrow between ABL and Sun Country was terminated in 2003 or 2004 at the request of Sun Country because of the pending ABL litigation. He also testified that Sun Country had assigned its contract to Ryland (the prospective builder of single family residences on the 22 acres), who also wanted the contract terminated.

e. At page 69, beginning with line 17 and continuing through page 70 at line 18, Mr. Hocker testified that ABL listed its 22 acres for sale before discontinuation of ABL's rail service. He also testified that properties located at Grand and Clement Avenues in the City of

Alameda, and Sherman and Buena Vista were also listed for sale by ABL before discontinuation of ABL's rail service. He also testified that all of these properties were listed for sale because they were considered "surplus" and were no longer required for rail service.

8. As duly reflected in the attached "Stipulation and Order Regarding Plaintiff Alameda Belt Line's Motion for Protective Order," a true and correct copy of which is attached hereto and incorporated herein by reference as Exhibit "G," (and bearing a court endorsed filed date of October 13, 2005) the trial date in the ABL lawsuit is currently scheduled for April 7, 2006 in Department One of the Alameda County Superior Court in Oakland, California. In the stipulation, the parties also agreed to waive the statutory time limits for bringing cases to trial for a period of one year from the stipulation, or until October 13, 2006. The purpose of this stipulation was because, among other things, under Code of Civil Procedure Section 583.420 (a) (3) (C) the court has the discretion to dismiss a case which is not brought to trial within two years after a judgment is reversed on appeal. The case was remitted back to the Alameda County Superior Court on January 30, 2004, following the ruling by the California First District Court of Appeals in favor of the City of

Alameda in Alameda *Belt Line v. City of Alameda* (2003) 113 Cal. App. 4th 15, which triggered the running of the time limitations imposed by Code of Civil Procedure Section 583.420 (a) (3) (C). Accordingly, it was necessary for the parties to waive the statutory deadlines for bringing the ABL lawsuit to trial. Under the stipulation of the parties, trial of the ABL lawsuit must be commenced no later than October 13, 2006.

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Pursuant to 28 U.S.C. § 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 13, 2006.

DANG and TRACHUK

By: Michael J. Greathouse
Michael J. Greathouse

EXHIBIT A

ENDORSED
FILED
ALAMEDA COUNTY

JAN 0 9 2001

CLERK OF THE SUPERIOR COURT
By A. Jackson, Deputy

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DANG and TRACHUK
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Attorneys for Cross-Complainant
CITY OF ALAMEDA

COPY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs.

THE CITY OF ALAMEDA, et al.,

Defendants.

No. 826373-7

SECOND AMENDED CROSS-COMPLAINT FOR ANTICIPATORY BREACH OF CONTRACT, CONSTRUCTIVE TRUST AND DECLARATORY RELIEF

[Exempt from fees - Government Code § 6103]

CITY OF ALAMEDA, a municipal corporation,

Cross-Complainant,

vs.

ALAMEDA BELT LINE, a California corporation, and ROES 1 through 10, inclusive,

Cross-Defendants.

Cross-complainant City of Alameda ("City") alleges as follows:

1. At all times herein mentioned the City of Alameda is and was a charter city and a municipal corporation organized and existing under the constitution and laws of the

State of California.

2. At all times relevant here cross-defendant Alameda Belt Line (ABL) was a corporation duly organized and existing under the laws of the State of California.

3. The City of Alameda is ignorant of the true names of cross-defendants sued herein as Roes 1 through 10, inclusive and, therefore, sues said cross-defendants by those fictitious names. City will amend this cross-complaint to allege their true names and capacities when they have been ascertained. City is informed and believes that each of these fictitiously named cross-defendants is in some way responsible for the injury and damage to the City alleged in this cross-complaint.

4. The City of Alameda is informed and believes, and alleges on that basis, that these fictitiously named cross-defendants were at all times mention in this cross-complaint, the agents, servants, and employees of their co-cross-defendants and were acting as such with the consent and permission of their co-cross-defendants.

5. The City of Alameda was the owner and operator from approximately 1918 to 1924 of a municipal belt line railroad along Clement Avenue in the City of Alameda. The belt line railroad provided rail service to businesses in the City of Alameda.

6. In 1924, pursuant to City of Alameda's Ordinance No. 259 NS, adopted by the Alameda City Council on September 16, 1924, the City negotiated and entered into an agreement executed on December 15, 1924 wherein it sold said municipal belt line to the Atchison, Topeka & Santa Fe Railroad ("ATSF") and the Western Pacific Railroad Corporation ("WP").

7. The agreement required the railroads to immediately organize a corporation for the acquisition, construction, expansion and operation of a belt line railroad to serve the industrial and waterfront area of the City. Pursuant to said agreement the Alameda Belt Line Corporation was formed.

8. The municipal belt line was sold to the railroads for $30,000.

9. Paragraph 14 of the December 15, 1924 agreement gave the City of

Alameda an unqualified right, at any time, to repurchase the belt line and any extensions thereof. Said provision of the agreement reads as follows:

> "Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made there by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intention so to do by ordinance to that effect; and provided that at the same time it purchases from the parties of the first part, or either of them, as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof"

10. On November 2, 1999 the City of Alameda enacted Ordinance No. 2817NS, giving notice to the ABL that it intended to exercise its contractual right to repurchase said belt line and extensions thereof. Said repurchase is to take place on December 4, 2000. A true and correct copy of said Ordinance is attached hereto as Exhibit A to this first amended cross-complaint.

FIRST CAUSE OF ACTION
(Anticipatory Breach of Contract)

11. On or about May 11, 2000 the ABL filed Alameda County Superior Court Action No. 826373-7 challenging the right of the City of Alameda to enforce the contract entered into by the parties in 1924.

12. The filing of this complaint gave notice to the City of Alameda that cross-defendant would not perform the contract, and was a repudiation of the contract entered into by the parties.

13. At the time cross-complainant received cross-defendant's repudiation, the City had performed all the conditions on its part to be performed under the contract.

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SECOND CAUSE OF ACTION
(Constructive Trust)

14. Pursuant to paragraph 14 of the December 15, 1924 agreement cross-defendant ABL promised to sell the belt line and extensions thereof back to the City of Alameda upon the giving of one year's notice by the City to the ABL of its intent to repurchase the belt line.

15. Cross-defendant has demonstrated an intent to breach its promise by filing a lawsuit challenging the enforceability of said written promise.

16. Cross-complainant alleges that it relied on cross-defendant's promise when it entered into said agreement and was ignorant of cross-defendant ABL's secret intention not to perform in accordance with the agreement.

17. By virtue of ABL's wrongful acts, cross-defendant ABL holds said belt line and extensions thereof as a constructive trustee for the City's benefit.

18. As a constructive trustee the ABL should not be permitted to sell railroad property to other parties during the pendency of this litigation, unless approval is given by the Federal Surface Transportation Board.

THIRD CAUSE OF ACTION
(Declaratory Relief)

19. An actual controversy has arisen and now exists between cross-complainant, on the one hand, and cross-defendant on the other, in that:

a. Cross-complainant City of Alameda contends that paragraph 14 of the December 15, 1924 agreement is valid and enforceable.

b. Cross-defendant contends that it is not bound by the terms of said written agreement.

20. A judicial declaration resolving that controversy is appropriate and necessary at this time so that the parties may be apprised of their respective rights, interests and liabilities.

Wherefore, cross-complainant City of Alameda prays judgment against the Alameda Belt line as follows:

1. That cross-defendant ABL hold the belt line and extensions thereof in trust for the City of Alameda, subject to any required proceedings before the Federal Surface Transportation Board;

2. That the cross-defendant be enjoined from selling, transferring or attempting to sell any belt line property to any other party during the pendency of this action, unless approval is given by the Federal Surface Transportation Board

3. For a judicial declaration that the written agreement between the parties is valid and enforceable and that the City of Alameda has the right to repurchase the belt line and extensions thereof pursuant to paragraph 14 of the agreement, subject to any required proceedings before the Federal Surface Transportation Board;

4. For cross-complainant's reasonable costs of suit incurred in this action; and

5. For whatever other relief the Court may deem proper.

DATED: January 5, 2001

DANG and TRACHUK

DOUGLAS Y. DANG
Attorneys for Cross-Complainant CITY OF ALAMEDA

CITY OF ALAMEDA ORDINANCE NO. 2817
New Series

NOTICE OF INTENT TO EXERCISE OPTION TO
PURCHASE ALAMEDA BELT LINE RAILROAD

WHEREAS, on December 15, 1924, the City of Alameda entered into an agreement with the Western Pacific Railroad Company and the Atchison, Topeka and Santa Fe Railway Company; and

WHEREAS, pursuant to the agreement, said railroads organized a corporation entitled the Alameda Belt Line to acquire, construct and operate a belt line railroad to serve the industrial and waterfront area of the City of Alameda; and

WHEREAS, under the agreement, the City of Alameda sold its existing municipal railway to said railroads; and

CITY ATTORNEY

WHEREAS, paragraph fourteen of said agreement states:

> "Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made therein by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intentions so to do by ordinance to that effect; and provided that at the sane time it purchases from the parties of the first part, or either of them, as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof."

and;

WHEREAS, the City Council finds that the public interest will be served by purchasing the belt line railroad pursuant to said contractual right; and

WHEREAS, said paragraph fourteen requires the City to give a year's notice of its intention to purchase the belt line railroad.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Alameda that:

Section 1. The City Council, pursuant to paragraph fourteen of the above referenced agreement, hereby gives notice to the Alameda Belt Line Corporation that it will on December 4, 2000, purchase the belt line railroad, including all extensions thereof.

Section 2. This ordinance shall be in full force and effect from and after the expiration of thirty (30) days from the date of its final passage.

Presiding Officer of the City Council

Attest:

City Clerk

* * * * * *

I, the undersigned, hereby certify that the foregoing Ordinance was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the 2nd day of November, 1999, by the following vote to wit:

AYES:	Councilmembers Daysog, DeWitt, Johnson, Kerr and Mayor Appezzato - 5.
NOES:	None.
ABSENT:	None.
ABSTENTIONS:	None.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 3rd day of November, 1999.

Diane Felsch, City Clerk
City of Alameda

PROOF OF SERVICE BY MAIL

Alameda Belt Line v. City of Alameda, et al.
Alameda County Superior Court Action No. 826373-7

I declare as follows:

I am a citizen of the United States, over the age of 18 years; my business address is One Kaiser Plaza, Suite 2360, Oakland, California 94612; I am not a party to the within action.

On the date below I served a copy of SECOND AMENDED CROSS-COMPLAINT FOR ANTICIPATORY BREACH OF CONTRACT, CONSTRUCTIVE TRUST AND DECLARATORY RELIEF on the parties herein by placing a true copy thereof in a sealed envelope with postage thereon fully prepaid, in the United States mail at Oakland, California, addressed as follows:

For Plaintiff
Benjamin B. Salvaty
R. Curtis Ballantyne
Byron T. Ball
Hill, Farrer & Burrill LLP
300 South Grand Avenue
37th Floor - One California Plaza
Los Angeles, California 90071-3147

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed at Oakland, California on January 5, 2001.

KAY CORLETT

EXHIBIT B

HILL, FARRER & BURRILL LLP
BENJAMIN B. SALVATY (Bar No. 038213)
R. CURTIS BALLANTYNE (Bar No. 056498)
BYRON T. BALL (Bar No. 150195)
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Telephone: (213) 620-0460

Attorneys for Plaintiff and Cross-Defendant
ALAMEDA BELT LINE

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF ALAMEDA

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ALAMEDA BELT LINE, a California corporation, Plaintiff, vs. THE CITY OF ALAMEDA, a municipal corporation, and DOES 1 through 20, inclusive, Defendants. AND ALL RELATED CROSS-ACTIONS.	Case No. 826373-7 ANSWER OF ALAMEDA BELT LINE TO SECOND AMENDED CROSS-COMPLAINT OF CITY OF ALAMEDA

Plaintiff and cross-defendant Alameda Belt Line (hereinafter "ABL"), a California corporation, answers the Second Amended Cross-complaint on file herein and alleges as follows:

1. Answering paragraph 1, ABL admits that the City of Alameda is and was a charter city and a municipal corporation organized and existing under the constitution and laws of the State of California.

2. Answering paragraph 2, ABL admits that ABL is a California Corporation.

3. Answering paragraph 3, ABL alleges that it lacks information or belief sufficient to enable it to answer the allegations thereof, and basing its denial on that ground, denies each and every allegation contained therein.

4. Answering paragraph 4, ABL alleges that it lacks information or belief sufficient to enable it to answer the allegations thereof, and basing its denial on that ground, denies each and every allegation contained therein.

5. Answering paragraph 5, ABL is informed and believes and based thereon admits that in or about 1918, the City constructed a municipal belt line railroad along Clement Avenue in the City of Alameda to provide rail service to some industries that were producing goods to aid the United States' efforts in World War I. Except as so expressly alleged, ABL alleges that it lacks information or belief sufficient to enable it to answer each and every remaining allegation contained therein, and basing its denial on that ground, denies each and every allegation contained therein.

6. Answering paragraphs 6, 7, 8 and 9, ABL denies conjunctively and disjunctively each and every allegation therein; further ABL denies that said agreement gave cross-complainant any unqualified right to anything.

7. Answering paragraph 10, ABL alleges that it lacks information and belief sufficient to enable it to answer each and every remaining allegation contained therein, and basing its denial on that ground, denies each and every allegation contained therein.

8. Answering paragraph 11, ABL admits that it filed Alameda County Superior Court Action No. 826373-7, and alleges that said complaint speaks for itself. Except as so expressly alleged, ABL denies generally and specifically each and every remaining allegation contained therein.

9. Answering paragraphs 12, 13, 14, 15, 16, 17 and 18, ABL denies conjunctively and disjunctively each and every allegation contained therein.

10. Answering paragraph 19, ABL admits that an actual controversy has arisen and now exists between ABL and the City. Except as so expressly alleged, ABL denies generally and specifically each and every remaining allegation contained therein.

11. Answering paragraph 20, ABL admits the allegations contained therein.

In further answer to the Second Amended Cross-complaint, ABL alleges the following separate and affirmative defenses to each and every purported cause of action therein:

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FIRST AFFIRMATIVE DEFENSE

(Failure to State a Claim)

12. The Cross-complaint, and each cause of action stated therein, fails to state facts sufficient to constitute a cause of action or a claim upon which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

(Statute of Limitations)

13. The Cross-complaint, and each cause of action stated therein, is barred by the applicable statute of limitations.

THIRD AFFIRMATIVE DEFENSE

(Consent)

14. The Cross-complaint, and each cause of action stated therein, is barred because the City had knowledge of the nature and consequences of each of the acts allegedly committed by ABL, sufficient to make informed decisions, and voluntarily, knowingly, and intentionally consented to the performance of each of those acts by ABL.

FOURTH AFFIRMATIVE DEFENSE

(Damages Caused Solely By Acts of Third Parties)

15. The Cross-complaint, and each cause of action stated therein, is barred because any and all events and happenings in connection with the allegations contained in the Cross-complaint and resulting injuries and damages, if any, were caused solely by the acts or omissions of third parties, not employees or agents of ABL, or employees of ABL acting outside the scope of their employment for ABL.

FIFTH AFFIRMATIVE DEFENSE

(Causation)

16. The Cross-complaint, and each cause of action stated therein, is barred because the City cannot prove any facts showing that the conduct of ABL was the cause of any damages alleged by the Cross-complaint.

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SIXTH AFFIRMATIVE DEFENSE

(Laches)

17. By reason of the City's acts, the Cross-complaint, and each cause of action stated therein, is barred by the doctrine of laches.

SEVENTH AFFIRMATIVE DEFENSE

(Estoppel)

18. By reason of the City's acts, the Cross-complaint, and each cause of action stated therein, is barred by the doctrine of estoppel.

EIGHTH AFFIRMATIVE DEFENSE

(Assumption of the Risk)

19. The Cross-complaint, and each cause of action stated therein, is barred because the City at all times material to this action was aware of any dangers and assumed the risk of such dangers by failing to take the proper precaution in the conduct of its business.

NINTH AFFIRMATIVE DEFENSE

(Waiver)

20. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of waiver. By reason of such waiver, ABL is excused from further performance of the alleged obligations under the alleged transactions.

TENTH AFFIRMATIVE DEFENSE

(Comparative Fault)

21. The Cross-complaint, and each cause of action stated therein, is barred because the City, through its acts and omissions, has contributed to the actions as alleged in the Cross-complaint. As such, the Cross-complaint, and each cause of action stated therein, is barred in whole or in part, by the comparative negligence of the City.

ELEVENTH AFFIRMATIVE DEFENSE

(Comparative Fault-Other Defendant

And/Or Other Third Parties)

22. The Cross-complaint, and each cause of action stated therein, is barred because

other defendants and/or other third parties not yet identified, their agents and/or contractors, by and through their acts and omissions, have contributed to the actions as alleged in the Cross-complaint, thereby barring any claim against ABL.

TWELFTH AFFIRMATIVE DEFENSE

(Contribution/Indemnification)

23. To the extent ABL is required to indemnify any person or entity for costs incurred as alleged in the Cross-complaint, ABL is entitled to contribution and/or indemnification, in whole or in part according to apportionment of liability, from each and every other defendant named in the Complaint.

THIRTEENTH AFFIRMATIVE DEFENSE

(Unclean Hands)

24. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unclean hands.

FOURTEENTH AFFIRMATIVE DEFENSE

(Recoupment)

25. ABL is entitled to an offset against any liability for the greater of (1) any amounts actually paid by any person or entity heretofore or hereafter for any of the costs and damages alleged in the Cross-complaint, or (2) the equitable share of the liability of any person or entity that heretofore has received, or hereafter receives, any release from liability or covenant not to sue with respect to any of the costs and damages alleged in the Cross-complaint or (3) all debts, liabilities, damages, obligations, and other amounts due and owing to ABL from the City.

FIFTEENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

26. The Cross-complaint, and each cause of action stated therein, is barred by reason of the City's failure to mitigate, minimize or avoid any of the alleged damages referred to in the Cross-complaint.

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SIXTEENTH AFFIRMATIVE DEFENSE

(Intervening or Superceding Causes)

27. The Cross-complaint, and each cause of action stated therein, is barred because the acts and omissions of persons other than ABL were intervening or superceding causes of the injuries, costs, and damages allegedly incurred or to be incurred by the City.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Equities)

28. The Cross-complaint, and each cause of action stated therein, is barred from recovering the relief sought because the equities do not preponderate in favor of the City, but rather preponderate in favor of ABL.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Failure or Lack of Consideration)

29. The Cross-complaint, and each cause of action stated therein, is barred because the failure or lack of consideration bars the City from enforcing any or all of the alleged rights, claims or obligations sought to be enforced by way of the Cross-complaint.

NINETEENTH AFFIRMATIVE DEFENSE

(Accord and Satisfaction)

30. The Cross-complaint, and each cause of action stated therein, is barred because the doctrine of accord and satisfaction bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTIETH AFFIRMATIVE DEFENSE

(Statute of Frauds)

31. The Cross-complaint, and each cause of action stated therein, is barred because the statute of frauds bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Necessity of Parties)

32. The Cross-complaint, and each cause of action stated therein, is barred because

the lack of all necessary parties herein bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Assignment of Parties)

33. The Cross-complaint, and each cause of action stated therein, is barred because the doctrine of assignment of rights bars the City from enforcing any or all of the alleged rights, claims, and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(Mistake, Fraud, Undue Influence or Breach of Good Faith)

34. The Cross-complaint, and each cause of action stated therein, is barred due to mistake, fraud, undue influence, or breach of good faith by the City.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

(Other Doctrines)

35. The Cross-complaint, and each cause of action stated therein, is barred by other legal doctrines, including the doctrines of usury, promissory estoppel, illegality of contract, repudiation, and/or preemption, which act to bar the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(Ratification)

36. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the City knew, approved of and ratified all actions of ABL, including the actions complained of herein.

TWENTY-SIXTH AFFIRMATIVE DEFENSE

(Breach of Obligation to Pay Money)

37. The Cross-complaint, and each cause of action stated therein, is barred in whole or part by the provisions of California Civil Code § 3302.

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TWENTY-SEVENTH AFFIRMATIVE DEFENSE

(ABL's Good Faith Actions)

38. The Cross-complaint, and each cause of action stated therein, is barred in whole or part due to the fact that ABL at all times alleged acted reasonably and in good faith, and further, that its actions were justified in protecting its own legitimate business interests.

TWENTY-EIGHTH AFFIRMATIVE DEFENSE

(Conduct Justified and Privileged)

39. To the extent that the City alleges that ABL interfered with the City's contractual relations or rights, or acted in bad faith, ABL alleges that at all times its conduct was justified and privileged in order to protect its personal, real property and financial interest.

TWENTY-NINTH AFFIRMATIVE DEFENSE

(Condition Precedent)

40. The Cross-complaint, and each cause of action stated therein, is barred because ABL's failure, if any, to perform the obligations alleged in the Cross-complaint resulted from the City's failure to perform its respective obligations as required by the terms of the alleged Agreement sued on; the performance on the City's part of its obligations was a condition precedent to the performance of ABL's obligations, if any.

THIRTIETH AFFIRMATIVE DEFENSE

(Default)

41. The Cross-complaint, and each cause of action stated therein, is barred because, at all times herein mentioned, the City was in material default of performance of a covenant or obligation on which the alleged obligations of ABL were dependent or concurrent, thereby barring the City's action.

THIRTY-FIRST AFFIRMATIVE DEFENSE

(Commercial Impracticability, Impossibility, Frustration or Changed Circumstances)

42. The Cross-complaint, and each cause of action stated therein, is barred because the performance or full performance of the contractual or other obligations upon which the City sues was commercially impracticable, impossible, frustrated, or modified and/or excused due to

changed circumstances, and the City may not prevail upon the causes of action alleged in the Cross-complaint, or obtain any remedy thereby, to the extent of such impracticability, impossibility, frustration or changed circumstances.

THIRTY-SECOND AFFIRMATIVE DEFENSE

(Unjust Enrichment)

43. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unjust enrichment.

THIRTY-THIRD AFFIRMATIVE DEFENSE

(Unconscionability)

44. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unconscionability.

THIRTY-FOURTH AFFIRMATIVE DEFENSE

(Illusory Promise)

45. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of illusory promise.

THIRTY-FIFTH AFFIRMATIVE DEFENSE

(Force Majeure)

46. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of Force Majeure.

THIRTY-SIXTH AFFIRMATIVE DEFENSE

(Election of Remedies)

47. The City is barred by its election of remedies from asserting some or all of the causes of action in the Cross-complaint or obtaining some or all of the remedies prayed for therein.

THIRTY-SEVENTH AFFIRMATIVE DEFENSE

(No Duty)

48. ABL did not owe the City a duty of care in the circumstances at issue. In the event any duty was owed to the City, ABL has fully satisfied such duty, and any and all duties owed to

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third parties.

THIRTY-EIGHTH AFFIRMATIVE DEFENSE

(Lack of Fault or Causation)

49. No acts or omissions of ABL were the actual or proximate cause of any damage, loss, or injury to the City.

THIRTY-NINTH AFFIRMATIVE DEFENSE

(Lack of Damages)

50. The Cross-complaint, and each cause of action stated therein, is barred because the City has not suffered any damage as a result of any action or omission of ABL and, thus, the City is barred from asserting any claim for relief against ABL.

FORTIETH AFFIRMATIVE DEFENSE

(Claims Not Yet Arisen, Prematurity, Lack of Ripeness)

51. The Cross-complaint, and each cause of action stated therein, is barred because the City's causes of action and claims have not yet arisen, are premature, and are not ripe for adjudication by this Court.

FORTY-FIRST AFFIRMATIVE DEFENSE

(Causes of Action Vague, Uncertain and Ambiguous)

52. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the facts and causes of action alleged are vague, uncertain and ambiguous, thereby failing to set forth the essential facts of the case with particularity to inform ABL of the nature, source and extent of the City's allegations.

FORTY-SECOND AFFIRMATIVE DEFENSE

(Violation of Marketable Title Act)

53. The Cross-complaint, and each cause of action stated therein, is barred to the extent that it asserts claims or seeks relief which would constitute a violation of the Marketable Title Act.

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FORTY-THIRD AFFIRMATIVE DEFENSE

(Rule Against Perpetuities)

54. The Cross-complaint, and each cause of action stated therein, is barred to the extent that it asserts claims or seeks relief in violation of the Rule Against Perpetuities.

FORTY-FOURTH AFFIRMATIVE DEFENSE

(Anticipatory Breach)

55. The Cross-complaint, and each cause of action stated therein, is barred or otherwise diminished by the City's anticipatory breach of contract in this matter.

FORTY-FIFTH AFFIRMATIVE DEFENSE

(Recission)

56. The Cross-complaint, and each cause of action stated therein, is barred due to the provisions of Civil Code §§ 1688 et seq. concerning recission of contracts.

FORTY-SIXTH AFFIRMATIVE DEFENSE

(Offset)

57. Without conceding that any act of ABL caused damage to the City or any other person in any respect, ABL allege that it is entitled to offset and recoupment against any judgment that may be entered against it under the City's Cross-complaint. Offset and recoupment are appropriate by reason of the damage caused to ABL as a result of, but not limited to, the following: (1) the City's conduct in the matters alleged in its Cross-complaint and alleged in this answer; (2) the City's slander of title of ABL's property; (3) the City's fraudulent effort to create a cloud on the title to ABL's property, and to misconstrue and wrongly take advantage of ABL through the City's bad faith in connection with the agreements and ordinances alleged in the City's Cross-complaint; (5) the City's deceitful and fraudulent conduct; (6) the City's negligent conduct; and (7) the City's breaches of its obligations under the agreements alleged in the Cross-complaint.

FORTY-SEVENTH AFFIRMATIVE DEFENSE

(Unconstitutionally Vague)

58. The Cross-complaint, and each cause of action stated therein, is barred because

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Ordinance No 2817 NS referenced therein is unconstitutionally vague.

FORTY-EIGHTH AFFIRMATIVE DEFENSE

(Taking Without Just Compensation)

59. The Cross-complaint, and each cause of action stated therein, is barred because it and Ordinance No 2817 NS referenced therein constitute a deprivation of property without just compensation, and on its face, violates Article I, Section 19 of the California Constitution and the Fifth Amendment, as applied to the states through the Fourteenth Amendment, of the United States Constitution.

FORTY-NINTH AFFIRMATIVE DEFENSE

(Avoidance of Forfeiture)

60. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the relief sought by the City would cause a forfeiture to be suffered by ABL, and the law disfavors forfeitures.

FIFTIETH AFFIRMATIVE DEFENSE

(Option Limited to Reasonable Time)

61. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the option alleged in the Cross-complaint with reference to the 1924 agreement should be limited to a reasonable time, and 77 years is not a reasonable time. Options may not be indefinite.

FIFTY-FIRST AFFIRMATIVE DEFENSE

(Lack of Subject Matter Jurisdiction)

62. The Cross-complaint, and each cause of action stated therein, is barred by this Court's lack of subject matter jurisdiction of this action. The claims made in the Cross-complaint fall within the exclusive jurisdiction of the Federal Surface Transportation Board ("STB"). The Interstate Commerce Act ("ICA"), 49 U.S.C. § 10101 et seq. gives the STB exclusive jurisdiction to approve and to regulate acquisitions of rail lines. See, e.g., 49 U.S.C. §§ 10501(b)(2), 10901(a); Chicago & N.W. Transp. Co. v. Kalo Brick & Tile Co. (1981) 450 U.S. 311, 318-20, 67 L. Ed. 2d 258, 101 S. Ct. 1124.

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FIFTY-SECOND AFFIRMATIVE DEFENSE

(Preemption/Subject Matter Jurisdiction)

63. The Cross-complaint, and each cause of action stated therein, is barred because it is preempted by federal law, including federal regulations governing the acquisition of railroads and rail lines. To the extent the Cross-complaint, and each cause of action stated therein, are preempted by federal law, this court lacks jurisdiction over the subject matter of the City's Cross-complaint.

FIFTY-THIRD AFFIRMATIVE DEFENSE

(Primary Jurisdiction/Preemption)

64. The issues raised in the City's Cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies. The Cross-complaint, and each cause of action stated therein, should be stayed or dismissed pursuant to the doctrines of primary jurisdiction and/or preemption as set forth in Farmers Ins. Exch. v. Superior Court (1992) 2 Cal. 4th 377, 386-390.

FIFTY-FOURTH AFFIRMATIVE DEFENSE

(Failure to Exhaust Administrative Remedies)

65. The Cross-complaint, and each cause of action stated therein, is barred because the City has failed to exhaust administrative remedies, which are a prerequisite to its suit.

FIFTY-FIFTH AFFIRMATIVE DEFENSE

(Alteration, Abandonment, Cancellation

Reformation, Repudiation or Novation of Contract)

66. The Cross-complaint, and each cause of action stated therein, is barred because the contractual or other obligations upon which the City sues was altered, abandoned, cancelled, reformed, repudiated by the City or was subject to novation, and the City may not prevail upon the causes of action alleged in the Cross-complaint, or obtain any remedy thereby, to the extent of such alteration, abandonment, cancellation, reformation, repudiation or novation.

FIFTY-SIXTH AFFIRMATIVE DEFENSE

(Consideration Impossible to Ascertain)

67. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the consideration that would be owed to ABL is impossible to ascertain.

FIFTY-SEVENTH AFFIRMATIVE DEFENSE

(Reservation of Rights)

68. ABL hereby reserves the right to assert additional defenses and to supplement, alter, and/or change its answer and defenses upon revelation of more definitive facts in this matter, and upon the undertaking of discovery.

WHEREFORE, this answering cross-defendant prays for judgment as follows:

1. That the City take nothing by its Cross-complaint, and that the Cross-complaint be dismissed with prejudice;

2. For costs of suit incurred herein; and

3. For such other and further relief as the Court may deem just and proper.

Date: January 22, 2001

HILL, FARRER & BURRILL LLP
BENJAMIN B. SALVATY
R. CURTIS BALLANTYNE
BYRON T. BALL
ROBERT P. SILVERSTEIN

By: _____
R. CURTIS BALLANTYNE
Attorneys for Plaintiff and Cross-Defendant
ALAMEDA BELT LINE

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PROOF OF SERVICE

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is Hill, Farrer & Burrill LLP, 300 South Grand Avenue, Los Angeles, California 90071-3147. On January 22, 2001, I served the within documents:

ANSWER OF ALAMEDA BELT LINE TO SECOND AMENDED CROSS-COMPLAINT OF CITY OF ALAMEDA

☐ by causing the document(s) listed above to be transmitted via facsimile to the fax number(s) set forth below on this date before 5:00 p.m.

■ by causing the document(s) listed above to be mailed in the United States mail at Los Angeles, California to the address(es) set forth below.

☐ by causing personal delivery of the document(s) listed above to the person(s) at the address(es) set forth below.

☐ by causing airfreight delivery of the document(s) listed above to be delivered by an agent for delivery to the address(es) set forth below.

Douglas Y. Dang, Esq.
Dang and Trachuk
One Kaiser Plaza, Ordway Bldg. #2360
Oakland, California 94612
510.832.8700; 510.836.2595 /fax
for Defendant City of Alameda

I declare under penalty of perjury under the laws of the State of California that the above is true and correct. Executed on January 22, 2001,, at Los Angeles, California.

Mary H. McCoy

[B8730-068]
::ODMA\MHODMA\HFB;363667;1

EXHIBIT C

HILL, FARRER & BURRILL LLP
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ALAMEDA BELT LINE

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California Corporation,

Plaintiff/Cross-Defendant,

vs.

CITY OF ALAMEDA, et al.,

Defendant/Cross-Complainant.

CASE NO. C-826373-7

ALAMEDA BELT LINE VERIFIED NARRATIVE STATEMENT OF CONTENTIONS OF FACT AND LAW

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The following is a narrative statement of Alameda Belt Line's ("ABL") contentions of fact at this point in the lawsuit. The contentions of law follow. Trial is scheduled for April 7, 2006 at 8:30 a.m. in Department 1 of the Alameda Superior Court.

Discovery and research are not complete. ABL reserves the right to amend, alter, or expand the factual contentions presented here. These reservations being asserted, the following are the factual contentions of ABL as of November 15, 2005:

Many of the pertinent facts in this cause are undisputed and are contained in the Interstate Commerce Reports (ICC) reported in 105 ICC 349 (Jan. 16, 1926). Additional facts are contained in the testimony and exhibits before the California Railroad Commission (CRC) which was the hearing body through a hearing examiner, from which the Interstate Commerce Commission derived the factual basis for its decision. The relationship between the CRC and

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CONTENTIONS OF LAW

The following is a narrative statement of Alameda Belt Line's ("ABL") contentions of law at this point in the litigation proceedings. With trial scheduled for almost five months after the date of this statement, ABL reserves the right to amend, alter, or expand upon the legal contentions presented herein. These reservations being asserted, the following are the legal contentions of ABL at this time:

I. INTRODUCTION

The City of Alameda ("Alameda" or "City") is attempting to exercise an option ("Option") that existed in a contract drafted in 1924 ("Agreement") by and between Western Pacific Railroad Company ("WP") and The Atchison, Topeka and Santa Fe Railway ("ATSF") in the first part, and the City of Alameda in the second part. The Option in paragraph 14 of the Agreement provided that the City could purchase the belt line railroad at any time. The price the City would be required to pay to exercise the Option was the original cost of the railroad, plus the costs of any and all extensions and investments less cost of upkeep and repairs, whatever these terms mean.

The City now attempts to exercise the Option. The City does not attempt to exercise the Option in order to operate the belt line railroad as a municipality. It does so to acquire valuable property at 1920's prices. Much of the property was sold or subject to a sales contract before the purported exercise.

ABL contends that the Option is unenforceable because the City is not exercising the Option for the purpose intended, operating the belt line railroad. In addition, the City is attempting to exercise the option 75 years after the Agreement was made, which is an unreasonable time for this Option, or any option, to survive. Finally, an adequate and reasonable option price is not provided for in the Option, making it unenforceable.

Moreover, the facts in this case give rise to numerous defenses to the late arriving exercise of the option, these may include (1) laches; (2) estoppels; (3) waiver; (4) unclean hands; (5) the equities favor ABL; (6) ratification by the City of ABL's sale of property; (7) prior sale; (8) unjust

enrichment; (9) the option violated the rule against perpetuities, ab initio; (10) the option is void because it is vague and unenforceable; (11) the option exercised in 1999 constitutes a forfeiture; (12) this court lacks subject matter jurisdiction; (13) the doctrine of Preemption may apply; (14) the issues raised by the City's cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies. The City has not sought the approval of the Surface Transportation Board to acquire "a belt line railroad" with extensions and investments.; (15) the consideration for the exchange, the option price is impossible to ascertain.

II.
ARGUMENT

A. An Option Is Analyzed Under The Law Of Offers

Option contracts are governed by the same law as offers. An irrevocable option, is an offer held open by consideration. 1 Witkin Cal. Summ. 9th Contracts §173. "Disputes about whether [an] option has been validly exercised are decided by reference to the rules of offer and acceptance." *Arden Group v. Burk*, 45 Cal. App. 4th 1409, 1414.

Options may fail for a number of reasons. First, as in any contract, the intention of the parties in entering the agreement is important. *Kaufman and Broad-South Bay v. Unisys Corp.* (1993) 822 F. Supp 1468, 1474. Second, an option, like an offer, must be exercised within the amount of time stated in the option, or if no time is stated, within a reasonable time. *Lohn v. Fletcher Oil Co.* (1940) 38 Cal. App. 2d 26, 31. Third, price is an essential term of an option for both sales of goods and sales of real property, and will cause an option to fail if not defined or clearly ascertainable. 1 Witkin Cal. Summ. 9th Contracts §150.

B. The Option Should Be Analyzed As Both an Option to Purchase Real Estate and to Purchase Goods

1. The Option Is Essentially A Real Estate Purchase

The law of option contracts is divided between those involving real estate and those involving the sale of goods. The case at hand should primarily be analyzed under those cases involving real estate. The Option, when created, contemplated the purchase of a belt line railroad. Such a railroad would be primarily composed of the actual tracks and the land atop which they sit. It would have also included signals and other standard railroad equipment. However, the

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EXHIBIT D

SUPERIOR COURT OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs. No. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendant.

/

AND RELATED CROSS-ACTION.

/

DEPOSITION OF PHILLIP E. COPPLE

VOLUME I

THURSDAY, SEPTEMBER 8, 2005

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Q. When -- can you describe for me the allocation of time that you spent after 1996 between ABL, OTR, and Central California Traction?

A. Probably 80 percent Stockton, 15 percent Oakland, 5 percent ABL.

Q. Okay. And by "Stockton," you mean the Central California Traction?

A. Yes.

Q. Did you also have an office in Stockton?

A. Yes.

Q. And where was that office?

A. Cherokee Road. I don't know the address though. I can't remember it.

Q. When was the last time that ABL operated cars on its trackage?

A. I don't know the exact date without looking at a document.

Q. Okay. What document would you look at to determine that?

A. Probably a letter of some kind that that was the last day of service.

Q. Was Pennzoil the last client?

A. I believe it was -- no. Well, I would say yes. Yes.

Q. Okay. My understanding from reviewing some of

the documents is that ABL ceased operations, rail operations in the fall of 1998. Does that seem about right to you?

A. I would have to say yes.

Q. Now you mentioned earlier there was a gradual decline in ABL's business beginning in the late '70s or early '80s?

A. Probably in the 1980's.

Q. Could you describe for me what the process was in terms of the decline of business of ABL from the '80s to the fall of 1998?

A. Well, the close down of business is that we switched. We gradually closed down and moved.

Q. Okay. And those were the businesses that you mentioned earlier?

A. Yes.

Q. Of Del Monte and Weyerhauser, Inland Ladder. Was there any precipitating critical event, one big customer that was lost during that period that hastened the decline in business?

A. Probably Del Monte. That was the largest customer.

Q. Okay. And do you remember when Del Monte stopped operations using ABL?

A. No.

Q. Was it sometime in the '90s?
A. Could have been late '80s, early '90s. I'm not sure of the date.
Q. Del Monte moved away?
A. To San Jose.
Q. Okay. You mentioned that at least in 1996, 80 percent of your time was spent regarding Central California Traction Company, 15 percent with ORT, and 5 percent with ABL.

After the fall of 1998 until the time you retired, can you give me an estimate as to the amount of time -- allocation of time you spent on ABL matters, you know, from 1998 to time of your retirement?
A. It couldn't have been more than 5 percent of my time.
Q. Between 19 -- the fall of 1998 until the time you retired in July of 2004, what types of activities or work would you do regarding ABL?
A. Well, it would mainly be problems with the clean up. Trash, you know, that was dumped around on the property that would have to be cleaned up. Weed abatement.
Q. Would that be you would assign somebody to take care of weed abatement and pick up trash on ABL property?

A. Right.
Q. Okay. Any other activities that you were involved in regarding ABL between the fall of 1998 and July of 2004?
A. Probably some correspondence on the property. We had some sales pending. And then I guess you could say the litigation with the City of Alameda.
Q. Okay. When you say there were sales pending, are you talking about sales of land?
A. Yes.
Q. Any other types of sales?
A. None that I'm aware of.
Q. Can you tell me what land sales that you were involved in with ABL?
A. At what period?
Q. Let's first say from the fall of 1998 until the time of your retirement?
A. I believe we were involved with the sale of the 22-acre yard, but I'm not positive.
Q. And what was your role or duties involving the sale -- strike that.

This had to do with the sale of the 22-acre yard to Suncoast?
A. Sun Country.
Q. Thank you.

year or so?
A. Well, I would have liked to have been moved already to Nevada. I wouldn't have to pay state taxes here, but, no, I don't.
Q. Okay. At the time of your retirement, where were the ABL's offices located?
A. At the Oakland Terminal Railway on Engineers Road in Oakland.
Q. When did ABL's offices move from Alameda?
A. I don't recall what year. But we just consolidated into the one office.
Q. Can you give me a ballpark? Sometime in the '80s or '90s?
A. Well, what we moved out of the Alameda office was all the record keeping. It was still open for a train crew, while we had a train crew working.
Q. So up until the fall of 1998, there was a train crew working?
A. Yes. They could go in there and use the rest room if they had to.
Q. Has any other railroad used ABL's trackage since the fall of 1998?
A. I believe the Union Pacific had an agreement -- well, they have an agreement with the Alameda Belt Line to switch Pennzoil. Now, when they come down there --

or when they come down there to switch them, I don't know.

Q. And at some point in time Pennzoil was the last customer stop -- or moved or stopped doing business at that Alameda location served by the ABL trackage; is that correct?

A. No. Pennzoil is still located there, as far as I know.

Q. Okay. Do you know whether at least as of the time of your retirement was Union Pacific still switching cars for Pennzoil?

A. I believe they were. I'm not sure.

Q. Would that be called a trackage agreement between ABL and Union Pacific?

A. Yes.

Q. Okay. Have you ever seen that trackage agreement?

A. Yes.

Q. Okay. Do you know where a copy is located?

A. There is probably one in the ABL office.

Q. Was there any date or term for that trackage agreement between ABL and Union Pacific?

A. When it was signed. But I don't know exactly what date it was signed.

Q. Okay. I mean for how long it was going to

Q. Okay. Since the fall of 1998, has ABL -- at the time you retired, had ABL had any revenue?
A. Only from rental of property.
Q. And which property does it rent?
A. Down at the corner of Atlantic and Main there is a parcel down there rented for a parking lot. There is a parcel rented on Grand and Buena Vista. One at Grand and Hibbard -- I'll take that back. Grand and -- I don't know what that cross street is right off of Clement. They are just small parcels.
Q. Okay. The one at Grand and Buena Vista is sort of like a former gas station?
A. U-haul.
Q. U-haul place now. But it was a former gas station?
A. Well, the gas station rents it.
Q. Okay.
A. Alameda Unified School District rents a parcel for a parking lot down on Atlantic.
Q. Have there been any attempts to sell those parcels during your tenure?
A. Yes.
Q. I take it -- does ABL still own -- at least as of the date you retired, does ABL still own those three parcels that you talked about?

A. Yes.
Q. Have there been any offers to purchase those properties?
A. Our realtor Dick Hocker, he gets calls all the time.
Q. Okay. But at this point in time, ABL has decided not to sell them?
A. Well, we can't sell them because we don't have clear title.
Q. Has to do with the lawsuit?
A. Yes.
Q. Okay. Was -- you said that the railroad generally operated in the red. Were the size of the losses increasing over the years from -- during the time period you were superintendent up until ceasing operations in 1998?
A. I would say yes.
Q. Okay. Do you recall whether there were any discussions or correspondence dealing with the topic of -- even back in the '70s and '80s about discontinuing operations and abandoning the ABL railroad?
A. Well, I think they always were looking at ways to cut expenses. And one was just not to have the operation.
MR. TRACHUK: Okay. Let me show you a document

SUPERIOR COURT OF CALIFORNIA

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Defendant.

_____/

AND RELATED CROSS-ACTION.

_____/

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VOLUME II

WEDNESDAY, NOVEMBER 30, 2005

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KATHLEEN E. BACA
CSR No. 10267

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that time.
Q. All right. And --
MR. BITTING: It's indicated right up here.
MR. GREATHOUSE: Yeah.
Q. With respect to the letter, did you have any conversations with Mr. Treanor regarding the preparation of the ABL abandonment on the Atlantic Avenue line?
A. Not that I can recall.
Q. Did you have any input or involvement in the preparation of the abandonment proceeding that's attached to that letter as Exhibit 12?
A. Well, I would say that I initiated the letter to the -- our board that probably started this process.
Q. Okay. And what was your reason for initiating a letter to the board initiating the abandonment procedures on Atlantic?
A. Well, there was no longer any rail service down to the Navy. And I just couldn't see any reason to keep the line in service.
Q. All right.
MR. BITTING: Can I just clarify one thing?
MR. GREATHOUSE: Yeah. Sure.
MR. BITTING: There was rail service to the Navy. They just didn't use it.
THE WITNESS: Yes. There was actually two

accesses to the Navy. One, the Alameda Belt Line, and one for the Southern Pacific. They would both come together at the Navy main gate, and they could both serve the Navy facility. Therefore, being the ABL didn't get any rail service, there was no reason to keep that line in operation.

MR. GREATHOUSE: So the Southern Pacific operated its own separate rail line that went to the Naval Air Station?

A. Yes.

Q. And ABL at one point in time operated its own separate rail line that went to the Naval Air Station?

A. Yes.

Q. And at some point the Naval Air Station discontinued service with ABL on to the Naval Air Station?

A. Yes, sir.

Q. And so because of the discontinuance of service by the Naval Air Station, you didn't see any need to keep the tracks -- the ABL tracks open and in operation that provided access to the Naval Air Station?

A. I wouldn't say the Navy discontinued it. They just didn't route any rail cars to switch in there. They were all routed through the Southern Pacific.

Q. And that was approximately 1975?

A. Yes.

Q. Now, I would like you to turn to the second page of Exhibit 12. It bears a document "Certificate and Order Interstate Commerce Commission - Docket No. AB-89."

Have you seen that document before, sir, either the first page or the second page of that document?

A. I would say, yes, I've seen it, but I probably didn't read it at that time. I sort of eyeballed it.

Q. So, to your knowledge -- I'm not asking for any legal opinion or interpretation, the ICC approved the abandonment procedure of the rail line on Atlantic Avenue; is that correct?

A. That's my understanding, yes.

Q. And there was a reference in this document to the abandonment procedures being from Milepost 2.61 to Milepost 3.44, or a distance of zero .83 miles in the City of Alameda. And I'm referring to the first paragraph of that document.

Do you see that, sir?

A. Yes.

Q. Do you know how Milepost 2.61 was located?

A. Well, it would have probably been on an ABL map, station map.

Q. When you say "an ABL station map," what do you

mean by that?
A. Well, a map of the railroad that shows all the tracks where the milepost are.
Q. So there are ABL maps, to your knowledge, that have the mileposts of the ABL line on them?
A. Yes.
Q. And when I say "the ABL line," I'm referring to the main line?
A. Right, yes.
Q. Okay. I'm not referring to any side tracks or spur tracks.

And so Milepost zero -- Milepost zero of the ABL line, that would have been located at the beginning of the ABL tracks on the other side of the Fruitvale bridge?
A. No. It would have been probably 92 feet west of Broadway where it would start.
Q. The 92 feet west of Broadway?
A. Broadway.
Q. Okay. And that would have been Milepost zero, correct?
A. I stand corrected. 92 feet east of Broadway.
Q. I'm sorry. East of Broadway.

And so were you responsible in any way for measuring the milepost of the ABL main line?

1.80, is that still in place today?
A. No.
Q. It's been -- that's been removed?
A. Yes.
Q. And who removed that track?
A. I believe the Alameda Belt Line did.
Q. Okay. When was that track removed?
A. Without looking at records, I couldn't tell you. I would have to look at the maintenance of way records.
Q. I see so the maintenance -- what are those records, sir?
A. That's what the Alameda Belt Line maintenance of way employees worked -- what they did day by day.
Q. I see.

Would the trackage at Milepost 1.80, would that have been removed before or after the Notice of Exemption was filed by Union Pacific?
A. I'm not sure, but I think probably after. This track here, before -- because that may have been the purpose for that -- giving the Union Pacific rights to operate in there.
Q. Okay. So you're referring to a portion of the track that went from Milepost 1.80 into the main yard?
A. Yes.

A. The track is removed from a point right in here (indicating).
Q. Okay. Can you draw that with an "X," sir?
A. (Witness complies.)
Q. And can you just indicate removal of track, write in "removal of track."
A. (Witness complies.) Removal of track?
Q. Yes, sir.
A. (Witness complies.)
Q. And so the removal of the track would have been from the point that the Pennzoil -- the approximate location of the Pennzoil terminal?
A. Pennzoil is right here (indicating).
Q. Okay. Why don't you write there "Pennzoil."
A. (Witness complies.)
Q. So there would be a spur track that would go into the Pennzoil terminal?
A. Two spur tracks.
Q. Okay.
A. This is actually cutoff.
Q. Okay.
A. Still in place.
Q. Okay. The spur tracks are still in place.
And from the point that the track was removed -- and I'm referring to the main track, the 60

track, and that goes around this map, it curves around on Grand, correct?

A. Crosses Eagle and Grand.

Q. Okay. And it goes on to what street? Is that Buena Vista, sir?

A. It doesn't actually go on Buena Vista, but it parallels it. But it's not in the street.

Q. Okay. So, to your knowledge, from the point that you wrote "removal of track" to Milepost 1.80, was the physical 60 track -- the physical No. 60 track, was that all removed at some point?

A. Yes.

Q. And who initiated the removal of that track?

A. Well, I would have started a letter to get the removal to do it.

Q. And what was the reason, generally speaking, for removing the track?

A. All the industries had left. Del Monte, Weyerhauser, that were served off that track.

Q. Okay. You're pointing to the map at various -- I realize this is an old map, but there would have been certain warehouses that would have been served on the section of line that was removed?

MR. BITTING: Weyerhauser.

MR. GREATHOUSE: Weyerhauser. I'm sorry.

Thank you, Counsel.

Q. So, in other words, that was no longer any purpose to maintain that section of track in place because the warehouses or the industries had stopped any need for rail service?

A. It would have been at the same time that we discontinued rail operations on the Alameda Belt Line.

Q. Would have been around 1998?

A. Yes.

Q. And can you approximate the approximate mile postage location where the removal of track began?

A. Well, that's -- probably the start of it would be right by Milepost 1.15.

Q. Okay. Can you circle that and indicate Milepost 1.15 and just write "MP." Go ahead.

A. (Witness complies.)

And following Track 60 around, all the way around, clear to the yard.

Q. Okay. And so, in other words, the track was removed from approximately Milepost 1.15 to the beginning of the yard, which we have already established was a possible location of Milepost 2.00?

A. Yes.

MR. BITTING: And all of the rest of it's gone, too.

THE WITNESS: Yes.

MR. GREATHOUSE: Q. So the track up to Milepost 1.15, to your knowledge, is still in place?

MR. BITTING: Was this morning when we drove over it.

THE WITNESS: Yes.

MR. GREATHOUSE: Okay. I just have to....

Q. And after that point, are the tracks in the main yard still in place?

A. No.

Q. Have those been removed?

A. Yes.

Q. Were those removed in 1998 also?

A. I don't know the exact date. Probably, yes.

Q. Okay. So all the ABL tracks on the 60 line have been removed after Milepost 1.15; is that correct?

A. Yes.

Q. And just to be clear, all the 60 tracks have been removed, including the portion of the 60 track that was a main switching line and the portion of the 60 line that actually went into the rail yard itself?

A. Yes.

MR. GREATHOUSE: Off the record.

(Recess taken.)

(DEFENDANT'S EXHIBIT 16 WAS MARKED

Q. Okay. Now, I want to get back to the removal of the ABL track that we have talked about before the break.

You initiated the -- was it a request made by you for the removal of that track or did you make the decision to remove the track yourself?

A. Well, I probably wrote it up to the board of directors that it was no longer needed, so let's remove it.

Q. And did the board of directors, to your knowledge, approve the removal of the track?

A. I would guess they did, otherwise, they wouldn't have taken it up. I would have to find the correspondence and review it.

Q. Was there any governmental approval obtained from any state or federal regulatory agency before the track was removed?

A. Not to my knowledge.

Q. Did you consult with anyone who -- or seek any opinions as to whether an approval was required from a governmental agency before the track could be removed?

A. I didn't, no.

Q. Do you know if anyone did? Do you know if anyone from ABL determined if it was necessary to obtain governmental approval either from the state of

California or from the federal government before the track was removed?

A. Not that I can recall.

Q. Do you know if you consulted with any legal counsel before the track was removed?

A. Not that I can recall.

Q. Do you know if anyone from ABL consulted with any legal counsel before the track was removed?

A. Not that I can recall.

MR. BITTING: I take it you're excluding the portion between those two mileposts that was approved by the --

MR. GREATHOUSE: Yes. I'm -- for purposes of these questions, I'm -- I am excluding the portion of track between Milepost 2.61 and 3.44 that you've already testified was authorized by the ICC.

Q. That's what -- you understand that?

A. Yes.

Q. Okay. Did you make any determination before the track was removed whether that track was still within the jurisdiction -- or whether it was within the jurisdiction of the Surface Transportation Board?

A. No, I didn't.

Q. Do you know if anyone did make a determination whether the section of track removed was subject to the

jurisdiction of the Surface Transportation Board?
A. Not that I'm aware of.
Q. Did you ever have any conversations with anyone at any time as to whether the section of the track that was removed was subject to surface transportation jurisdiction?
A. Not that I can recall.
Q. Are you familiar with the word "embargo," placing an embargo on a rail line?
A. Yes.
Q. And tell me what that is.
A. Well, my understanding of an embargo is that you do not accept railcars for certain customers or sections of track. So an embargo is put out that nobody is to ship cars to those destinations that are in the embargo.
Q. I'm going to ask you a broad question and then I'll follow up. Was an embargo ever put on any portion of the ABL track, if you know?
A. Not that I can recall.
Q. How about after ABL finished its rail service sometime in 1998, did it put any embargo on any portion of the rail line after that?
A. Not that I'm aware of.
Q. So, to your knowledge, there was never any

EXHIBIT E

SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA

. . .

ALAMEDA BELT LINE, a California Corporation,

Plaintiff,

vs. NO. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendants.

_____/

AND RELATED CROSS-ACTION.

_____/

CERTIFIED COPY

D E P O S I T I O N

O F

JOSEPH R. PATTISON

. . .

TUESDAY, AUGUST 2, 2005

. . .

10:00 A.M.

KIRSTEN M. BOWNS, CSR #10332, RPR

Brooks & Brown Reporters
(707) 268-0233

DISK ENCLOSED

A. Of way.

Q. W-A-Y?

A. Correct.

Q. Okay.

A. Three words.

Q. Okay.

A. Slash, switchman.

Q. Okay.

A. Slash, engineer.

Q. All right. And the third employee?

A. It would be Eric Harris -- H-A-R-R-I-S -- and he is the assistant maintenance-of-way foreman, slash, switchman, slash, engineer.

Q. And who do you report to directly, Mr. Pattison?

A. Mr. Buccolo.

Q. Could you describe for me your duties with -- for ABL as chief clerk?

A. Handling the day -- all -- basically, all the day-to-day operations.

Q. Where are ABL's offices physically located?

A. 2001 Engineers Road, Oakland, California 94607.

Q. Is that also the location for the general manager, Mr. Copple and Mr. Harris?

MR. BITTING: General manager, Mr. Copple?

MR. TRACHUK: No. The general manager, comma, Mr. Buccolo, Mr. Copple and Mr. Harris.

Q. Is that where their office is located?

A. Mr. Buccolo has two offices.

Q. And where are his offices?

A. The one at Oakland and also one in Stockton.

Q. We can cover -- limit this down a little bit. When was the last time there were rail operations on ABL track?

A. The last time the Alameda Belt Line crew were locomotive --

Q. Thank you.

A. -- was, I believe, September of '98.

Q. And has any other railroad been operating on ABL tracks since September of 1998?

A. The Union Pacific Railroad.

Q. And when was the last time Union Pacific Railroad was operating --

A. I have no idea.

Q. -- locomotives and cars on ABL trackage?

A. I have no idea.

Q. Any ballpark?

A. No.

Q. Is it going on currently where Union Pacific is using ABL track?

A. I believe it is not.

Q. Do you know how long that has been true where Union Pacific Railroad was known to be using ABL track?

A. No, I do not.

Q. Who would know?

A. Union Pacific.

Q. Is there any particular person at Union Pacific?

A. Probably the local yardmaster.

Q. Do you know who -- that individual's name?

A. I know one of the yardmasters' names. I don't know all of them.

Q. Okay. Which one?

A. Is Joe Houghton.

Q. H-O-U-G-H-T-O-N?

A. I believe so.

Q. Do you know where Mr. Houghton is located?

A. Oakland.

Q. Do you have more specific --

A. I'm not sure what yard he operates out of.

Q. Has any other railroad besides Union Pacific used ABL tracks since September 1998?

A. Not that I'm aware of.

Q. Are you familiar with the arrangement between ABL and Union Pacific for Union Pacific's use of ABL

A. (Witness nods head.)

MR. TRACHUK: Let's go off the record for a second.

(There was a discussion off the record.)

(A brief recess was taken.)

MR. BITTING: We have some documents to produce. Let me just state for the record I have reviewed some of these documents. If we brought everything, arguably, that was requested here, we would need a moving van. So we brought you -- for example, with respect to Request for Production Number 1, we have what are called the --

What are these called, Mr. Pattison?

THE WITNESS: The car counts.

MR. BITTING: The car counts.

THE WITNESS: Alameda Belt Line car count. And then I notice here earlier I said that September of '98 was the last day the Belt Line worked. It's actually November of '98.

MR. TRACHUK: Okay.

MR. BITTING: Okay. November 10th, 1998?

THE WITNESS: That was the last job worked, yes.

MR. TRACHUK: Birthday of the United States Marines and myself.

EXHIBIT F

SUPERIOR COURT OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs. No. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendants.

_____/

AND RELATED CROSS-ACTION.

_____/

DEPOSITION OF OTIS L. HOCKER, JR.

FRIDAY, SEPTEMBER 16, 2005

BROOKS & BROWN REPORTERS
1018 Second Street
Eureka, California 95501
(707) 268-0233

Reported by:
SHERYL A. BROWN
CSR No. 3908

CERTIFIED COPY

DISK ENCLOSED

A. In the last 30 days.

Q. And what was the purpose of you going to the ABL office in the past 30 days?

A. I'm trying to remember. I can't seem to recall why I went there.

Q. Was it in connection with anything concerning the pending ABL lawsuit?

A. No, it was not.

Q. And by "ABL lawsuit," I'm referring to the lawsuit that Alameda Belt Line filed against the City of Alameda and the cross-complaint that the City of Alameda has filed against ABL.

A. I don't recall that was the situation. I just can't recall why I was there.

Q. Were you involved in any sales of real estate on behalf of ABL? Was that the reason for your possibly visiting the office?

A. No, because no sales can be made at this time.

Q. All right. And when you say, "No sales can be made at this time," is that because of the existence of the pending litigation?

A. That's correct.

Q. And when you say "pending sales," we're referring to the 22 acres. Is that correct?

A. Not necessarily. There's other odds and ends,

A. No. It was -- the listing was between Alameda Belt Line and E.B. Field, to list the property for sale.

Q. I understand. But the sales contract, to sell the ABL property, was with Peter Wang and -- was it Encinal Real Estate or Properties?

A. I think so. I believe so.

Q. And that was approximately six acres of land?

A. Yes, as I recall.

Q. Okay. And any other listing of ABL property for sale, other than the sale of land to Encinal?

A. Subsequently, the Alameda yard property was listed, and four other properties owned by Alameda Belt Line were listed by E.B. Field.

Q. And when you say "the Alameda yard property," is that approximately 22 acres?

A. Correct.

Q. And that's the property that can't be sold because of the pending litigation. Correct?

A. All of the properties I mentioned cannot be sold --

Q. All right.

A. -- because of litigation.

Q. Okay. When you say "all the properties," you mean the ABL yard property and the four other properties

that you just mentioned?

A. Correct.

Q. Can you briefly describe the other properties which you listed, other than the 22 acres and the six acres that we referred to previously that were sold to Encinal?

A. The -- there are 16,000 square feet, more or less, at West Grand and Clement Street. There's about 16,000 square feet, more or less, at the corner of Sherman and Buena Vista. And there's 25,000 square feet, more or less, at Hibbard and Buena Vista. And there's approximately six acres parallel to Atlantic Street, running from Webster to Main.

Q. Any other properties?

A. No.

Q. Okay. So, the 22 acres, the 16,000 square feet at West Grand and Clement, the 16,000 square feet at Sherman and Buena Vista, the 25,000 square feet at Hibbard and Buena Vista, and the six acres parallel to Webster and Main Street, to your knowledge, would that be the property that is owned by ABL at the present time?

A. That is correct.

Q. Let's talk about the 22 acres first. When was that property listed for sale?

A. Oh, let's see. It was in the 1990's. It was

probably after the sale to Peter Wang and Wind River. What year, I can't say for sure.

Q. And the listing was through E.B. Field. Correct?

A. Pardon me?

Q. Was the listing of the 22 acres through E.B. Field?

A. Correct.

Q. And were you the -- were you the agent on behalf of E.B. Field that listed the property?

A. Correct.

Q. And was there any sales contracts entered into with anyone concerning the sale of the 22 acres?

A. It was a contract entered into with Sun Country.

Q. And when was that contract entered into?

A. Approximately in the late 1990's; '99, '98.

Q. Was there an escrow opened?

A. Yes.

Q. And who was the -- who was the escrow agent?

A. First American Title in Oakland.

Q. And who is the -- did Sun Country have a real estate agent?

A. Yes. Ray Wentworth.

Q. Ray Wentworth?

A. Wentworth.

Q. And Mr. Wentworth, was he connected with a particular company?

A. He had his own company.

Q. So, he was a broker, to the best of your knowledge?

A. Correct.

Q. And did you have an understanding as to Sun Country's intended use of that 22 acres?

A. They had discussed the development of that property with the City, and at that time they were planning to build 150 homes, more or less.

Q. And this is on the 22 acres, approximately?

A. Correct.

Q. In connection with the contract entered into with Sun Country, did you have any conversations with anyone from the City of Alameda at any time?

A. I went to some meetings at the City Hall. There were some discussions. But I was not the main person involved in those meetings. I may have discussed -- I can't say I discussed anything with any substance with the City, relative to their development.

Q. You did not discuss anything of any significance concerning the development?

A. Of Sun Country's development.

Q. When you say you went to meetings, were those

correspondence and copies of the agreement would be in the Sun Country file.

Q. It's my understanding, and correct me if I'm wrong, that in real estate work you oftentimes maintain a chronology sheet or a sheet in which you note relevant events. Does E.B. Field maintain such a file?

A. No.

Q. Did you record memorandums or personal notes when events of significance came up in the proposed sale of the ABL property to Sun Country?

A. Only copies of correspondence.

Q. And when you say, "Only copies of correspondence," what do you mean by that?

A. Transmittal letters, letters from Sun Country.

Q. Would you maintain any memorandums regarding conversations that you may have had with Sun Country or anyone pertinent to that proposed sale?

A. There could be some memorandums, but they would be primarily having to do with terminating the escrow, getting their deposit money back.

Q. The escrow of the proposed sale of the 22 acres between ABL and Sun Country, was that terminated at some point?

A. Correct.

Q. When was that escrow terminated?

A. I would believe -- I believe it was probably 2004, 2003. I'm not sure which.

Q. And who requested the termination of that escrow? Or was it by way of mutual agreement between ABL and Sun Country?

A. It was probably mutual agreement, but I believe Sun Country requested it. There was a little involvement there with Ryland. They had assigned the contract to Ryland developers, and Ryland wanted to terminate the contract and get out of it and -- which was accomplished.

Q. And what was the name of that developer? I'm sorry.

A. Ryland. Ryland Homes, R-y-l-a-n-d.

Q. So, Sun Country was the developer, but Ryland Homes would have built homes on the site. Was that your understanding?

A. My understanding was that Sun Country would get the project approved and then Ryland would build the homes.

Q. And these homes were single family residences?

A. Correct.

Q. Had this property been resumed -- well, strike that.

At the time that the property was listed for sale, what was the zoning at the time?

its rail track in the city of Alameda. Is that your understanding, sir?

A. At some point, yes.

Q. And was that sometime in 1998 that the last rail car was operated by ABL in the city of Alameda?

A. I don't recall, but I thought it was later. But I can't speak to that.

Q. The sale of these properties you mentioned, did it occur before or after ABL discontinued rail service of any kind in the city of Alameda?

A. Do you mean the sale to Peter Wang/Wind River?

Q. Well, let me break it down a little bit.

A. Yeah.

Q. The sale to Peter Wang and Wind River, was that before ABL discontinued rail service?

A. Yes.

Q. And how about the 22-acre proposed sale; was that before or after ABL discontinued rail service?

A. Before.

Q. And how about the listing for the 16,000 square feet at Grand and Clement Avenue; was that before or after rail services --

A. Before.

Q. And how about the listing of the Sherman and Buena Vista; was that before or after?

A. Before.

Q. Did Mr. Copple -- when he came to you and authorized you on behalf of E.B. Field to list these properties for sale, did Mr. Copple tell you that ABL was liquidating all of its properties?

A. Not in those words. Whatever property was surplus, that was no longer needed for rail purposes, could be sold.

Q. Is that what Mr. Copple told you?

A. If there's no tracks on the property, then they're surplus.

Q. Is that what Mr. Copple told you, if there's no tracks on the property, then it was considered surplus and it could be sold, or was that your understanding?

A. It was kind of a mutual understanding.

Q. A mutual understanding between you and Mr. Copple?

A. Correct.

Q. With respect to the Sherman and Buena Vista property, were there any individuals or companies interested in buying that property?

A. Just one.

Q. And who is that person or company?

A. Peter Wang, Encinal Terminals.

Q. Did Mr. Wang make a proposal on behalf of

EXHIBIT G

RECEIVED
OCT 14 2005
BY:

ENDORSED
FILED
ALAMEDA COUNTY
OCT 13 2005
CLERK OF THE SUPERIOR COURT
By E. Opelski-Erickson, Deputy

2655854

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Attorneys for Plaintiff/Cross-Defendant
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SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California Corporation,

Plaintiff/Cross-Defendant,

vs.

CITY OF ALAMEDA, et al.,

Defendant/Cross-Complainant.

CASE NO. C-826373-7

STIPULATION AND ORDER REGARDING PLAINTIFF ALAMEDA BELT LINE'S MOTION FOR PROTECTIVE ORDER

Judge: Hon. James A. Richman

RECEIVED
SEP 19 2005
By ALAMEDA COUNTY SUPERIOR COURT

The Status Conference on Plaintiff and Cross-Defendant Alameda Belt Line (ABL) for a Protective Order Re: Request For Production and Interrogatories Propounded by Defendant or, Alternatively for Extension of Time to Respond to Discovery came on regularly for hearing pursuant to the Court's order of June 6, 2005, on July 20, 2005. ABL ("Plaintiff") appeared by William M. Bitting, and City of Alameda ("Defendant") appeared by Michael J. Greathouse. At the conclusion of the hearing the Court took the matter under submission and ordered the parties to submit Proposed Orders.

The Court held a conference call on August 16, 2005 and directed the parties to continue the conference call and attempt to resolve discovery and trial timing issues. The parties have met and conferred and, in lieu of any further responses by ABL to the City's Second Set of Specially

Prepared Interrogatories, by and through the undersigned attorneys of record hereby agree and stipulate as follows:

1. By November 15, 2005, Plaintiff Alameda Belt Line, will submit a verified Narrative Statement setting forth, in good faith, the following categories of information: (a) ABL's contentions of fact and law regarding its claims that the option contained in the 1924 agreement and its purported exercise by defendant City is invalid; (b) ABL's contentions of what it has expended since 1924 on the various categories of expenditures, to wit, "investment, extensions, cost of repairs, cost of upkeep" as referenced in said 1924 agreement and paragraph 14 thereof; and (c) ABL's contentions as to the repurchase price contained in the option. This narrative statement of expenditures will be, to the extent possible supported by specific document reference with exhibit number and dates of expenditure. Any documents referenced which have not been produced will be produced on or before November 15, 2005.

2. Nothing contained herein shall preclude either party from seeking additional discovery nor does it preclude City from moving to compel further response or clarification if City believes, in good faith that the Verified Narrative Statement requires further response or clarification.

IT IS FURTHER AGREED by and between the parties and their respective counsel that they jointly request that the November 18, 2005 trial date be continued until April 7, 2006 at 8:45 a.m. in Department 1 of the above-captioned court; that there is good cause for a continuance of the trial date due to the complexity of discovery in this case including, but not limited to, the recent production of approximately 20,700 pages of documents by ABL to the City; that in requesting a continuance of the trial date until April 7, 2006, the parties and their respective counsel agree to waive any and all mandatory and/or discretionary statutes regarding the time in which cases are to be brought to trial including, but not limited to, Code of Civil Procedure §583.310, §583.320 and §583.420; and further stipulate and agree that non-expert discovery shall be open until 30-days before the new trial date of April 7, 2006. This waiver is for one year from the date of the Courts order entered pursuant to this stipulation.

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
ONE CALIFORNIA PLAZA, 37TH FLOOR
300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3147

DATED: September 9th, 2005

Hill, Farrer & Burrill LLP

By: _____
William M. Bitting
Attorneys for Plaintiff/Cross-Defendant
ALAMEDA BELT LINE

DATED: September 13, 2005

DANG AND TRACHUK

By: _____
Thomas J. Trachuk
Attorneys for Defendant and Cross-Complainant
CITY OF ALAMEDA

ORDER

Based on the stipulation of the parties and good cause appearing therefore, IT IS HEREBY ORDERED that ABL shall submit a verified narrative report to the City no later than November 15, 2005 in the manner stipulated to by the parties; and

IT IS FURTHER HEREBY ORDERED that the court continues the trial date from November 18, 2005 to April 7, 2006 at 8:45 a.m. in Department 1 of the above-captioned court.

IT IS FURTHER HEREBY ORDERED that the written stipulation of the parties regarding the continuance of the trial date from November 18, 2005 to April 7, 2006 constitutes a waiver of any mandatory and discretionary statutes regarding the time in which cases are to be brought to trial including, but not limited to, Code of Civil Procedure §583.310, §583.320 and §583.420. The $110.00 Trial Continuance Fee shall be shared equally and paid by the parties.

IT IS FURTHER ORDERED that non-expert discovery shall be held open until 30-days before the trial date of April 7, 2006.

Dated: OCT 13 2005, ~~2005~~

THE HONORABLE JAMES RICHMAN
JUDGE OF THE SUPERIOR COURT

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
ONE CALIFORNIA PLAZA, 37TH FLOOR
300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3147

Case No./Title: **C-826373 Alameda Belt Line vs. City of Alameda**

CLERK'S CERTIFICATE OF MAILING

I certify that the following is true and correct: I am the clerk of the Alameda County Superior Court and not a party to this cause. I served this STIPULATION AND ORDER REGARDING PLAINTIFF ALAMEDA BELT LINE'S MOTION FOR PROTECTIVE ORDER by placing copies in envelopes addressed as shown below and then by sealing and placing them for collection, stamping or metering with prepaid postage, and mailing on the date stated below, in the United States mail at Alameda County, California, following standard court practices.

William M. Bitting
Benjamin B. Salvaty
Tony Tootell
HILL, FARRER & BURRILL LLP
300 South Grand Avenue
37th Floor – One California Plaza
Los Angeles, CA 90071-3147

Michael W. Stamp
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479 Pacific Street, Suite One
Monterey, CA 93940

Douglas Y. Dang
Thomas J. Trachuk
DANG & TRACHUK
1999 Harrison Street, Suite 700
Oakland, CA 94612-3517

Carol A. Korade
OFFICE OF THE CITY ATTORNEY
CITY OF ALAMEDA
2263 Santa Clara Avenue, Room 280
Alameda, CA 94501

Dated: October 13, 2005

Executive Officer/Clerk of the Superior Court

By _____
Elizabeth Opelski-Erickson, Deputy Clerk

215564

BEFORE THE SURFACE TRANSPORTATION BOARD

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	

Supplementary Memorandum
on behalf of
City of Alameda

Office of Proceedings
JAN
Part of
Public Record

EXHIBIT VOLUME
Contents:

Volume One

Exhibit A -- Notice of Exemption

Exhibit B -- Declaration of City Clerk (City documents, including Ordinances, pertinent portion of General Plan, Transit Plan, other planning documents and letters)

Volume Two

Exhibit C -- Declaration of Flavio Barrantes (photographs showing unlawful piecemeal sales and attempt to sell right of way)

Exhibit D -- Declaration of Michael Greathouse (ABL pleadings, relevant ABL witness depositions, trial date)

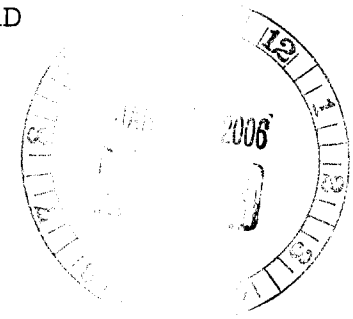
Exhibit E -- Chamber of Commerce and Encinal letters in support of City position

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Due: 17 January 2006

BEFORE THE SURFACE TRANSPORTATION BOARD

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	



Supplementary Memorandum
on behalf of
City of Alameda

EXHIBIT VOLUME
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Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Due: 17 January 2006

Exhibit C

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 34798

City of Alameda --
Acquisition Exemption --
Alameda Belt Line

VERIFIED STATEMENT OF
FLAVIO BARRANTES

I, Flavio Barrantes, make this Verified Statement in support of the Notice of Exemption filed by the City of Alameda and in Opposition to the Motion for Stay filed by Alameda Belt Line (ABL) in the above-captioned proceeding.

1. I am an assistant engineer for the City of Alameda and hold a B.S. Civ. Eng. degree. In my capacity as an assistant engineer for the City of Alameda, I prepared the map used by City of Alameda in its Notice of Exemption and have become familiar with the current track condition of Alameda Belt Line within the City of Alameda.

2. I attach hereto a set of 18 photographs which I personally took today (12 January 2006) showing areas where track has been removed (e.g., photo ## 1,4-15), structures constructed upon (e.g., photo ## 10-12), property for sale (e.g., photo ##1-8, 12-14), and mainline sold (lead no. 6 along Buena Vista Avenue) (photo ## 9-12). The location of each photograph is indicated in the photograph caption and on the schematic map attached. All photographs were taken between ABL MP 0.0 and MP 2.61.

3. Notwithstanding the track removals, it is possible for the City to restore a continuous line of rail from MP 0 to MP 2.61. I attach photos showing a possible parallel northern alignment (basically lead 681 continuing to lead 5 where it hits Sherman St.) (photo ## 4, 5, 16-18). Also, to implement its plans to maintain a rail route, the City has been requiring developers to reserve right of way for a potential rail transportation corridor parallel to areas where ABL has sold off its right of way.

4. The sole rail connection between City of Alameda and the mainland, and thus between ABL and the mainland, is the Fruitvale Avenue Railroad Bridge.

Pursuant to 28 U.S.C. § 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on 1-12-06.

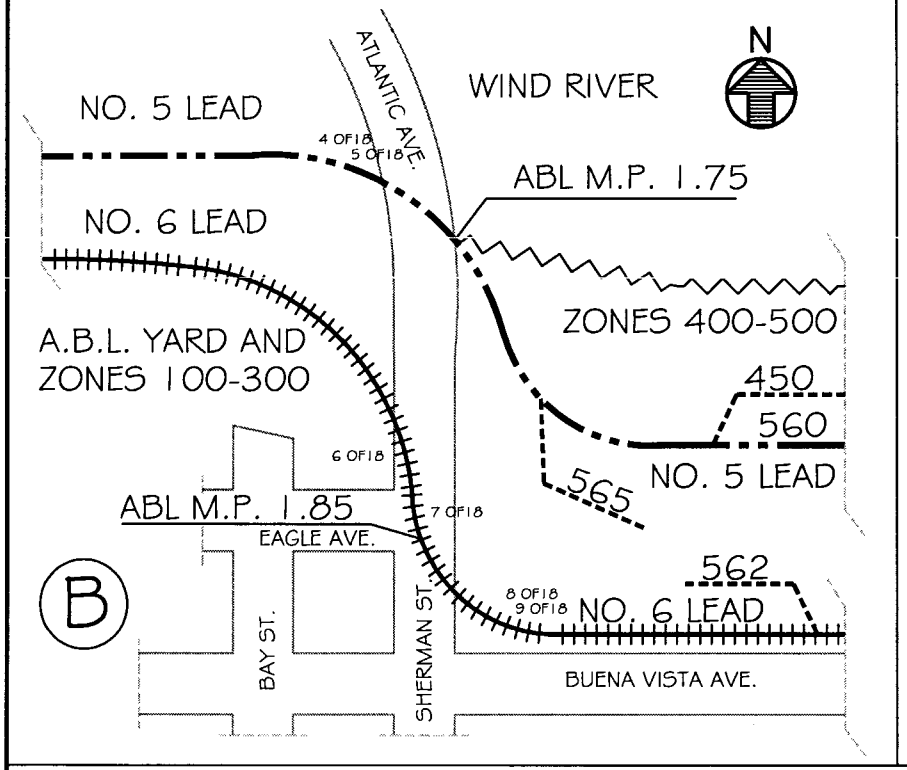
Flavio Barrantes

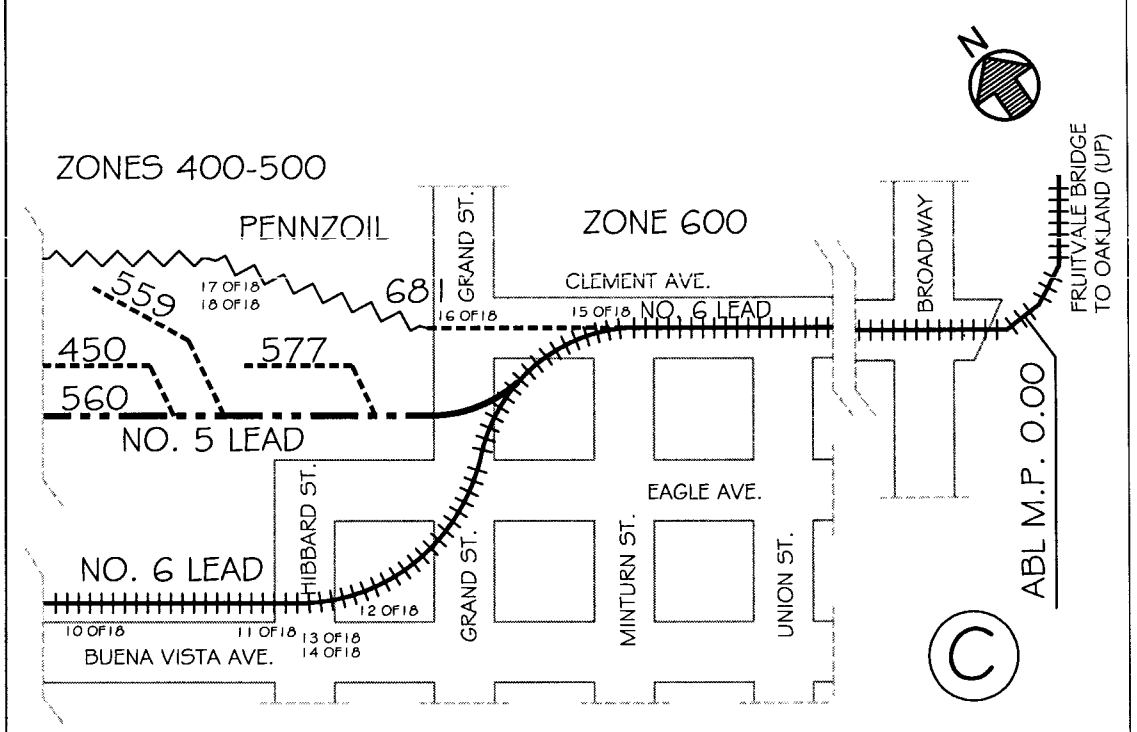
Appendix I

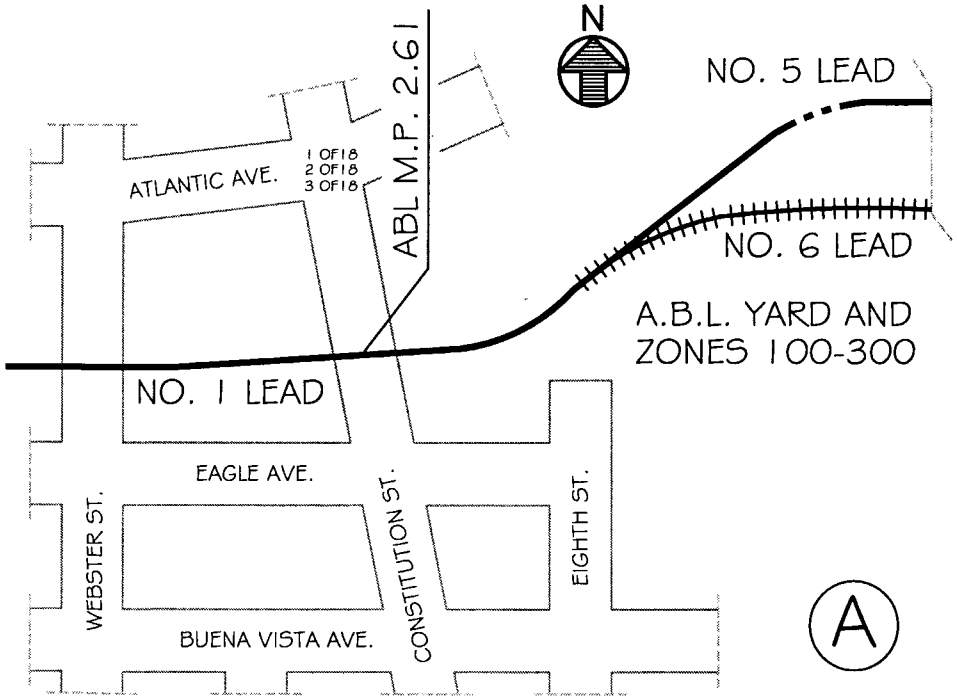
City of Alameda Photographs with Location Map

Appendix II

City of Alameda Ordinance No. 13877







LEGEND:

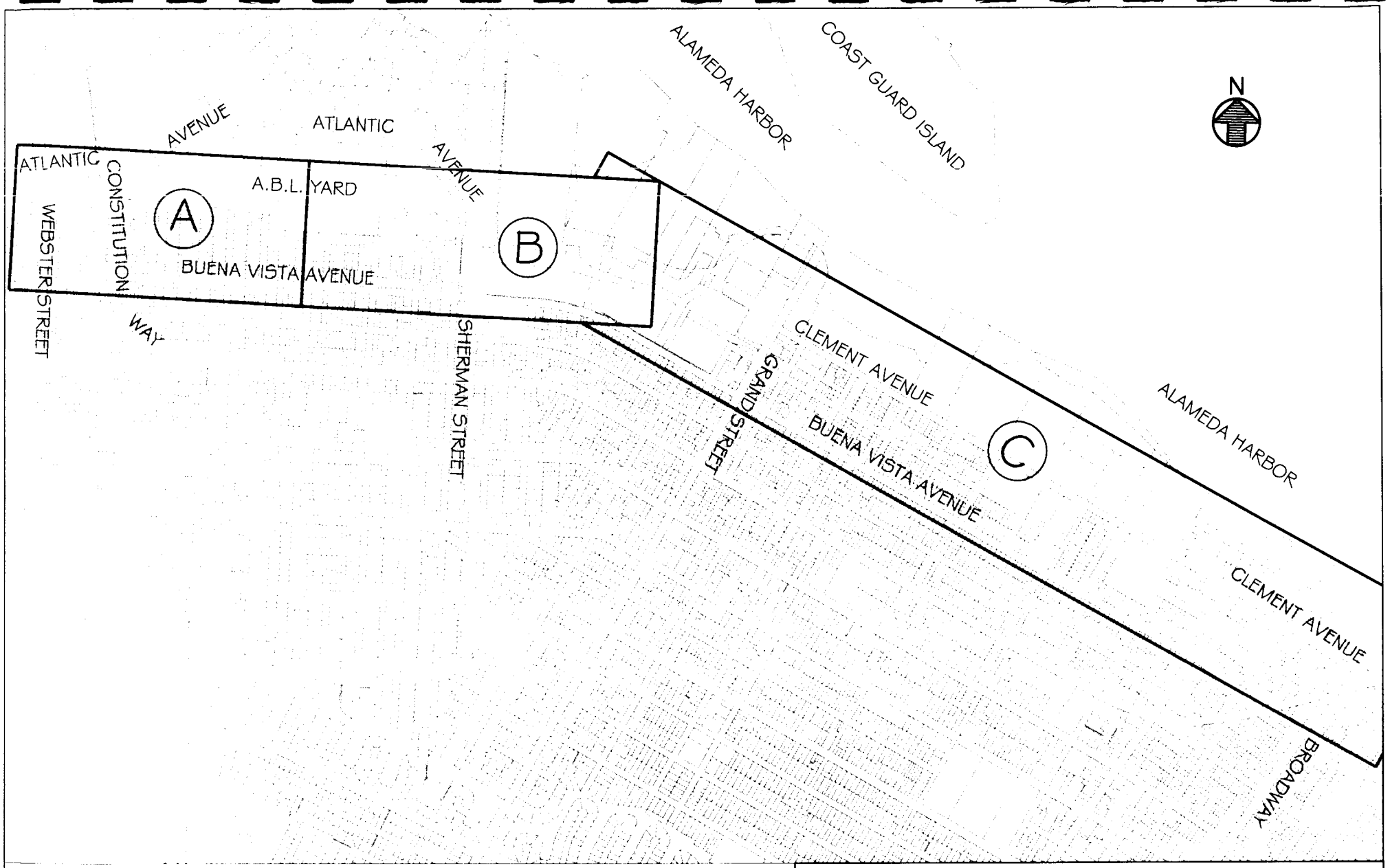
NO. 1 LEAD	
NO. 5 LEAD	
NO. 6 LEAD	
OTHER	
PICTURE LOCATION	# OF 18
POSSIBLE NORTHERN ALIGNMENT	

ABL NOT AUTHORIZED FOR ABANDONMENT
INCLUDING ALL UNION PACIFIC TRACKAGE RIGHTS

FIGURE 1 OF 2

REVISED: 1-12-06

DATE: NOV. 2005 SCALE: .N.T.S. DRAWN: FDB



ABL NOT AUTHORIZED FOR ABANDONMENT

INCLUDING ALL UNION PACIFIC TRACKAGE RIGHTS

FIGURE 2 OF 2

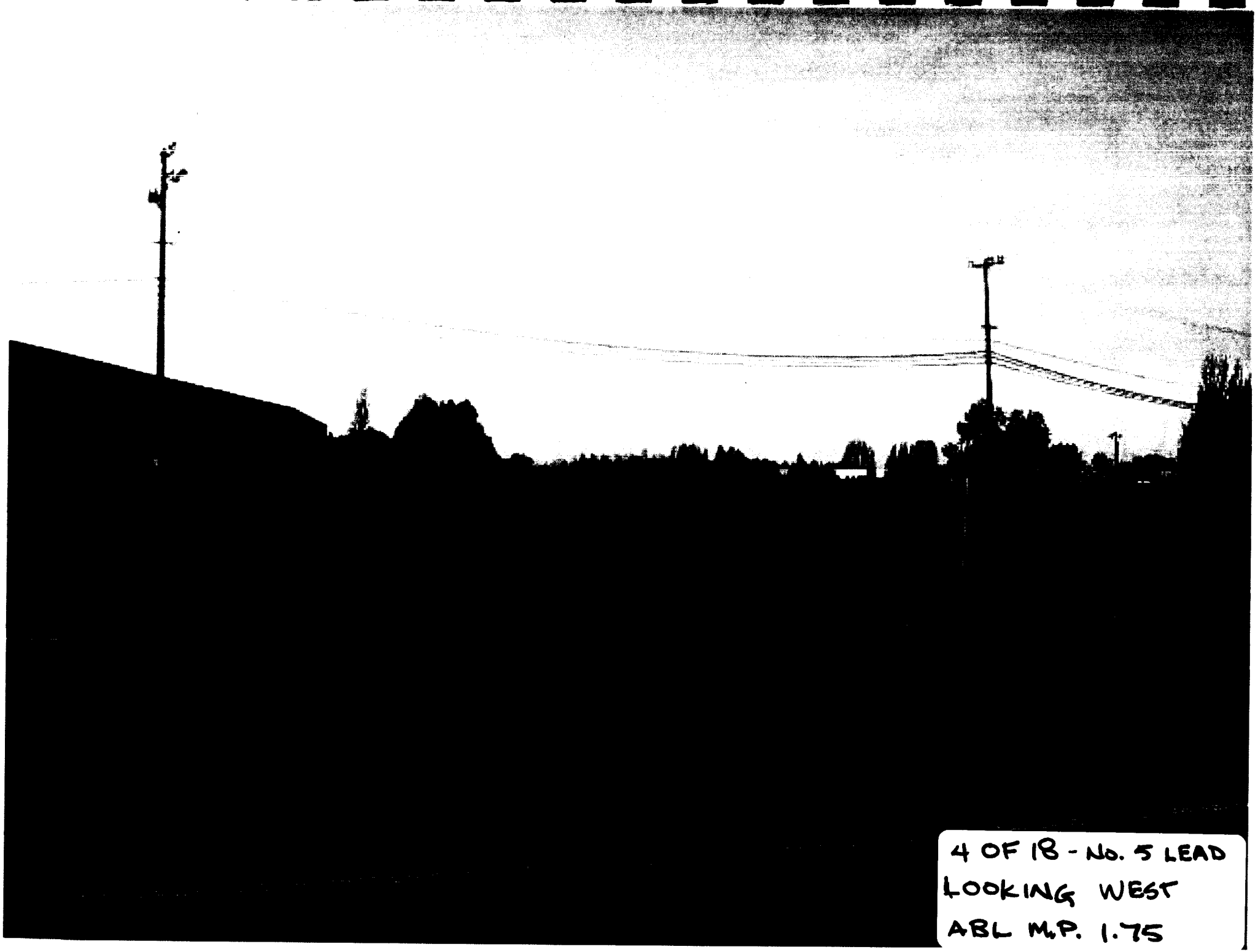
REVISED: 1-12-06

DATE: NOV. 2005 SCALE: 1"=1200' DRAWN: FDB

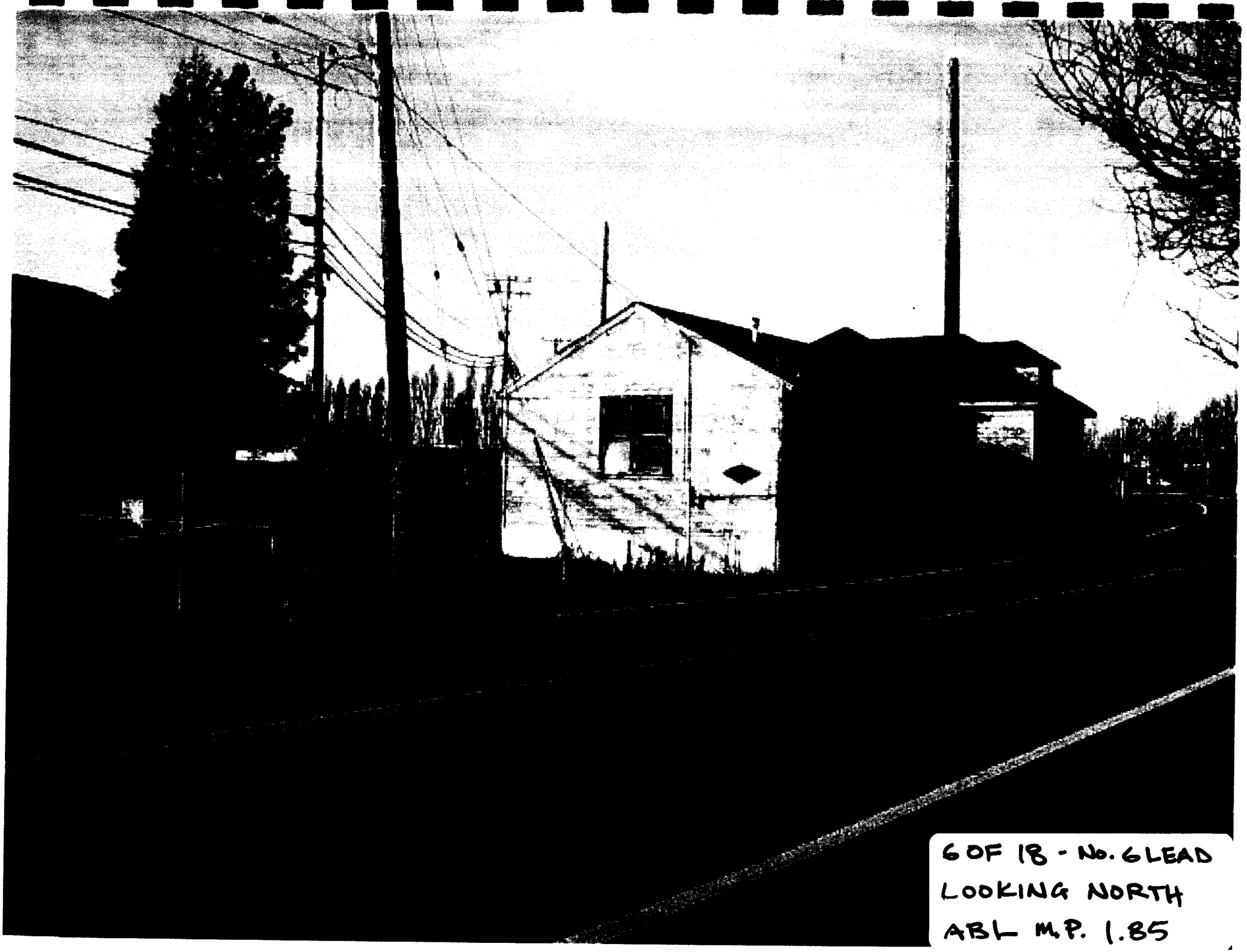
1 OF 18 - No. 1 LEAD
LOOKING EAST
A.B.L. M.P. 2.61

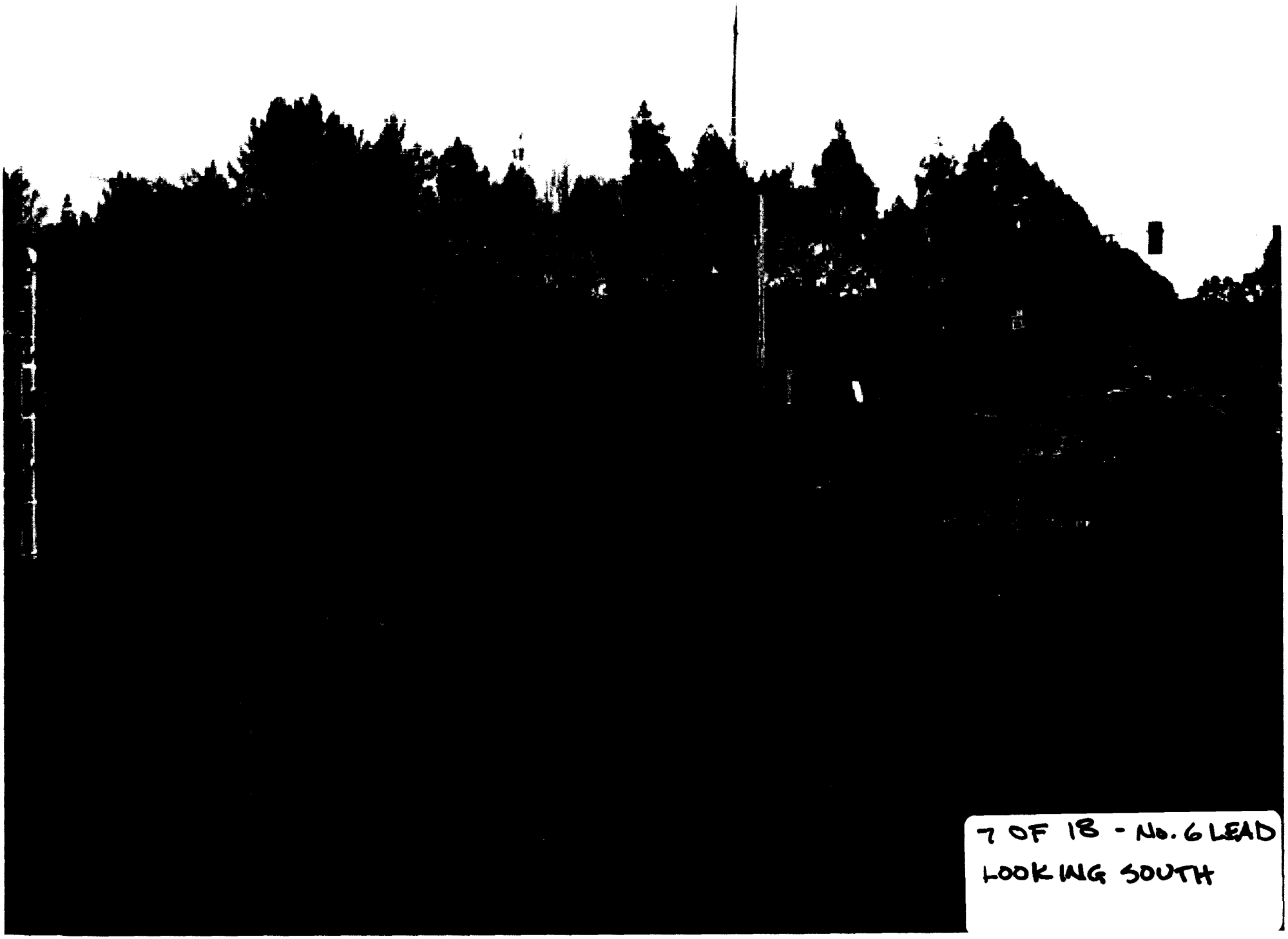
2 OF 18 - No. 1 LEAD
LOOKING SOUTH EAST
ABL M.P. 2.61

3 OF 18 - No. 1 LEAD
LOOKING EAST
ABL. M.P. 2.61

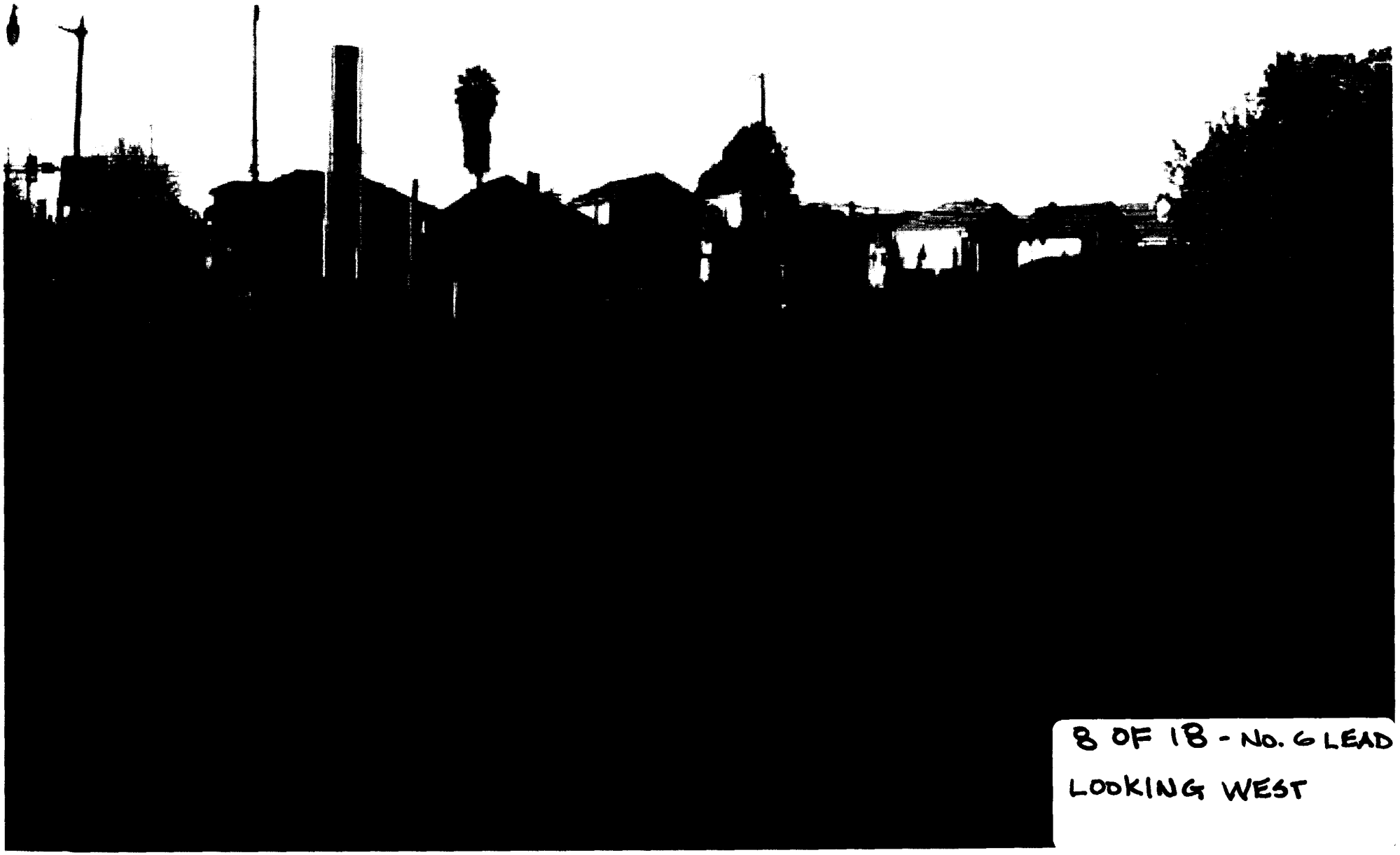

4 OF 18 - No. 5 LEAD
LOOKING WEST
ABL M.P. 1.75

5 OF 18 - NO. 5 LEAD
LOOKING EAST
ABL MP 1.75


6 OF 18 - No. 6 LEAD
LOOKING NORTH
ABL M.P. 1.85

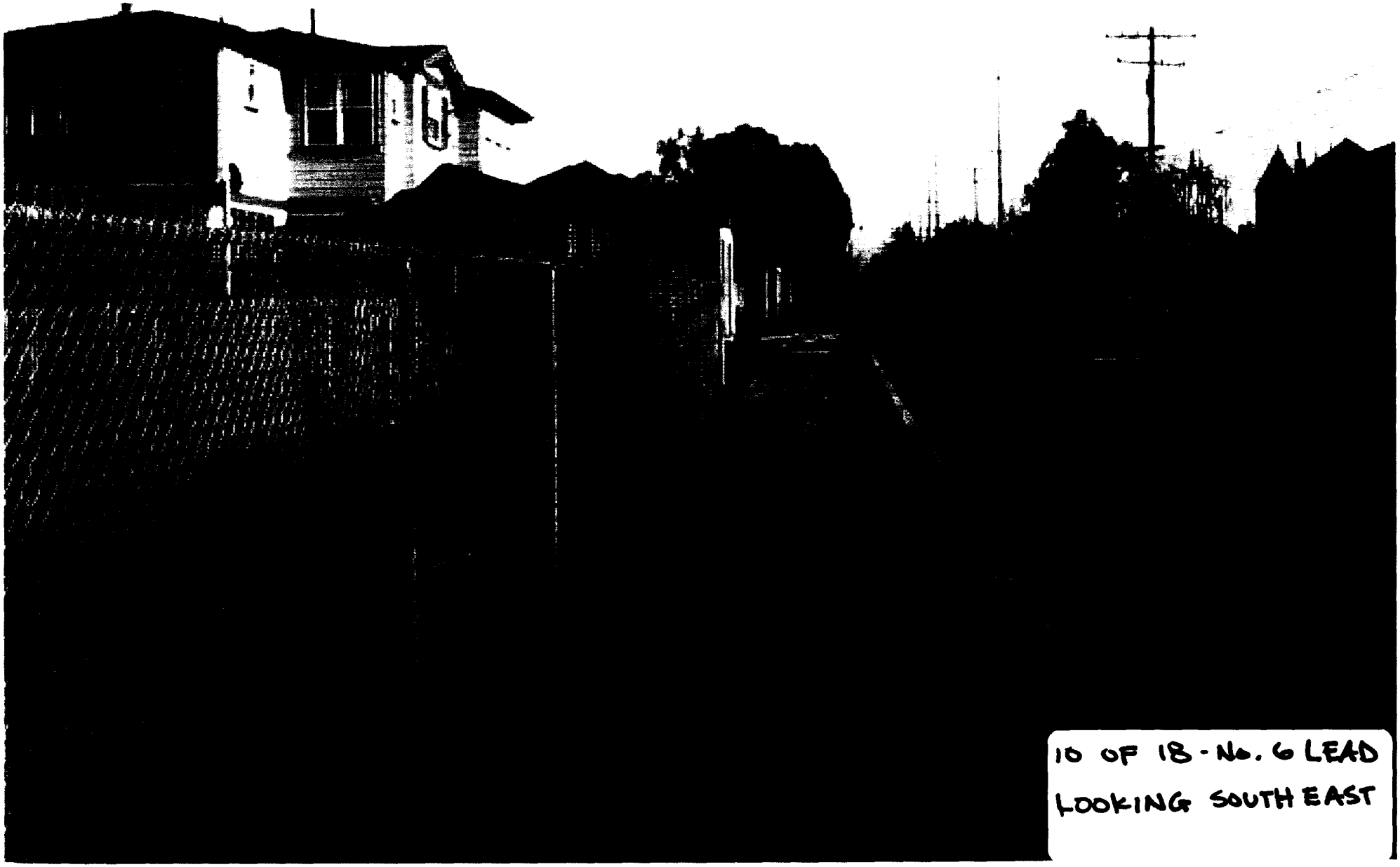


7 OF 18 - No. 6 LEAD
LOOKING SOUTH



8 OF 18 - NO. 6 LEAD
LOOKING WEST

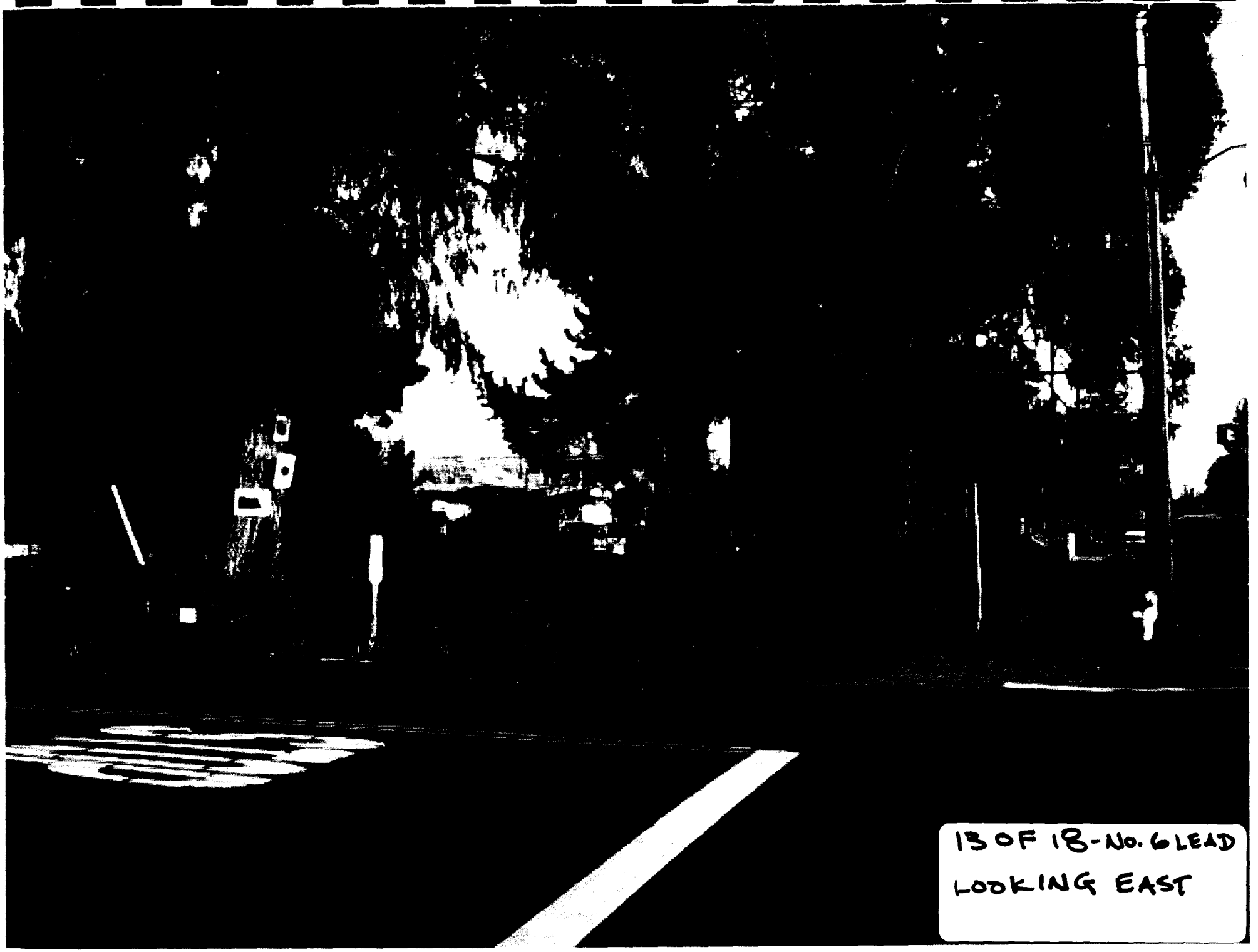
9 OF 18 - NO. 6 LEAD
LOOKING EAST



10 OF 18 - No. 6 LEAD
LOOKING SOUTH EAST

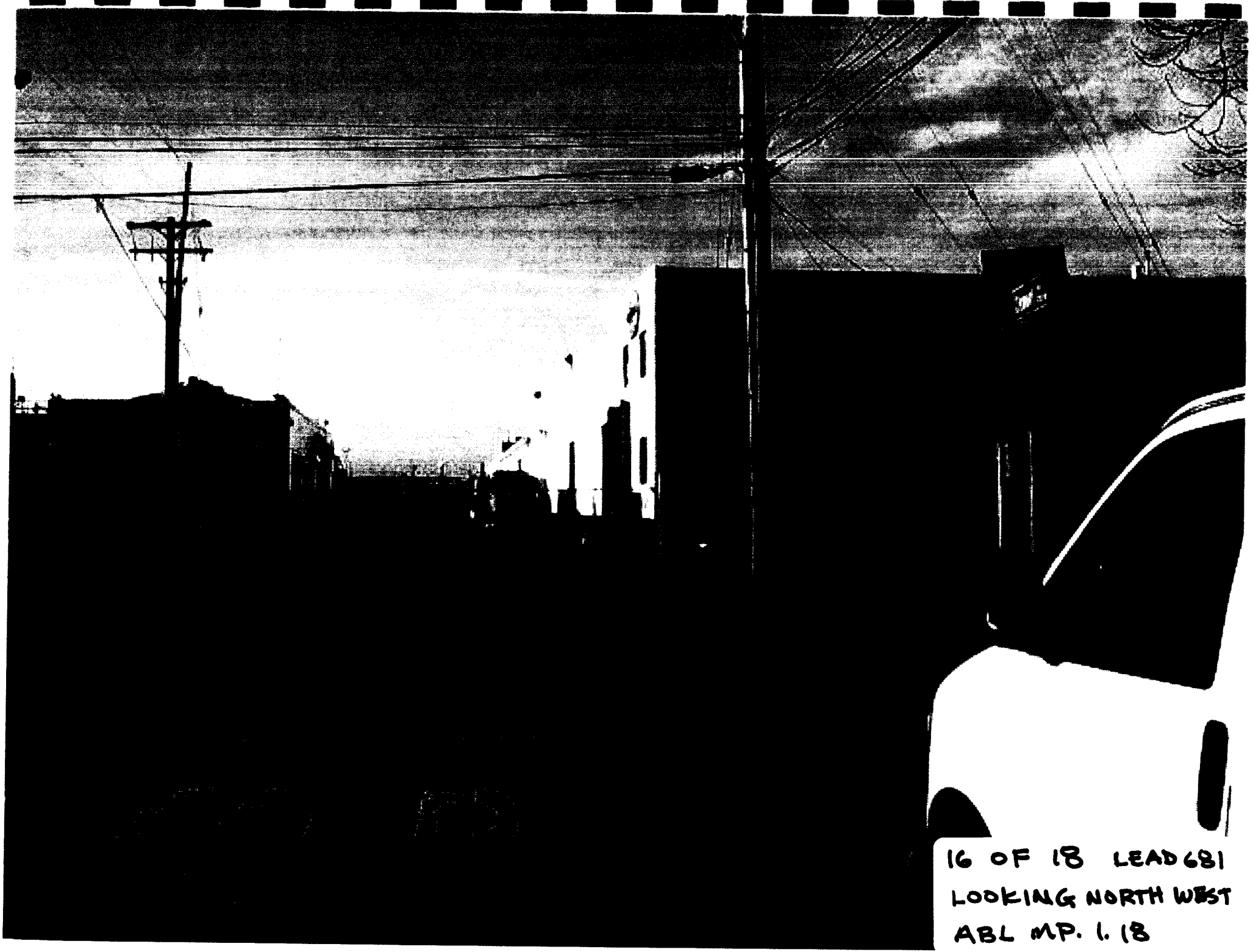
11 OF 18 - NO. 6 LEAD
LOOKING NORTH WEST

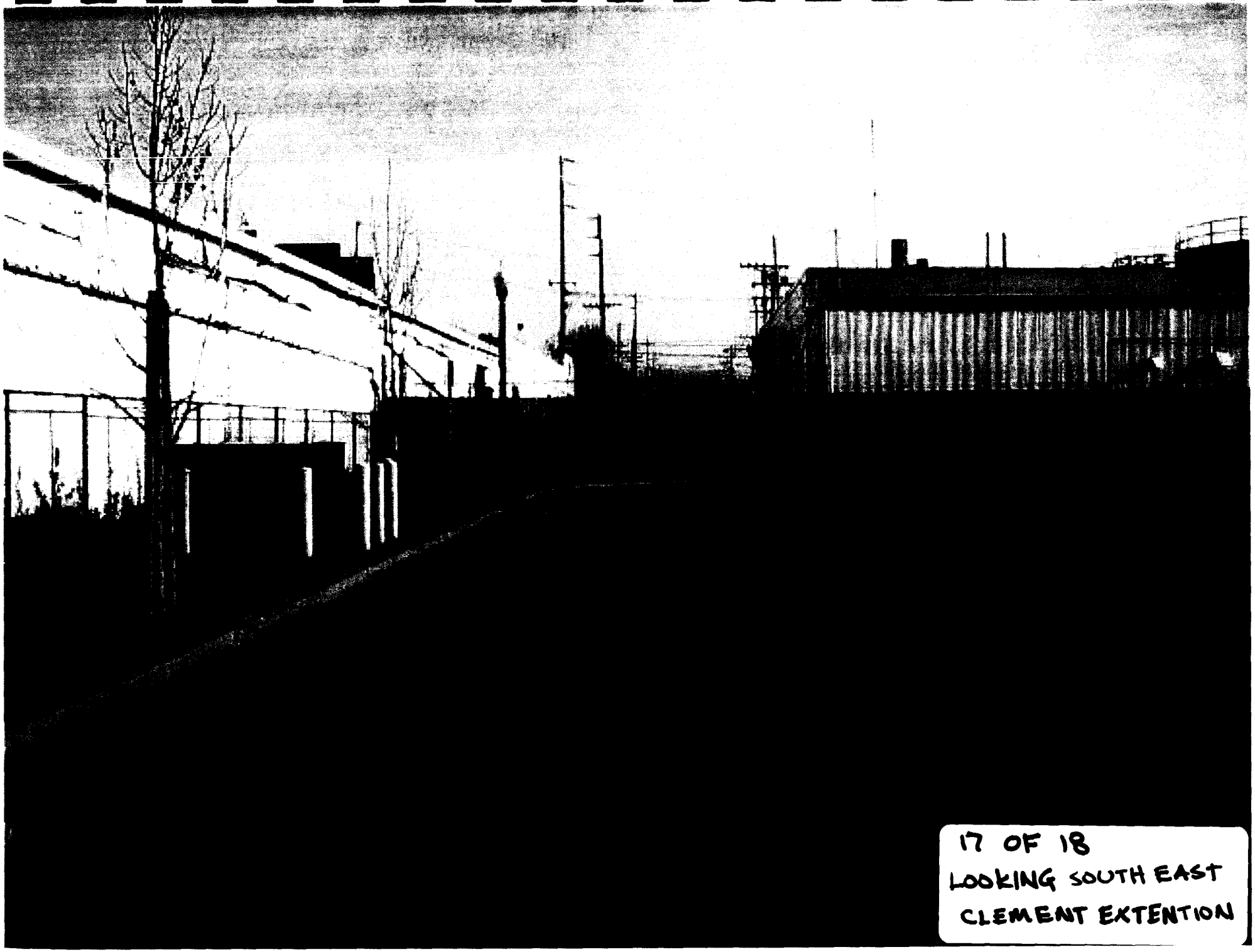
12 OF 18-NO. 6 LEAD
LOOKING NORTH WEST

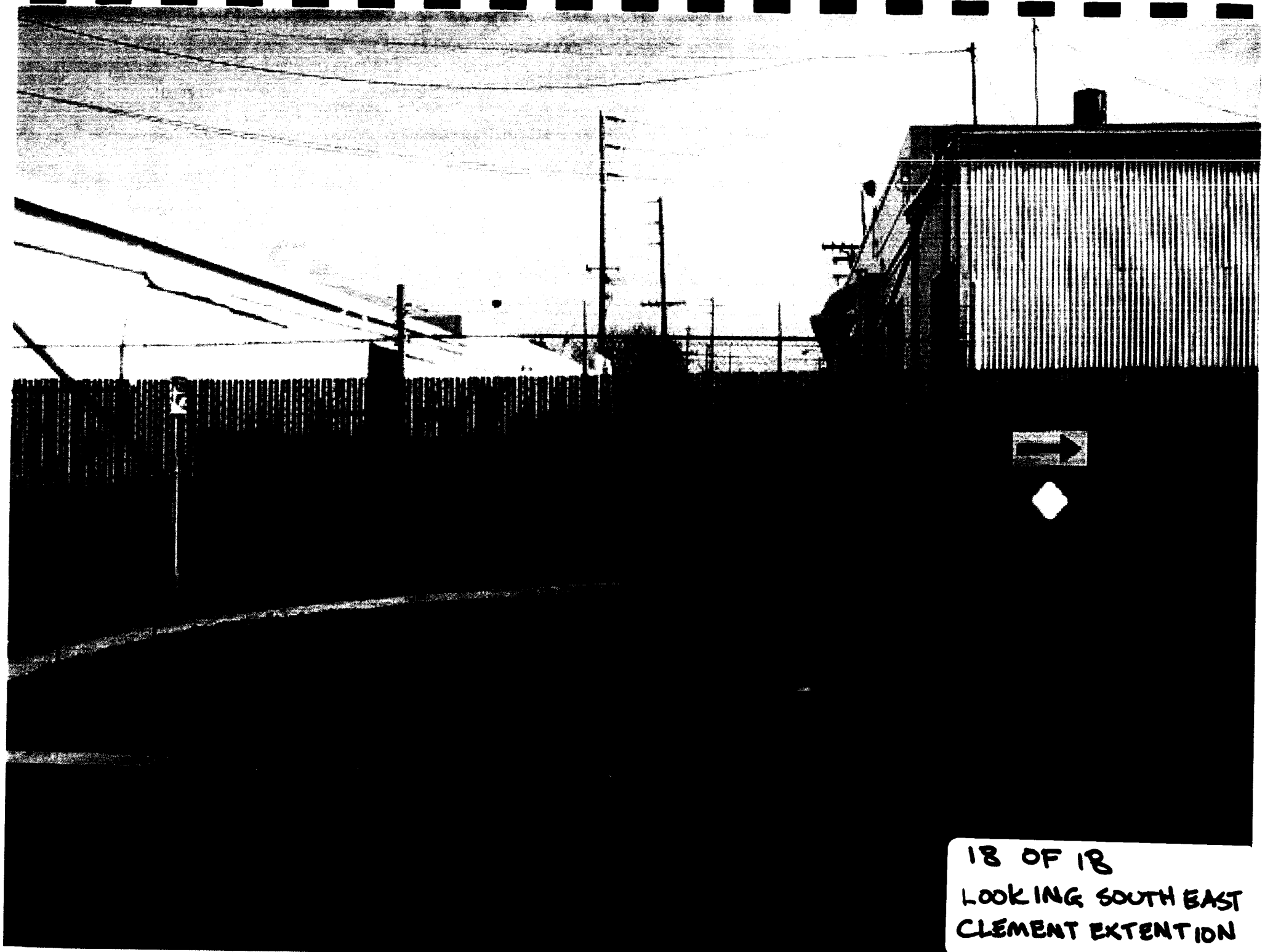

13 OF 18-No. 6 LEAD
LOOKING EAST

14 OF 18 - No. 6 LEAD
LOOKING EAST

15 OF 18 - No. 6 LEAD
LOOKING WEST
ABL MP. 1.13


16 OF 18 LEAD 681
LOOKING NORTH WEST
ABL MP. 1.18


17 OF 18
LOOKING SOUTH EAST
CLEMENT EXTENTION



18 OF 18
LOOKING SOUTH EAST
CLEMENT EXTENTION

Exhibit D

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 34798

City of Alameda --
Acquisition Exemption --
Alameda Belt Line

VERIFIED STATEMENT OF
MICHAEL J. GREATHOUSE

I, Michael J. Greathouse, make this Verified Statement in support of the Notice of Exemption filed by the City of Alameda and in Opposition to the Motion for Stay filed by Alameda Belt Line (ABL) in the above-captioned proceeding.

1. I am an attorney at law who is duly licensed to practice his profession in all courts of the State of California, and am an associate with Dang and Trachuk, counsel of record for defendant and cross-complainant City of Alameda in "Alameda Belt Line, a California corporation, Plaintiff, vs. The City of Alameda, et al., Defendants and related cross action," in Action Number 826373-7 of the Superior Court of the State of California in and for the County of Alameda (hereinafter referred to as "ABL lawsuit").

2. Attached hereto and incorporated herein by reference as Exhibit "A" is a true and correct copy of the City of Alameda's (hereinafter "City") Second Amended Cross-Complaint for Anticipatory Breach of Contract (First

Cause of Action), Constructive Trust (Second Cause of Action) and Declaratory Relief (Third Cause of Action) filed on January 9, 2001 in the ABL lawsuit. The City's Cross-Complaint seeks a judicial declaration that the December 15, 1924 written agreement between Atchison, Topeka & Santa Fe Railroad, Western Pacific Railroad and the City of Alameda "is valid and enforceable and that the City of Alameda has the right to repurchase the belt line and extensions thereof pursuant to paragraph 14 of the agreement, subject to any required proceedings before the Federal Surface Transportation Board." (Paragraph 3 of prayer of Second Amended Cross-Complaint).

3. Attached hereto and incorporated herein by reference as Exhibit "B" is a true and correct copy of the Answer of Alameda Belt Line (hereinafter "ABL") to the Second Amended Cross-Complaint of City of Alameda. In the Answer to the Second Amended Cross-Complaint, ABL contends in its Fifty-First Affirmative Defense that the claims made in the cross-complaint "falls within the exclusive jurisdiction of the Federal Surface Transportation Board..." The Fifty-Second Affirmative Defense alleges "that the cross-complaint, and each cause of action stated therein, is barred because it is preempted by federal law, including federal regulations governing the acquisition of railroads

and rail lines…." The Fifty-Third Affirmative Defense contends that the "issues raised in the City's Cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies…"

4. Attached hereto and incorporated herein by reference as Exhibit "C" is a true and correct copy of limited excerpts from "Alameda Belt Line Verified Narrative Statement of Contentions of Fact and Law," and specifically, pages 1, 12 and 13 of this Statement. Pages 12 and 13 of the Narrative Statement include what purports to be a summary of ABL's legal defenses in this matter including, but not limited to, that "(12) this court lacks subject matter jurisdiction; (13) the doctrine of Preemption may apply; (14) the issues raised by the City's cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies." The Narrative Statement also claims that, as one of ABL's defenses, "[t]he City has not sought the approval of the Surface Transportation Board to acquire 'a belt line railroad' with extensions and investments.'"

5. Attached hereto and incorporated herein by reference as Exhibit "D" is a true and correct copy of excerpts from the depositions of Phillip E. Copple in the ABL lawsuit, who testified that he served as superintendent

of ABL for over 30 years before his retirement in 2004. I sat through volume one of Mr. Copple's deposition on September 8, 2004. I took volume two of Mr. Copple's deposition on November 30, 2005. The excerpts from Mr. Copple's deposition are summarized as follows:

a. At page 21, lines 1 through 7, Mr. Copple testified that, from 1996 until his retirement in 2004, he devoted approximately 5% of his time to his duties as superintendent of ABL, with the remaining 95% of his time being apportioned between his job as superintendent for the Central California Traction Railroad (located in Stockton, California) and the Oakland Terminal Railroad (located in Oakland, California).

b. At page 21, beginning with line 23 and continuing through 22 at line 16, Mr. Copple testified that ABL ceased rail operations in the fall of 1998; that Pennzoil was ABL's last rail customer; and that the closure of ABL's rail business in the fall of 1998 was precipitated by the closure of the businesses of its clients (i.e., Del Monte, Weyerhauser, Inland Ladder, etc.).

c. At page 23, beginning at line 6 and continuing through page 24 at line 24, Mr. Copple testified that no more than five percent of his work responsibilities were related to ABL business from the closure of ABL in 1998

until his retirement in 2004; and that his ABL-related work concerned mainly problems with the clean-up of ABL's property (specifically, trash pickup and weed abatement), along with work on the proposed sale of 22 acres to Sun Country. Sun Country intended to purchase the 22 acres for the purpose of a single-family residential development thereon.

d. At page 31, beginning at line 5 and continuing through page 32, line 12, Mr. Copple testified that at the time of his retirement, the ABL office was located at the Oakland Terminal Railway on Engineers Road in Oakland, California; and the Union Pacific Railroad continued to use ABL rail trackage in the City of Alameda after 1998.

e. At page 115, beginning at line 1 and continuing through page 116, at line 11, Mr. Copple testified that ABL's revenues following the cessation of its rail service in 1998 were limited to the rental of its properties in the City of Alameda; and that ABL cannot sell the properties which it currently owns because of title issues connected with the ABL lawsuit.

f. At page 116, beginning at line 18 and continuing through line 24, Mr. Copple testified that, from the 1970's onward, ABL discussed an abandonment of its rail operations as a means of reducing expenses.

g. At page 185, starting at line 9 and continuing through 188 at line 3, Mr. Copple testified that he initiated a request to the ABL Board of Directors culminating with the filing of an abandonment proceeding in approximately 1975 before the Interstate Commerce Commission for discontinuation of rail service on its main line between Mile Posts 2.61 through 3.44. The purpose of the abandonment proceedings was that the United States Navy did not use the ABL tracks from Mile Posts 2.61 through 3.44 which provided freight access to the former United States Navy base in the City of Alameda commonly referred to as "the Alameda Naval Air Station." He also testified that the Interstate Commerce Commission approved of the abandonment of ABL's rail service from Mile Posts 2.61 through 3.44.

h. At page 204, starting at line 1 and continuing through line 25, Mr. Copple testified that ABL removed a portion of its main track from Mile Post 1.80 to approximately Mile Post 2.00.

i. At page 222, beginning with line 10, and continuing through 225, line 25, Mr. Copple testified that ABL removed its main track (sometimes referred to as the "No. 60 track")from Mile Post 1.15 to approximately Mile Post 2.00. He testified that these tracks were likely

removed in 1998 following the departure of ABL's customers (i.e., Del Monte, Weyerhauser, etc.) He also testified that the trackage of ABL's main rail line from Mile Post 0.00 to approximately Mile Post 1.15 is still in place.

j. At page 233, beginning at line 1 and continuing through 235 at line 24, Mr. Copple testified that no permission was sought from any state or federal agency, including the Surface Transportation Board, to authorize the abandonment and removal of ABL's main track from Mile Post 1.15 to approximately Mile Post 2.00. He testified that the permission of the ICC was only sought for the removal of track from Mile Post 2.61 through 3.44. He also testified that no "embargo" was ever placed on any portion of the ABL track.

6. Attached hereto and incorporated herein by reference as Exhibit "E" is a true and correct copy of excerpts from the Deposition of Joseph R. Pattison in the ABL lawsuit taken on August 2, 2005. Mr. Pattison is a current employee of ABL and serves as the chief clerk of ABL. The excerpts from Mr. Pattison's deposition are summarized as follows:

a. At page 15, line 21 through page 17, at line 23, Mr. Pattison testified that ABL's current office is physically located at 2001 Engineers Road, Oakland,

California, 94607; that the rail operations of ABL were terminated in September, 1998; and that Union Pacific Railroad has operated on ABL tracks since 1998.

b. At page 35, beginning at line 5 and through line 23, Mr. Pattison testified that the last day of ABL's rail operations was November 10, 1998.

7. Attached hereto and incorporated herein by reference as Exhibit "F" is a true and correct copy of excerpts from the Deposition of Otis L. Hocker, Jr. (commonly known as "Dick Hocker") which I took in the ABL lawsuit on September 16, 2005. Mr. Hocker testified concerning his involvement as a real estate agent for E.B. Field, who has listed various parcels of ABL property for sale. The excerpts from Mr. Hocker's deposition are summarized as follows:

a. At page 12, starting at line 15 and continuing through line 22, Mr. Hocker testified that no sales of ABL property can be made because of the existence of the ABL lawsuit.

b. At page 30 beginning with line 30 and continuing through page 31 at line 22, Mr. Hocker testified that ABL cannot sell its 22 acres and other properties (including two 16,000 square foot parcels, one 25,000 square foot

parcel and a six acre parcel) because of the existence of the ABL lawsuit.

c. At page 31, beginning at line 23, and continuing through page 33 at line 13 Mr. Hocker testified that he, as a real estate agent for E.B. Field, listed the 22 acres for sale on behalf of ABL. He also testified that ABL entered into a sales contract with Sun Country for the sale of the 22 acres and opened up an escrow for the sale of this property in Oakland, California. He testified that Sun Country intended to build approximately 150 homes on the 22 acres.

d. At page 39, beginning at line 22 and continuing through page 40 at line 19, Mr. Hocker testified that the escrow between ABL and Sun Country was terminated in 2003 or 2004 at the request of Sun Country because of the pending ABL litigation. He also testified that Sun Country had assigned its contract to Ryland (the prospective builder of single family residences on the 22 acres), who also wanted the contract terminated.

e. At page 69, beginning with line 17 and continuing through page 70 at line 18, Mr. Hocker testified that ABL listed its 22 acres for sale before discontinuation of ABL's rail service. He also testified that properties located at Grand and Clement Avenues in the City of

Alameda, and Sherman and Buena Vista were also listed for sale by ABL before discontinuation of ABL's rail service. He also testified that all of these properties were listed for sale because they were considered "surplus" and were no longer required for rail service.

8. As duly reflected in the attached "Stipulation and Order Regarding Plaintiff Alameda Belt Line's Motion for Protective Order," a true and correct copy of which is attached hereto and incorporated herein by reference as Exhibit "G," (and bearing a court endorsed filed date of October 13, 2005) the trial date in the ABL lawsuit is currently scheduled for April 7, 2006 in Department One of the Alameda County Superior Court in Oakland, California. In the stipulation, the parties also agreed to waive the statutory time limits for bringing cases to trial for a period of one year from the stipulation, or until October 13, 2006. The purpose of this stipulation was because, among other things, under Code of Civil Procedure Section 583.420 (a) (3) (C) the court has the discretion to dismiss a case which is not brought to trial within two years after a judgment is reversed on appeal. The case was remitted back to the Alameda County Superior Court on January 30, 2004, following the ruling by the California First District Court of Appeals in favor of the City of

Alameda in Alameda *Belt Line v. City of Alameda* (2003) 113 Cal. App. 4th 15, which triggered the running of the time limitations imposed by Code of Civil Procedure Section 583.420 (a) (3) (C). Accordingly, it was necessary for the parties to waive the statutory deadlines for bringing the ABL lawsuit to trial. Under the stipulation of the parties, trial of the ABL lawsuit must be commenced no later than October 13, 2006.

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Pursuant to 28 U.S.C. § 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 13, 2006.

DANG and TRACHUK

By: Michael J. Greathouse
Michael J. Greathouse

Exhibit A
to
Michael Greathouse Verified Statement

ENDORSED
FILED
ALAMEDA COUNTY

JAN 0 9 2001

CLERK OF THE SUPERIOR COURT
By A. Jackson, Deputy

DOUGLAS Y. DANG, SBN 44988
DANG and TRACHUK
One Kaiser Plaza, Suite 2360
Oakland, California 94612
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CAROL A. KORADE, City Attorney, SBN 82133
CITY OF ALAMEDA
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Telephone: (510) 748-4544
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Attorneys for Cross-Complainant
CITY OF ALAMEDA

COPY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs.

THE CITY OF ALAMEDA, et al.,

Defendants.

No. 826373-7

SECOND AMENDED CROSS-COMPLAINT FOR ANTICIPATORY BREACH OF CONTRACT, CONSTRUCTIVE TRUST AND DECLARATORY RELIEF

[Exempt from fees - Government Code § 6103]

CITY OF ALAMEDA, a municipal corporation,

Cross-Complainant,

vs.

ALAMEDA BELT LINE, a California corporation, and ROES 1 through 10, inclusive,

Cross-Defendants.

Cross-complainant City of Alameda ("City") alleges as follows:

1. At all times herein mentioned the City of Alameda is and was a charter city and a municipal corporation organized and existing under the constitution and laws of the

State of California.

2. At all times relevant here cross-defendant Alameda Belt Line (ABL) was a corporation duly organized and existing under the laws of the State of California.

3. The City of Alameda is ignorant of the true names of cross-defendants sued herein as Roes 1 through 10, inclusive and, therefore, sues said cross-defendants by those fictitious names. City will amend this cross-complaint to allege their true names and capacities when they have been ascertained. City is informed and believes that each of these fictitiously named cross-defendants is in some way responsible for the injury and damage to the City alleged in this cross-complaint.

4. The City of Alameda is informed and believes, and alleges on that basis, that these fictitiously named cross-defendants were at all times mention in this cross-complaint, the agents, servants, and employees of their co-cross-defendants and were acting as such with the consent and permission of their co-cross-defendants.

5. The City of Alameda was the owner and operator from approximately 1918 to 1924 of a municipal belt line railroad along Clement Avenue in the City of Alameda. The belt line railroad provided rail service to businesses in the City of Alameda.

6. In 1924, pursuant to City of Alameda's Ordinance No. 259 NS, adopted by the Alameda City Council on September 16, 1924, the City negotiated and entered into an agreement executed on December 15, 1924 wherein it sold said municipal belt line to the Atchison, Topeka & Santa Fe Railroad ("ATSF") and the Western Pacific Railroad Corporation ("WP").

7. The agreement required the railroads to immediately organize a corporation for the acquisition, construction, expansion and operation of a belt line railroad to serve the industrial and waterfront area of the City. Pursuant to said agreement the Alameda Belt Line Corporation was formed.

8. The municipal belt line was sold to the railroads for $30,000.

9. Paragraph 14 of the December 15, 1924 agreement gave the City of

Alameda an unqualified right, at any time, to repurchase the belt line and any extensions thereof. Said provision of the agreement reads as follows:

> "Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made there by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intention so to do by ordinance to that effect; and provided that at the same time it purchases from the parties of the first part, or either of them, as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof"

10. On November 2, 1999 the City of Alameda enacted Ordinance No. 2817NS, giving notice to the ABL that it intended to exercise its contractual right to repurchase said belt line and extensions thereof. Said repurchase is to take place on December 4, 2000. A true and correct copy of said Ordinance is attached hereto as Exhibit A to this first amended cross-complaint.

FIRST CAUSE OF ACTION
(Anticipatory Breach of Contract)

11. On or about May 11, 2000 the ABL filed Alameda County Superior Court Action No. 826373-7 challenging the right of the City of Alameda to enforce the contract entered into by the parties in 1924.

12. The filing of this complaint gave notice to the City of Alameda that cross-defendant would not perform the contract, and was a repudiation of the contract entered into by the parties.

13. At the time cross-complainant received cross-defendant's repudiation, the City had performed all the conditions on its part to be performed under the contract.

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///

SECOND CAUSE OF ACTION
(Constructive Trust)

14. Pursuant to paragraph 14 of the December 15, 1924 agreement cross-defendant ABL promised to sell the belt line and extensions thereof back to the City of Alameda upon the giving of one year's notice by the City to the ABL of its intent to repurchase the belt line.

15. Cross-defendant has demonstrated an intent to breach its promise by filing a lawsuit challenging the enforceability of said written promise.

16. Cross-complainant alleges that it relied on cross-defendant's promise when it entered into said agreement and was ignorant of cross-defendant ABL's secret intention not to perform in accordance with the agreement.

17. By virtue of ABL's wrongful acts, cross-defendant ABL holds said belt line and extensions thereof as a constructive trustee for the City's benefit.

18. As a constructive trustee the ABL should not be permitted to sell railroad property to other parties during the pendency of this litigation, unless approval is given by the Federal Surface Transportation Board.

THIRD CAUSE OF ACTION
(Declaratory Relief)

19. An actual controversy has arisen and now exists between cross-complainant, on the one hand, and cross-defendant on the other, in that:

a. Cross-complainant City of Alameda contends that paragraph 14 of the December 15, 1924 agreement is valid and enforceable.

b. Cross-defendant contends that it is not bound by the terms of said written agreement.

20. A judicial declaration resolving that controversy is appropriate and necessary at this time so that the parties may be apprised of their respective rights, interests and liabilities.

Wherefore, cross-complainant City of Alameda prays judgment against the Alameda Belt line as follows:

1. That cross-defendant ABL hold the belt line and extensions thereof in trust for the City of Alameda, subject to any required proceedings before the Federal Surface Transportation Board;

2. That the cross-defendant be enjoined from selling, transferring or attempting to sell any belt line property to any other party during the pendency of this action, unless approval is given by the Federal Surface Transportation Board

3. For a judicial declaration that the written agreement between the parties is valid and enforceable and that the City of Alameda has the right to repurchase the belt line and extensions thereof pursuant to paragraph 14 of the agreement, subject to any required proceedings before the Federal Surface Transportation Board;

4. For cross-complainant's reasonable costs of suit incurred in this action; and

5. For whatever other relief the Court may deem proper.

DATED: January 5, 2001

DANG and TRACHUK

DOUGLAS Y. DANG
Attorneys for Cross-Complainant CITY OF ALAMEDA

CITY OF ALAMEDA ORDINANCE NO. 2817
New Series

NOTICE OF INTENT TO EXERCISE OPTION TO
PURCHASE ALAMEDA BELT LINE RAILROAD

WHEREAS, on December 15, 1924, the City of Alameda entered into an agreement with the Western Pacific Railroad Company and the Atchison, Topeka and Santa Fe Railway Company; and

WHEREAS, pursuant to the agreement, said railroads organized a corporation entitled the Alameda Belt Line to acquire, construct and operate a belt line railroad to serve the industrial and waterfront area of the City of Alameda; and

WHEREAS, under the agreement, the City of Alameda sold its existing municipal railway to said railroads; and

CITY ATTORNEY

WHEREAS, paragraph fourteen of said agreement states:

> "Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made therein by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intentions so to do by ordinance to that effect; and provided that at the sane time it purchases from the parties of the first part, or either of them, as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof."

and;

WHEREAS, the City Council finds that the public interest will be served by purchasing the belt line railroad pursuant to said contractual right; and

WHEREAS, said paragraph fourteen requires the City to give a year's notice of its intention to purchase the belt line railroad.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Alameda that:

Section 1. The City Council, pursuant to paragraph fourteen of the above referenced agreement, hereby gives notice to the Alameda Belt Line Corporation that it will on December 4, 2000, purchase the belt line railroad, including all extensions thereof.

Section 2. This ordinance shall be in full force and effect from and after the expiration of thirty (30) days from the date of its final passage.

Presiding Officer of the City Council

Attest:

City Clerk

* * * * * *

I, the undersigned, hereby certify that the foregoing Ordinance was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the 2nd day of November, 1999, by the following vote to wit:

AYES:	Councilmembers Daysog, DeWitt, Johnson, Kerr and Mayor Appezzato - 5.
NOES:	None.
ABSENT:	None.
ABSTENTIONS:	None.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 3rd day of November, 1999.

Diane Felsch, City Clerk
City of Alameda

PROOF OF SERVICE BY MAIL

Alameda Belt Line v. City of Alameda, et al.
Alameda County Superior Court Action No. 826373-7

I declare as follows:

I am a citizen of the United States, over the age of 18 years; my business address is One Kaiser Plaza, Suite 2360, Oakland, California 94612; I am not a party to the within action.

On the date below I served a copy of SECOND AMENDED CROSS-COMPLAINT FOR ANTICIPATORY BREACH OF CONTRACT, CONSTRUCTIVE TRUST AND DECLARATORY RELIEF on the parties herein by placing a true copy thereof in a sealed envelope with postage thereon fully prepaid, in the United States mail at Oakland, California, addressed as follows:

For Plaintiff
Benjamin B. Salvaty
R. Curtis Ballantyne
Byron T. Ball
Hill, Farrer & Burrill LLP
300 South Grand Avenue
37th Floor - One California Plaza
Los Angeles, California 90071-3147

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed at Oakland, California on January 5, 2001.

KAY CORLETT

Exhibit B
to
Michael Greathouse Verified Statement

HILL, FARRER & BURRILL LLP
BENJAMIN B. SALVATY (Bar No. 038213)
R. CURTIS BALLANTYNE (Bar No. 056498)
BYRON T. BALL (Bar No. 150195)
ROBERT P. SILVERSTEIN (Bar No. 185105)
300 South Grand Avenue
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Telephone: (213) 620-0460

Attorneys for Plaintiff and Cross-Defendant
ALAMEDA BELT LINE

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
THIRTY-SEVENTH FLOOR - ONE CALIFORNIA PLAZA
300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3147

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation, Plaintiff, vs. THE CITY OF ALAMEDA, a municipal corporation, and DOES 1 through 20, inclusive, Defendants. AND ALL RELATED CROSS-ACTIONS.	Case No. 826373-7 ANSWER OF ALAMEDA BELT LINE TO SECOND AMENDED CROSS-COMPLAINT OF CITY OF ALAMEDA

Plaintiff and cross-defendant Alameda Belt Line (hereinafter "ABL"), a California corporation, answers the Second Amended Cross-complaint on file herein and alleges as follows:

1. Answering paragraph 1, ABL admits that the City of Alameda is and was a charter city and a municipal corporation organized and existing under the constitution and laws of the State of California.

2. Answering paragraph 2, ABL admits that ABL is a California Corporation.

3. Answering paragraph 3, ABL alleges that it lacks information or belief sufficient to enable it to answer the allegations thereof, and basing its denial on that ground, denies each and every allegation contained therein.

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4. Answering paragraph 4, ABL alleges that it lacks information or belief sufficient to enable it to answer the allegations thereof, and basing its denial on that ground, denies each and every allegation contained therein.

5. Answering paragraph 5, ABL is informed and believes and based thereon admits that in or about 1918, the City constructed a municipal belt line railroad along Clement Avenue in the City of Alameda to provide rail service to some industries that were producing goods to aid the United States' efforts in World War I. Except as so expressly alleged, ABL alleges that it lacks information or belief sufficient to enable it to answer each and every remaining allegation contained therein, and basing its denial on that ground, denies each and every allegation contained therein.

6. Answering paragraphs 6, 7, 8 and 9, ABL denies conjunctively and disjunctively each and every allegation therein; further ABL denies that said agreement gave cross-complainant any unqualified right to anything.

7. Answering paragraph 10, ABL alleges that it lacks information and belief sufficient to enable it to answer each and every remaining allegation contained therein, and basing its denial on that ground, denies each and every allegation contained therein.

8. Answering paragraph 11, ABL admits that it filed Alameda County Superior Court Action No. 826373-7, and alleges that said complaint speaks for itself. Except as so expressly alleged, ABL denies generally and specifically each and every remaining allegation contained therein.

9. Answering paragraphs 12, 13, 14, 15, 16, 17 and 18, ABL denies conjunctively and disjunctively each and every allegation contained therein.

10. Answering paragraph 19, ABL admits that an actual controversy has arisen and now exists between ABL and the City. Except as so expressly alleged, ABL denies generally and specifically each and every remaining allegation contained therein.

11. Answering paragraph 20, ABL admits the allegations contained therein.

In further answer to the Second Amended Cross-complaint, ABL alleges the following separate and affirmative defenses to each and every purported cause of action therein:

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FIRST AFFIRMATIVE DEFENSE

(Failure to State a Claim)

12. The Cross-complaint, and each cause of action stated therein, fails to state facts sufficient to constitute a cause of action or a claim upon which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

(Statute of Limitations)

13. The Cross-complaint, and each cause of action stated therein, is barred by the applicable statute of limitations.

THIRD AFFIRMATIVE DEFENSE

(Consent)

14. The Cross-complaint, and each cause of action stated therein, is barred because the City had knowledge of the nature and consequences of each of the acts allegedly committed by ABL, sufficient to make informed decisions, and voluntarily, knowingly, and intentionally consented to the performance of each of those acts by ABL.

FOURTH AFFIRMATIVE DEFENSE

(Damages Caused Solely By Acts of Third Parties)

15. The Cross-complaint, and each cause of action stated therein, is barred because any and all events and happenings in connection with the allegations contained in the Cross-complaint and resulting injuries and damages, if any, were caused solely by the acts or omissions of third parties, not employees or agents of ABL, or employees of ABL acting outside the scope of their employment for ABL.

FIFTH AFFIRMATIVE DEFENSE

(Causation)

16. The Cross-complaint, and each cause of action stated therein, is barred because the City cannot prove any facts showing that the conduct of ABL was the cause of any damages alleged by the Cross-complaint.

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SIXTH AFFIRMATIVE DEFENSE

(Laches)

17. By reason of the City's acts, the Cross-complaint, and each cause of action stated therein, is barred by the doctrine of laches.

SEVENTH AFFIRMATIVE DEFENSE

(Estoppel)

18. By reason of the City's acts, the Cross-complaint, and each cause of action stated therein, is barred by the doctrine of estoppel.

EIGHTH AFFIRMATIVE DEFENSE

(Assumption of the Risk)

19. The Cross-complaint, and each cause of action stated therein, is barred because the City at all times material to this action was aware of any dangers and assumed the risk of such dangers by failing to take the proper precaution in the conduct of its business.

NINTH AFFIRMATIVE DEFENSE

(Waiver)

20. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of waiver. By reason of such waiver, ABL is excused from further performance of the alleged obligations under the alleged transactions.

TENTH AFFIRMATIVE DEFENSE

(Comparative Fault)

21. The Cross-complaint, and each cause of action stated therein, is barred because the City, through its acts and omissions, has contributed to the actions as alleged in the Cross-complaint. As such, the Cross-complaint, and each cause of action stated therein, is barred in whole or in part, by the comparative negligence of the City.

ELEVENTH AFFIRMATIVE DEFENSE

(Comparative Fault-Other Defendant

And/Or Other Third Parties)

22. The Cross-complaint, and each cause of action stated therein, is barred because

other defendants and/or other third parties not yet identified, their agents and/or contractors, by and through their acts and omissions, have contributed to the actions as alleged in the Cross-complaint, thereby barring any claim against ABL.

TWELFTH AFFIRMATIVE DEFENSE

(Contribution/Indemnification)

23. To the extent ABL is required to indemnify any person or entity for costs incurred as alleged in the Cross-complaint, ABL is entitled to contribution and/or indemnification, in whole or in part according to apportionment of liability, from each and every other defendant named in the Complaint.

THIRTEENTH AFFIRMATIVE DEFENSE

(Unclean Hands)

24. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unclean hands.

FOURTEENTH AFFIRMATIVE DEFENSE

(Recoupment)

25. ABL is entitled to an offset against any liability for the greater of (1) any amounts actually paid by any person or entity heretofore or hereafter for any of the costs and damages alleged in the Cross-complaint, or (2) the equitable share of the liability of any person or entity that heretofore has received, or hereafter receives, any release from liability or covenant not to sue with respect to any of the costs and damages alleged in the Cross-complaint or (3) all debts, liabilities, damages, obligations, and other amounts due and owing to ABL from the City.

FIFTEENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

26. The Cross-complaint, and each cause of action stated therein, is barred by reason of the City's failure to mitigate, minimize or avoid any of the alleged damages referred to in the Cross-complaint.

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SIXTEENTH AFFIRMATIVE DEFENSE

(Intervening or Superceding Causes)

27. The Cross-complaint, and each cause of action stated therein, is barred because the acts and omissions of persons other than ABL were intervening or superceding causes of the injuries, costs, and damages allegedly incurred or to be incurred by the City.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Equities)

28. The Cross-complaint, and each cause of action stated therein, is barred from recovering the relief sought because the equities do not preponderate in favor of the City, but rather preponderate in favor of ABL.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Failure or Lack of Consideration)

29. The Cross-complaint, and each cause of action stated therein, is barred because the failure or lack of consideration bars the City from enforcing any or all of the alleged rights, claims or obligations sought to be enforced by way of the Cross-complaint.

NINETEENTH AFFIRMATIVE DEFENSE

(Accord and Satisfaction)

30. The Cross-complaint, and each cause of action stated therein, is barred because the doctrine of accord and satisfaction bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTIETH AFFIRMATIVE DEFENSE

(Statute of Frauds)

31. The Cross-complaint, and each cause of action stated therein, is barred because the statute of frauds bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Necessity of Parties)

32. The Cross-complaint, and each cause of action stated therein, is barred because

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the lack of all necessary parties herein bars the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Assignment of Parties)

33. The Cross-complaint, and each cause of action stated therein, is barred because the doctrine of assignment of rights bars the City from enforcing any or all of the alleged rights, claims, and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(Mistake, Fraud, Undue Influence or Breach of Good Faith)

34. The Cross-complaint, and each cause of action stated therein, is barred due to mistake, fraud, undue influence, or breach of good faith by the City.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

(Other Doctrines)

35. The Cross-complaint, and each cause of action stated therein, is barred by other legal doctrines, including the doctrines of usury, promissory estoppel, illegality of contract, repudiation, and/or preemption, which act to bar the City from enforcing any or all of the alleged rights, claims and obligations sought to be enforced by way of the Cross-complaint.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(Ratification)

36. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the City knew, approved of and ratified all actions of ABL, including the actions complained of herein.

TWENTY-SIXTH AFFIRMATIVE DEFENSE

(Breach of Obligation to Pay Money)

37. The Cross-complaint, and each cause of action stated therein, is barred in whole or part by the provisions of California Civil Code § 3302.

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TWENTY-SEVENTH AFFIRMATIVE DEFENSE

(ABL's Good Faith Actions)

38. The Cross-complaint, and each cause of action stated therein, is barred in whole or part due to the fact that ABL at all times alleged acted reasonably and in good faith, and further, that its actions were justified in protecting its own legitimate business interests.

TWENTY-EIGHTH AFFIRMATIVE DEFENSE

(Conduct Justified and Privileged)

39. To the extent that the City alleges that ABL interfered with the City's contractual relations or rights, or acted in bad faith, ABL alleges that at all times its conduct was justified and privileged in order to protect its personal, real property and financial interest.

TWENTY-NINTH AFFIRMATIVE DEFENSE

(Condition Precedent)

40. The Cross-complaint, and each cause of action stated therein, is barred because ABL's failure, if any, to perform the obligations alleged in the Cross-complaint resulted from the City's failure to perform its respective obligations as required by the terms of the alleged Agreement sued on; the performance on the City's part of its obligations was a condition precedent to the performance of ABL's obligations, if any.

THIRTIETH AFFIRMATIVE DEFENSE

(Default)

41. The Cross-complaint, and each cause of action stated therein, is barred because, at all times herein mentioned, the City was in material default of performance of a covenant or obligation on which the alleged obligations of ABL were dependent or concurrent, thereby barring the City's action.

THIRTY-FIRST AFFIRMATIVE DEFENSE

(Commercial Impracticability, Impossibility, Frustration or Changed Circumstances)

42. The Cross-complaint, and each cause of action stated therein, is barred because the performance or full performance of the contractual or other obligations upon which the City sues was commercially impracticable, impossible, frustrated, or modified and/or excused due to

changed circumstances, and the City may not prevail upon the causes of action alleged in the Cross-complaint, or obtain any remedy thereby, to the extent of such impracticability, impossibility, frustration or changed circumstances.

THIRTY-SECOND AFFIRMATIVE DEFENSE

(Unjust Enrichment)

43. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unjust enrichment.

THIRTY-THIRD AFFIRMATIVE DEFENSE

(Unconscionability)

44. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of unconscionability.

THIRTY-FOURTH AFFIRMATIVE DEFENSE

(Illusory Promise)

45. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of illusory promise.

THIRTY-FIFTH AFFIRMATIVE DEFENSE

(Force Majeure)

46. The Cross-complaint, and each cause of action stated therein, is barred by the doctrine of Force Majeure.

THIRTY-SIXTH AFFIRMATIVE DEFENSE

(Election of Remedies)

47. The City is barred by its election of remedies from asserting some or all of the causes of action in the Cross-complaint or obtaining some or all of the remedies prayed for therein.

THIRTY-SEVENTH AFFIRMATIVE DEFENSE

(No Duty)

48. ABL did not owe the City a duty of care in the circumstances at issue. In the event any duty was owed to the City, ABL has fully satisfied such duty, and any and all duties owed to

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third parties.

THIRTY-EIGHTH AFFIRMATIVE DEFENSE

(Lack of Fault or Causation)

49. No acts or omissions of ABL were the actual or proximate cause of any damage, loss, or injury to the City.

THIRTY-NINTH AFFIRMATIVE DEFENSE

(Lack of Damages)

50. The Cross-complaint, and each cause of action stated therein, is barred because the City has not suffered any damage as a result of any action or omission of ABL and, thus, the City is barred from asserting any claim for relief against ABL.

FORTIETH AFFIRMATIVE DEFENSE

(Claims Not Yet Arisen, Prematurity, Lack of Ripeness)

51. The Cross-complaint, and each cause of action stated therein, is barred because the City's causes of action and claims have not yet arisen, are premature, and are not ripe for adjudication by this Court.

FORTY-FIRST AFFIRMATIVE DEFENSE

(Causes of Action Vague, Uncertain and Ambiguous)

52. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the facts and causes of action alleged are vague, uncertain and ambiguous, thereby failing to set forth the essential facts of the case with particularity to inform ABL of the nature, source and extent of the City's allegations.

FORTY-SECOND AFFIRMATIVE DEFENSE

(Violation of Marketable Title Act)

53. The Cross-complaint, and each cause of action stated therein, is barred to the extent that it asserts claims or seeks relief which would constitute a violation of the Marketable Title Act.

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FORTY-THIRD AFFIRMATIVE DEFENSE

(Rule Against Perpetuities)

54. The Cross-complaint, and each cause of action stated therein, is barred to the extent that it asserts claims or seeks relief in violation of the Rule Against Perpetuities.

FORTY-FOURTH AFFIRMATIVE DEFENSE

(Anticipatory Breach)

55. The Cross-complaint, and each cause of action stated therein, is barred or otherwise diminished by the City's anticipatory breach of contract in this matter.

FORTY-FIFTH AFFIRMATIVE DEFENSE

(Recission)

56. The Cross-complaint, and each cause of action stated therein, is barred due to the provisions of Civil Code §§ 1688 et seq. concerning recission of contracts.

FORTY-SIXTH AFFIRMATIVE DEFENSE

(Offset)

57. Without conceding that any act of ABL caused damage to the City or any other person in any respect, ABL allege that it is entitled to offset and recoupment against any judgment that may be entered against it under the City's Cross-complaint. Offset and recoupment are appropriate by reason of the damage caused to ABL as a result of, but not limited to, the following: (1) the City's conduct in the matters alleged in its Cross-complaint and alleged in this answer; (2) the City's slander of title of ABL's property; (3) the City's fraudulent effort to create a cloud on the title to ABL's property, and to misconstrue and wrongly take advantage of ABL through the City's bad faith in connection with the agreements and ordinances alleged in the City's Cross-complaint; (5) the City's deceitful and fraudulent conduct; (6) the City's negligent conduct; and (7) the City's breaches of its obligations under the agreements alleged in the Cross-complaint.

FORTY-SEVENTH AFFIRMATIVE DEFENSE

(Unconstitutionally Vague)

58. The Cross-complaint, and each cause of action stated therein, is barred because

Ordinance No 2817 NS referenced therein is unconstitutionally vague.

FORTY-EIGHTH AFFIRMATIVE DEFENSE

(Taking Without Just Compensation)

59. The Cross-complaint, and each cause of action stated therein, is barred because it and Ordinance No 2817 NS referenced therein constitute a deprivation of property without just compensation, and on its face, violates Article I, Section 19 of the California Constitution and the Fifth Amendment, as applied to the states through the Fourteenth Amendment, of the United States Constitution.

FORTY-NINTH AFFIRMATIVE DEFENSE

(Avoidance of Forfeiture)

60. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the relief sought by the City would cause a forfeiture to be suffered by ABL, and the law disfavors forfeitures.

FIFTIETH AFFIRMATIVE DEFENSE

(Option Limited to Reasonable Time)

61. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the option alleged in the Cross-complaint with reference to the 1924 agreement should be limited to a reasonable time, and 77 years is not a reasonable time. Options may not be indefinite.

FIFTY-FIRST AFFIRMATIVE DEFENSE

(Lack of Subject Matter Jurisdiction)

62. The Cross-complaint, and each cause of action stated therein, is barred by this Court's lack of subject matter jurisdiction of this action. The claims made in the Cross-complaint fall within the exclusive jurisdiction of the Federal Surface Transportation Board ("STB"). The Interstate Commerce Act ("ICA"), 49 U.S.C. § 10101 et seq. gives the STB exclusive jurisdiction to approve and to regulate acquisitions of rail lines. See, e.g., 49 U.S.C. §§ 10501(b)(2), 10901(a); Chicago & N.W. Transp. Co. v. Kalo Brick & Tile Co. (1981) 450 U.S. 311, 318-20, 67 L. Ed. 2d 258, 101 S. Ct. 1124.

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FIFTY-SECOND AFFIRMATIVE DEFENSE

(Preemption/Subject Matter Jurisdiction)

63. The Cross-complaint, and each cause of action stated therein, is barred because it is preempted by federal law, including federal regulations governing the acquisition of railroads and rail lines. To the extent the Cross-complaint, and each cause of action stated therein, are preempted by federal law, this court lacks jurisdiction over the subject matter of the City's Cross-complaint.

FIFTY-THIRD AFFIRMATIVE DEFENSE

(Primary Jurisdiction/Preemption)

64. The issues raised in the City's Cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies. The Cross-complaint, and each cause of action stated therein, should be stayed or dismissed pursuant to the doctrines of primary jurisdiction and/or preemption as set forth in Farmers Ins. Exch. v. Superior Court (1992) 2 Cal. 4th 377, 386-390.

FIFTY-FOURTH AFFIRMATIVE DEFENSE

(Failure to Exhaust Administrative Remedies)

65. The Cross-complaint, and each cause of action stated therein, is barred because the City has failed to exhaust administrative remedies, which are a prerequisite to its suit.

FIFTY-FIFTH AFFIRMATIVE DEFENSE

(Alteration, Abandonment, Cancellation

Reformation, Repudiation or Novation of Contract)

66. The Cross-complaint, and each cause of action stated therein, is barred because the contractual or other obligations upon which the City sues was altered, abandoned, cancelled, reformed, repudiated by the City or was subject to novation, and the City may not prevail upon the causes of action alleged in the Cross-complaint, or obtain any remedy thereby, to the extent of such alteration, abandonment, cancellation, reformation, repudiation or novation.

FIFTY-SIXTH AFFIRMATIVE DEFENSE

(Consideration Impossible to Ascertain)

67. The Cross-complaint, and each cause of action stated therein, is barred to the extent that the consideration that would be owed to ABL is impossible to ascertain.

FIFTY-SEVENTH AFFIRMATIVE DEFENSE

(Reservation of Rights)

68. ABL hereby reserves the right to assert additional defenses and to supplement, alter, and/or change its answer and defenses upon revelation of more definitive facts in this matter, and upon the undertaking of discovery.

WHEREFORE, this answering cross-defendant prays for judgment as follows:

1. That the City take nothing by its Cross-complaint, and that the Cross-complaint be dismissed with prejudice;

2. For costs of suit incurred herein; and

3. For such other and further relief as the Court may deem just and proper.

Date: January 22, 2001

HILL, FARRER & BURRILL LLP
BENJAMIN B. SALVATY
R. CURTIS BALLANTYNE
BYRON T. BALL
ROBERT P. SILVERSTEIN

By: _____
R. CURTIS BALLANTYNE
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ALAMEDA BELT LINE

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PROOF OF SERVICE

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is Hill, Farrer & Burrill LLP, 300 South Grand Avenue, Los Angeles, California 90071-3147. On January 22, 2001, I served the within documents:

ANSWER OF ALAMEDA BELT LINE TO SECOND AMENDED CROSS-COMPLAINT OF CITY OF ALAMEDA

☐ by causing the document(s) listed above to be transmitted via facsimile to the fax number(s) set forth below on this date before 5:00 p.m.

■ by causing the document(s) listed above to be mailed in the United States mail at Los Angeles, California to the address(es) set forth below.

☐ by causing personal delivery of the document(s) listed above to the person(s) at the address(es) set forth below.

☐ by causing airfreight delivery of the document(s) listed above to be delivered by an agent for delivery to the address(es) set forth below.

Douglas Y. Dang, Esq.
Dang and Trachuk
One Kaiser Plaza, Ordway Bldg. #2360
Oakland, California 94612
510.832.8700; 510.836.2595 /fax
for Defendant City of Alameda

I declare under penalty of perjury under the laws of the State of California that the above is true and correct. Executed on January 22, 2001,, at Los Angeles, California.

Mary H. McCoy

[B8730-068]
::ODMA\MHODMA\HFB;363667;1

Exhibit C
to
Michael Greathouse Verified Statement

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Attorneys for Plaintiff/Cross-Defendant
ALAMEDA BELT LINE

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California Corporation, Plaintiff/Cross-Defendant, vs. CITY OF ALAMEDA, et al., Defendant/Cross-Complainant.	CASE NO. C-826373-7 **ALAMEDA BELT LINE VERIFIED NARRATIVE STATEMENT OF CONTENTIONS OF FACT AND LAW**

The following is a narrative statement of Alameda Belt Line's ("ABL") contentions of fact at this point in the lawsuit. The contentions of law follow. Trial is scheduled for April 7, 2006 at 8:30 a.m. in Department 1 of the Alameda Superior Court.

Discovery and research are not complete. ABL reserves the right to amend, alter, or expand the factual contentions presented here. These reservations being asserted, the following are the factual contentions of ABL as of November 15, 2005:

Many of the pertinent facts in this cause are undisputed and are contained in the Interstate Commerce Reports (ICC) reported in 105 ICC 349 (Jan. 16, 1926). Additional facts are contained in the testimony and exhibits before the California Railroad Commission (CRC) which was the hearing body through a hearing examiner, from which the Interstate Commerce Commission derived the factual basis for its decision. The relationship between the CRC and

CONTENTIONS OF LAW

The following is a narrative statement of Alameda Belt Line's ("ABL") contentions of law at this point in the litigation proceedings. With trial scheduled for almost five months after the date of this statement, ABL reserves the right to amend, alter, or expand upon the legal contentions presented herein. These reservations being asserted, the following are the legal contentions of ABL at this time:

I. INTRODUCTION

The City of Alameda ("Alameda" or "City") is attempting to exercise an option ("Option") that existed in a contract drafted in 1924 ("Agreement") by and between Western Pacific Railroad Company ("WP") and The Atchison, Topeka and Santa Fe Railway ("ATSF") in the first part, and the City of Alameda in the second part. The Option in paragraph 14 of the Agreement provided that the City could purchase the belt line railroad at any time. The price the City would be required to pay to exercise the Option was the original cost of the railroad, plus the costs of any and all extensions and investments less cost of upkeep and repairs, whatever these terms mean.

The City now attempts to exercise the Option. The City does not attempt to exercise the Option in order to operate the belt line railroad as a municipality. It does so to acquire valuable property at 1920's prices. Much of the property was sold or subject to a sales contract before the purported exercise.

ABL contends that the Option is unenforceable because the City is not exercising the Option for the purpose intended, operating the belt line railroad. In addition, the City is attempting to exercise the option 75 years after the Agreement was made, which is an unreasonable time for this Option, or any option, to survive. Finally, an adequate and reasonable option price is not provided for in the Option, making it unenforceable.

Moreover, the facts in this case give rise to numerous defenses to the late arriving exercise of the option, these may include (1) laches; (2) estoppels; (3) waiver; (4) unclean hands; (5) the equities favor ABL; (6) ratification by the City of ABL's sale of property; (7) prior sale; (8) unjust

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enrichment; (9) the option violated the rule against perpetuities, ab initio; (10) the option is void because it is vague and unenforceable; (11) the option exercised in 1999 constitutes a forfeiture; (12) this court lacks subject matter jurisdiction; (13) the doctrine of Preemption may apply; (14) the issues raised by the City's cross-complaint lie within the primary jurisdiction of federal administrative and regulatory agencies. The City has not sought the approval of the Surface Transportation Board to acquire "a belt line railroad" with extensions and investments.; (15) the consideration for the exchange, the option price is impossible to ascertain.

II.
ARGUMENT

A. An Option Is Analyzed Under The Law Of Offers

Option contracts are governed by the same law as offers. An irrevocable option, is an offer held open by consideration. 1 Witkin Cal. Summ. 9th Contracts §173. "Disputes about whether [an] option has been validly exercised are decided by reference to the rules of offer and acceptance." *Arden Group v. Burk*, 45 Cal. App. 4th 1409, 1414.

Options may fail for a number of reasons. First, as in any contract, the intention of the parties in entering the agreement is important. *Kaufman and Broad-South Bay v. Unisys Corp.* (1993) 822 F. Supp 1468, 1474. Second, an option, like an offer, must be exercised within the amount of time stated in the option, or if no time is stated, within a reasonable time. *Lohn v. Fletcher Oil Co.* (1940) 38 Cal. App. 2d 26, 31. Third, price is an essential term of an option for both sales of goods and sales of real property, and will cause an option to fail if not defined or clearly ascertainable. 1 Witkin Cal. Summ. 9th Contracts §150.

B. The Option Should Be Analyzed As Both an Option to Purchase Real Estate and to Purchase Goods

1. The Option Is Essentially A Real Estate Purchase

The law of option contracts is divided between those involving real estate and those involving the sale of goods. The case at hand should primarily be analyzed under those cases involving real estate. The Option, when created, contemplated the purchase of a belt line railroad. Such a railroad would be primarily composed of the actual tracks and the land atop which they sit. It would have also included signals and other standard railroad equipment. However, the

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Exhibit D
to
Michael Greathouse Verified Statement

SUPERIOR COURT OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs. No. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendant.

/

AND RELATED CROSS-ACTION.

/

DEPOSITION OF PHILLIP E. COPPLE

VOLUME I

THURSDAY, SEPTEMBER 8, 2005

BROOKS & BROWN REPORTERS
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Eureka, California 95501
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Reported by:
KATHLEEN E. BACA
CSR No. 10267

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Q. When -- can you describe for me the allocation of time that you spent after 1996 between ABL, OTR, and Central California Traction?

A. Probably 80 percent Stockton, 15 percent Oakland, 5 percent ABL.

Q. Okay. And by "Stockton," you mean the Central California Traction?

A. Yes.

Q. Did you also have an office in Stockton?

A. Yes.

Q. And where was that office?

A. Cherokee Road. I don't know the address though. I can't remember it.

Q. When was the last time that ABL operated cars on its trackage?

A. I don't know the exact date without looking at a document.

Q. Okay. What document would you look at to determine that?

A. Probably a letter of some kind that that was the last day of service.

Q. Was Pennzoil the last client?

A. I believe it was -- no. Well, I would say yes. Yes.

Q. Okay. My understanding from reviewing some of

the documents is that ABL ceased operations, rail operations in the fall of 1998. Does that seem about right to you?

A. I would have to say yes.

Q. Now you mentioned earlier there was a gradual decline in ABL's business beginning in the late '70s or early '80s?

A. Probably in the 1980's.

Q. Could you describe for me what the process was in terms of the decline of business of ABL from the '80s to the fall of 1998?

A. Well, the close down of business is that we switched. We gradually closed down and moved.

Q. Okay. And those were the businesses that you mentioned earlier?

A. Yes.

Q. Of Del Monte and Weyerhauser, Inland Ladder. Was there any precipitating critical event, one big customer that was lost during that period that hastened the decline in business?

A. Probably Del Monte. That was the largest customer.

Q. Okay. And do you remember when Del Monte stopped operations using ABL?

A. No.

Q. Was it sometime in the '90s?
A. Could have been late '80s, early '90s. I'm not sure of the date.
Q. Del Monte moved away?
A. To San Jose.
Q. Okay. You mentioned that at least in 1996, 80 percent of your time was spent regarding Central California Traction Company, 15 percent with ORT, and 5 percent with ABL.

After the fall of 1998 until the time you retired, can you give me an estimate as to the amount of time -- allocation of time you spent on ABL matters, you know, from 1998 to time of your retirement?
A. It couldn't have been more than 5 percent of my time.
Q. Between 19 -- the fall of 1998 until the time you retired in July of 2004, what types of activities or work would you do regarding ABL?
A. Well, it would mainly be problems with the clean up. Trash, you know, that was dumped around on the property that would have to be cleaned up. Weed abatement.
Q. Would that be you would assign somebody to take care of weed abatement and pick up trash on ABL property?

A. Right.
Q. Okay. Any other activities that you were involved in regarding ABL between the fall of 1998 and July of 2004?
A. Probably some correspondence on the property. We had some sales pending. And then I guess you could say the litigation with the City of Alameda.
Q. Okay. When you say there were sales pending, are you talking about sales of land?
A. Yes.
Q. Any other types of sales?
A. None that I'm aware of.
Q. Can you tell me what land sales that you were involved in with ABL?
A. At what period?
Q. Let's first say from the fall of 1998 until the time of your retirement?
A. I believe we were involved with the sale of the 22-acre yard, but I'm not positive.
Q. And what was your role or duties involving the sale -- strike that.

This had to do with the sale of the 22-acre yard to Suncoast?
A. Sun Country.
Q. Thank you.

year or so?

A. Well, I would have liked to have been moved already to Nevada. I wouldn't have to pay state taxes here, but, no, I don't.

Q. Okay. At the time of your retirement, where were the ABL's offices located?

A. At the Oakland Terminal Railway on Engineers Road in Oakland.

Q. When did ABL's offices move from Alameda?

A. I don't recall what year. But we just consolidated into the one office.

Q. Can you give me a ballpark? Sometime in the '80s or '90s?

A. Well, what we moved out of the Alameda office was all the record keeping. It was still open for a train crew, while we had a train crew working.

Q. So up until the fall of 1998, there was a train crew working?

A. Yes. They could go in there and use the rest room if they had to.

Q. Has any other railroad used ABL's trackage since the fall of 1998?

A. I believe the Union Pacific had an agreement -- well, they have an agreement with the Alameda Belt Line to switch Pennzoil. Now, when they come down there --

or when they come down there to switch them, I don't know.

Q. And at some point in time Pennzoil was the last customer stop -- or moved or stopped doing business at that Alameda location served by the ABL trackage; is that correct?

A. No. Pennzoil is still located there, as far as I know.

Q. Okay. Do you know whether at least as of the time of your retirement was Union Pacific still switching cars for Pennzoil?

A. I believe they were. I'm not sure.

Q. Would that be called a trackage agreement between ABL and Union Pacific?

A. Yes.

Q. Okay. Have you ever seen that trackage agreement?

A. Yes.

Q. Okay. Do you know where a copy is located?

A. There is probably one in the ABL office.

Q. Was there any date or term for that trackage agreement between ABL and Union Pacific?

A. When it was signed. But I don't know exactly what date it was signed.

Q. Okay. I mean for how long it was going to

Q. Okay. Since the fall of 1998, has ABL -- at the time you retired, had ABL had any revenue?
A. Only from rental of property.
Q. And which property does it rent?
A. Down at the corner of Atlantic and Main there is a parcel down there rented for a parking lot. There is a parcel rented on Grand and Buena Vista. One at Grand and Hibbard -- I'll take that back. Grand and -- I don't know what that cross street is right off of Clement. They are just small parcels.
Q. Okay. The one at Grand and Buena Vista is sort of like a former gas station?
A. U-haul.
Q. U-haul place now. But it was a former gas station?
A. Well, the gas station rents it.
Q. Okay.
A. Alameda Unified School District rents a parcel for a parking lot down on Atlantic.
Q. Have there been any attempts to sell those parcels during your tenure?
A. Yes.
Q. I take it -- does ABL still own -- at least as of the date you retired, does ABL still own those three parcels that you talked about?

A. Yes.
Q. Have there been any offers to purchase those properties?
A. Our realtor Dick Hocker, he gets calls all the time.
Q. Okay. But at this point in time, ABL has decided not to sell them?
A. Well, we can't sell them because we don't have clear title.
Q. Has to do with the lawsuit?
A. Yes.
Q. Okay. Was -- you said that the railroad generally operated in the red. Were the size of the losses increasing over the years from -- during the time period you were superintendent up until ceasing operations in 1998?
A. I would say yes.
Q. Okay. Do you recall whether there were any discussions or correspondence dealing with the topic of -- even back in the '70s and '80s about discontinuing operations and abandoning the ABL railroad?
A. Well, I think they always were looking at ways to cut expenses. And one was just not to have the operation.
MR. TRACHUK: Okay. Let me show you a document

that time.
Q. All right. And --
MR. BITTING: It's indicated right up here.
MR. GREATHOUSE: Yeah.
Q. With respect to the letter, did you have any conversations with Mr. Treanor regarding the preparation of the ABL abandonment on the Atlantic Avenue line?
A. Not that I can recall.
Q. Did you have any input or involvement in the preparation of the abandonment proceeding that's attached to that letter as Exhibit 12?
A. Well, I would say that I initiated the letter to the -- our board that probably started this process.
Q. Okay. And what was your reason for initiating a letter to the board initiating the abandonment procedures on Atlantic?
A. Well, there was no longer any rail service down to the Navy. And I just couldn't see any reason to keep the line in service.
Q. All right.
MR. BITTING: Can I just clarify one thing?
MR. GREATHOUSE: Yeah. Sure.
MR. BITTING: There was rail service to the Navy. They just didn't use it.
THE WITNESS: Yes. There was actually two

accesses to the Navy. One, the Alameda Belt Line, and one for the Southern Pacific. They would both come together at the Navy main gate, and they could both serve the Navy facility. Therefore, being the ABL didn't get any rail service, there was no reason to keep that line in operation.

MR. GREATHOUSE: So the Southern Pacific operated its own separate rail line that went to the Naval Air Station?

A. Yes.

Q. And ABL at one point in time operated its own separate rail line that went to the Naval Air Station?

A. Yes.

Q. And at some point the Naval Air Station discontinued service with ABL on to the Naval Air Station?

A. Yes, sir.

Q. And so because of the discontinuance of service by the Naval Air Station, you didn't see any need to keep the tracks -- the ABL tracks open and in operation that provided access to the Naval Air Station?

A. I wouldn't say the Navy discontinued it. They just didn't route any rail cars to switch in there. They were all routed through the Southern Pacific.

Q. And that was approximately 1975?

A. Yes.

Q. Now, I would like you to turn to the second page of Exhibit 12. It bears a document "Certificate and Order Interstate Commerce Commission - Docket No. AB-89."

Have you seen that document before, sir, either the first page or the second page of that document?

A. I would say, yes, I've seen it, but I probably didn't read it at that time. I sort of eyeballed it.

Q. So, to your knowledge -- I'm not asking for any legal opinion or interpretation, the ICC approved the abandonment procedure of the rail line on Atlantic Avenue; is that correct?

A. That's my understanding, yes.

Q. And there was a reference in this document to the abandonment procedures being from Milepost 2.61 to Milepost 3.44, or a distance of zero .83 miles in the City of Alameda. And I'm referring to the first paragraph of that document.

Do you see that, sir?

A. Yes.

Q. Do you know how Milepost 2.61 was located?

A. Well, it would have probably been on an ABL map, station map.

Q. When you say "an ABL station map," what do you

mean by that?
A. Well, a map of the railroad that shows all the tracks where the milepost are.
Q. So there are ABL maps, to your knowledge, that have the mileposts of the ABL line on them?
A. Yes.
Q. And when I say "the ABL line," I'm referring to the main line?
A. Right, yes.
Q. Okay. I'm not referring to any side tracks or spur tracks.
And so Milepost zero -- Milepost zero of the ABL line, that would have been located at the beginning of the ABL tracks on the other side of the Fruitvale bridge?
A. No. It would have been probably 92 feet west of Broadway where it would start.
Q. The 92 feet west of Broadway?
A. Broadway.
Q. Okay. And that would have been Milepost zero, correct?
A. I stand corrected. 92 feet east of Broadway.
Q. I'm sorry. East of Broadway.
And so were you responsible in any way for measuring the milepost of the ABL main line?

1.80, is that still in place today?
A. No.
Q. It's been -- that's been removed?
A. Yes.
Q. And who removed that track?
A. I believe the Alameda Belt Line did.
Q. Okay. When was that track removed?
A. Without looking at records, I couldn't tell you. I would have to look at the maintenance of way records.
Q. I see so the maintenance -- what are those records, sir?
A. That's what the Alameda Belt Line maintenance of way employees worked -- what they did day by day.
Q. I see.

Would the trackage at Milepost 1.80, would that have been removed before or after the Notice of Exemption was filed by Union Pacific?
A. I'm not sure, but I think probably after. This track here, before -- because that may have been the purpose for that -- giving the Union Pacific rights to operate in there.
Q. Okay. So you're referring to a portion of the track that went from Milepost 1.80 into the main yard?
A. Yes.

A. The track is removed from a point right in here (indicating).

Q. Okay. Can you draw that with an "X," sir?

A. (Witness complies.)

Q. And can you just indicate removal of track, write in "removal of track."

A. (Witness complies.) Removal of track?

Q. Yes, sir.

A. (Witness complies.)

Q. And so the removal of the track would have been from the point that the Pennzoil -- the approximate location of the Pennzoil terminal?

A. Pennzoil is right here (indicating).

Q. Okay. Why don't you write there "Pennzoil."

A. (Witness complies.)

Q. So there would be a spur track that would go into the Pennzoil terminal?

A. Two spur tracks.

Q. Okay.

A. This is actually cutoff.

Q. Okay.

A. Still in place.

Q. Okay. The spur tracks are still in place.

And from the point that the track was removed -- and I'm referring to the main track, the 60

track, and that goes around this map, it curves around on Grand, correct?

A. Crosses Eagle and Grand.

Q. Okay. And it goes on to what street? Is that Buena Vista, sir?

A. It doesn't actually go on Buena Vista, but it parallels it. But it's not in the street.

Q. Okay. So, to your knowledge, from the point that you wrote "removal of track" to Milepost 1.80, was the physical 60 track -- the physical No. 60 track, was that all removed at some point?

A. Yes.

Q. And who initiated the removal of that track?

A. Well, I would have started a letter to get the removal to do it.

Q. And what was the reason, generally speaking, for removing the track?

A. All the industries had left. Del Monte, Weyerhauser, that were served off that track.

Q. Okay. You're pointing to the map at various -- I realize this is an old map, but there would have been certain warehouses that would have been served on the section of line that was removed?

MR. BITTING: Weyerhauser.

MR. GREATHOUSE: Weyerhauser. I'm sorry.

Thank you, Counsel.

Q. So, in other words, that was no longer any purpose to maintain that section of track in place because the warehouses or the industries had stopped any need for rail service?

A. It would have been at the same time that we discontinued rail operations on the Alameda Belt Line.

Q. Would have been around 1998?

A. Yes.

Q. And can you approximate the approximate mile postage location where the removal of track began?

A. Well, that's -- probably the start of it would be right by Milepost 1.15.

Q. Okay. Can you circle that and indicate Milepost 1.15 and just write "MP." Go ahead.

A. (Witness complies.)

And following Track 60 around, all the way around, clear to the yard.

Q. Okay. And so, in other words, the track was removed from approximately Milepost 1.15 to the beginning of the yard, which we have already established was a possible location of Milepost 2.00?

A. Yes.

MR. BITTING: And all of the rest of it's gone, too.

THE WITNESS: Yes.

MR. GREATHOUSE: Q. So the track up to Milepost 1.15, to your knowledge, is still in place?

MR. BITTING: Was this morning when we drove over it.

THE WITNESS: Yes.

MR. GREATHOUSE: Okay. I just have to....

Q. And after that point, are the tracks in the main yard still in place?

A. No.

Q. Have those been removed?

A. Yes.

Q. Were those removed in 1998 also?

A. I don't know the exact date. Probably, yes.

Q. Okay. So all the ABL tracks on the 60 line have been removed after Milepost 1.15; is that correct?

A. Yes.

Q. And just to be clear, all the 60 tracks have been removed, including the portion of the 60 track that was a main switching line and the portion of the 60 line that actually went into the rail yard itself?

A. Yes.

MR. GREATHOUSE: Off the record.

(Recess taken.)

(DEFENDANT'S EXHIBIT 16 WAS MARKED

Q. Okay. Now, I want to get back to the removal of the ABL track that we have talked about before the break.

You initiated the -- was it a request made by you for the removal of that track or did you make the decision to remove the track yourself?

A. Well, I probably wrote it up to the board of directors that it was no longer needed, so let's remove it.

Q. And did the board of directors, to your knowledge, approve the removal of the track?

A. I would guess they did, otherwise, they wouldn't have taken it up. I would have to find the correspondence and review it.

Q. Was there any governmental approval obtained from any state or federal regulatory agency before the track was removed?

A. Not to my knowledge.

Q. Did you consult with anyone who -- or seek any opinions as to whether an approval was required from a governmental agency before the track could be removed?

A. I didn't, no.

Q. Do you know if anyone did? Do you know if anyone from ABL determined if it was necessary to obtain governmental approval either from the state of

California or from the federal government before the track was removed?

A. Not that I can recall.

Q. Do you know if you consulted with any legal counsel before the track was removed?

A. Not that I can recall.

Q. Do you know if anyone from ABL consulted with any legal counsel before the track was removed?

A. Not that I can recall.

MR. BITTING: I take it you're excluding the portion between those two mileposts that was approved by the --

MR. GREATHOUSE: Yes. I'm -- for purposes of these questions, I'm -- I am excluding the portion of track between Milepost 2.61 and 3.44 that you've already testified was authorized by the ICC.

Q. That's what -- you understand that?

A. Yes.

Q. Okay. Did you make any determination before the track was removed whether that track was still within the jurisdiction -- or whether it was within the jurisdiction of the Surface Transportation Board?

A. No, I didn't.

Q. Do you know if anyone did make a determination whether the section of track removed was subject to the

jurisdiction of the Surface Transportation Board?
A. Not that I'm aware of.
Q. Did you ever have any conversations with anyone at any time as to whether the section of the track that was removed was subject to surface transportation jurisdiction?
A. Not that I can recall.
Q. Are you familiar with the word "embargo," placing an embargo on a rail line?
A. Yes.
Q. And tell me what that is.
A. Well, my understanding of an embargo is that you do not accept railcars for certain customers or sections of track. So an embargo is put out that nobody is to ship cars to those destinations that are in the embargo.
Q. I'm going to ask you a broad question and then I'll follow up. Was an embargo ever put on any portion of the ABL track, if you know?
A. Not that I can recall.
Q. How about after ABL finished its rail service sometime in 1998, did it put any embargo on any portion of the rail line after that?
A. Not that I'm aware of.
Q. So, to your knowledge, there was never any

Exhibit E
to
Michael Greathouse Verified Statement

SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA

. . .

ALAMEDA BELT LINE, a California Corporation,

Plaintiff,

vs. NO. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendants.

_____/

AND RELATED CROSS-ACTION.

_____/

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D E P O S I T I O N

O F

JOSEPH R. PATTISON

. . .

TUESDAY, AUGUST 2, 2005

. . .

10:00 A.M.

KIRSTEN M. BOWNS, CSR #10332, RPR

Brooks & Brown Reporters
(707) 268-0233

DISK ENCLOSED

A. Of way.

Q. W-A-Y?

A. Correct.

Q. Okay.

A. Three words.

Q. Okay.

A. Slash, switchman.

Q. Okay.

A. Slash, engineer.

Q. All right. And the third employee?

A. It would be Eric Harris -- H-A-R-R-I-S -- and he is the assistant maintenance-of-way foreman, slash, switchman, slash, engineer.

Q. And who do you report to directly, Mr. Pattison?

A. Mr. Buccolo.

Q. Could you describe for me your duties with -- for ABL as chief clerk?

A. Handling the day -- all -- basically, all the day-to-day operations.

Q. Where are ABL's offices physically located?

A. 2001 Engineers Road, Oakland, California 94607.

Q. Is that also the location for the general manager, Mr. Copple and Mr. Harris?

MR. BITTING: General manager, Mr. Copple?

MR. TRACHUK: No. The general manager, comma, Mr. Buccolo, Mr. Copple and Mr. Harris.

Q. Is that where their office is located?

A. Mr. Buccolo has two offices.

Q. And where are his offices?

A. The one at Oakland and also one in Stockton.

Q. We can cover -- limit this down a little bit. When was the last time there were rail operations on ABL track?

A. The last time the Alameda Belt Line crew were locomotive --

Q. Thank you.

A. -- was, I believe, September of '98.

Q. And has any other railroad been operating on ABL tracks since September of 1998?

A. The Union Pacific Railroad.

Q. And when was the last time Union Pacific Railroad was operating --

A. I have no idea.

Q. -- locomotives and cars on ABL trackage?

A. I have no idea.

Q. Any ballpark?

A. No.

Q. Is it going on currently where Union Pacific is using ABL track?

A. I believe it is not.

Q. Do you know how long that has been true where Union Pacific Railroad was known to be using ABL track?

A. No, I do not.

Q. Who would know?

A. Union Pacific.

Q. Is there any particular person at Union Pacific?

A. Probably the local yardmaster.

Q. Do you know who -- that individual's name?

A. I know one of the yardmasters' names. I don't know all of them.

Q. Okay. Which one?

A. Is Joe Houghton.

Q. H-O-U-G-H-T-O-N?

A. I believe so.

Q. Do you know where Mr. Houghton is located?

A. Oakland.

Q. Do you have more specific --

A. I'm not sure what yard he operates out of.

Q. Has any other railroad besides Union Pacific used ABL tracks since September 1998?

A. Not that I'm aware of.

Q. Are you familiar with the arrangement between ABL and Union Pacific for Union Pacific's use of ABL

A. (Witness nods head.)

MR. TRACHUK: Let's go off the record for a second.

(There was a discussion off the record.)

(A brief recess was taken.)

MR. BITTING: We have some documents to produce. Let me just state for the record I have reviewed some of these documents. If we brought everything, arguably, that was requested here, we would need a moving van. So we brought you -- for example, with respect to Request for Production Number 1, we have what are called the --

What are these called, Mr. Pattison?

THE WITNESS: The car counts.

MR. BITTING: The car counts.

THE WITNESS: Alameda Belt Line car count. And then I notice here earlier I said that September of '98 was the last day the Belt Line worked. It's actually November of '98.

MR. TRACHUK: Okay.

MR. BITTING: Okay. November 10th, 1998?

THE WITNESS: That was the last job worked, yes.

MR. TRACHUK: Birthday of the United States Marines and myself.

Exhibit F
to
Michael Greathouse Verified Statement

SUPERIOR COURT OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California corporation,

Plaintiff,

vs. No. C-826373-7

THE CITY OF ALAMEDA, et al.,

Defendants.

_____/

AND RELATED CROSS-ACTION.

_____/

DEPOSITION OF OTIS L. HOCKER, JR.

FRIDAY, SEPTEMBER 16, 2005

BROOKS & BROWN REPORTERS
1018 Second Street
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Reported by:
SHERYL A. BROWN
CSR No. 3908

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A. In the last 30 days.

Q. And what was the purpose of you going to the ABL office in the past 30 days?

A. I'm trying to remember. I can't seem to recall why I went there.

Q. Was it in connection with anything concerning the pending ABL lawsuit?

A. No, it was not.

Q. And by "ABL lawsuit," I'm referring to the lawsuit that Alameda Belt Line filed against the City of Alameda and the cross-complaint that the City of Alameda has filed against ABL.

A. I don't recall that was the situation. I just can't recall why I was there.

Q. Were you involved in any sales of real estate on behalf of ABL? Was that the reason for your possibly visiting the office?

A. No, because no sales can be made at this time.

Q. All right. And when you say, "No sales can be made at this time," is that because of the existence of the pending litigation?

A. That's correct.

Q. And when you say "pending sales," we're referring to the 22 acres. Is that correct?

A. Not necessarily. There's other odds and ends,

A. No. It was -- the listing was between Alameda Belt Line and E.B. Field, to list the property for sale.

Q. I understand. But the sales contract, to sell the ABL property, was with Peter Wang and -- was it Encinal Real Estate or Properties?

A. I think so. I believe so.

Q. And that was approximately six acres of land?

A. Yes, as I recall.

Q. Okay. And any other listing of ABL property for sale, other than the sale of land to Encinal?

A. Subsequently, the Alameda yard property was listed, and four other properties owned by Alameda Belt Line were listed by E.B. Field.

Q. And when you say "the Alameda yard property," is that approximately 22 acres?

A. Correct.

Q. And that's the property that can't be sold because of the pending litigation. Correct?

A. All of the properties I mentioned cannot be sold --

Q. All right.

A. -- because of litigation.

Q. Okay. When you say "all the properties," you mean the ABL yard property and the four other properties

that you just mentioned?

A. Correct.

Q. Can you briefly describe the other properties which you listed, other than the 22 acres and the six acres that we referred to previously that were sold to Encinal?

A. The -- there are 16,000 square feet, more or less, at West Grand and Clement Street. There's about 16,000 square feet, more or less, at the corner of Sherman and Buena Vista. And there's 25,000 square feet, more or less, at Hibbard and Buena Vista. And there's approximately six acres parallel to Atlantic Street, running from Webster to Main.

Q. Any other properties?

A. No.

Q. Okay. So, the 22 acres, the 16,000 square feet at West Grand and Clement, the 16,000 square feet at Sherman and Buena Vista, the 25,000 square feet at Hibbard and Buena Vista, and the six acres parallel to Webster and Main Street, to your knowledge, would that be the property that is owned by ABL at the present time?

A. That is correct.

Q. Let's talk about the 22 acres first. When was that property listed for sale?

A. Oh, let's see. It was in the 1990's. It was

probably after the sale to Peter Wang and Wind River. What year, I can't say for sure.

Q. And the listing was through E.B. Field. Correct?

A. Pardon me?

Q. Was the listing of the 22 acres through E.B. Field?

A. Correct.

Q. And were you the -- were you the agent on behalf of E.B. Field that listed the property?

A. Correct.

Q. And was there any sales contracts entered into with anyone concerning the sale of the 22 acres?

A. It was a contract entered into with Sun Country.

Q. And when was that contract entered into?

A. Approximately in the late 1990's; '99, '98.

Q. Was there an escrow opened?

A. Yes.

Q. And who was the -- who was the escrow agent?

A. First American Title in Oakland.

Q. And who is the -- did Sun Country have a real estate agent?

A. Yes. Ray Wentworth.

Q. Ray Wentworth?

A. Wentworth.

Q. And Mr. Wentworth, was he connected with a particular company?

A. He had his own company.

Q. So, he was a broker, to the best of your knowledge?

A. Correct.

Q. And did you have an understanding as to Sun Country's intended use of that 22 acres?

A. They had discussed the development of that property with the City, and at that time they were planning to build 150 homes, more or less.

Q. And this is on the 22 acres, approximately?

A. Correct.

Q. In connection with the contract entered into with Sun Country, did you have any conversations with anyone from the City of Alameda at any time?

A. I went to some meetings at the City Hall. There were some discussions. But I was not the main person involved in those meetings. I may have discussed -- I can't say I discussed anything with any substance with the City, relative to their development.

Q. You did not discuss anything of any significance concerning the development?

A. Of Sun Country's development.

Q. When you say you went to meetings, were those

correspondence and copies of the agreement would be in the Sun Country file.

Q. It's my understanding, and correct me if I'm wrong, that in real estate work you oftentimes maintain a chronology sheet or a sheet in which you note relevant events. Does E.B. Field maintain such a file?

A. No.

Q. Did you record memorandums or personal notes when events of significance came up in the proposed sale of the ABL property to Sun Country?

A. Only copies of correspondence.

Q. And when you say, "Only copies of correspondence," what do you mean by that?

A. Transmittal letters, letters from Sun Country.

Q. Would you maintain any memorandums regarding conversations that you may have had with Sun Country or anyone pertinent to that proposed sale?

A. There could be some memorandums, but they would be primarily having to do with terminating the escrow, getting their deposit money back.

Q. The escrow of the proposed sale of the 22 acres between ABL and Sun Country, was that terminated at some point?

A. Correct.

Q. When was that escrow terminated?

A. I would believe -- I believe it was probably 2004, 2003. I'm not sure which.

Q. And who requested the termination of that escrow? Or was it by way of mutual agreement between ABL and Sun Country?

A. It was probably mutual agreement, but I believe Sun Country requested it. There was a little involvement there with Ryland. They had assigned the contract to Ryland developers, and Ryland wanted to terminate the contract and get out of it and -- which was accomplished.

Q. And what was the name of that developer? I'm sorry.

A. Ryland. Ryland Homes, R-y-l-a-n-d.

Q. So, Sun Country was the developer, but Ryland Homes would have built homes on the site. Was that your understanding?

A. My understanding was that Sun Country would get the project approved and then Ryland would build the homes.

Q. And these homes were single family residences?

A. Correct.

Q. Had this property been resumed -- well, strike that.

At the time that the property was listed for sale, what was the zoning at the time?

its rail track in the city of Alameda. Is that your understanding, sir?

A. At some point, yes.

Q. And was that sometime in 1998 that the last rail car was operated by ABL in the city of Alameda?

A. I don't recall, but I thought it was later. But I can't speak to that.

Q. The sale of these properties you mentioned, did it occur before or after ABL discontinued rail service of any kind in the city of Alameda?

A. Do you mean the sale to Peter Wang/Wind River?

Q. Well, let me break it down a little bit.

A. Yeah.

Q. The sale to Peter Wang and Wind River, was that before ABL discontinued rail service?

A. Yes.

Q. And how about the 22-acre proposed sale; was that before or after ABL discontinued rail service?

A. Before.

Q. And how about the listing for the 16,000 square feet at Grand and Clement Avenue; was that before or after rail services --

A. Before.

Q. And how about the listing of the Sherman and Buena Vista; was that before or after?

A. Before.

Q. Did Mr. Copple -- when he came to you and authorized you on behalf of E.B. Field to list these properties for sale, did Mr. Copple tell you that ABL was liquidating all of its properties?

A. Not in those words. Whatever property was surplus, that was no longer needed for rail purposes, could be sold.

Q. Is that what Mr. Copple told you?

A. If there's no tracks on the property, then they're surplus.

Q. Is that what Mr. Copple told you, if there's no tracks on the property, then it was considered surplus and it could be sold, or was that your understanding?

A. It was kind of a mutual understanding.

Q. A mutual understanding between you and Mr. Copple?

A. Correct.

Q. With respect to the Sherman and Buena Vista property, were there any individuals or companies interested in buying that property?

A. Just one.

Q. And who is that person or company?

A. Peter Wang, Encinal Terminals.

Q. Did Mr. Wang make a proposal on behalf of

Exhibit G
to
Michael Greathouse Verified Statement

RECEIVED
OCT 14 2005
BY:

ENDORSED
FILED
ALAMEDA COUNTY
OCT 13 2005
CLERK OF THE SUPERIOR COURT
By E. Opelski-Erickson, Deputy

HILL, FARRER & BURRILL LLP
William M. Bitting (Bar No. 037801)
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Attorneys for Plaintiff/Cross-Defendant
ALAMEDA BELT LINE

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF ALAMEDA

ALAMEDA BELT LINE, a California Corporation,

Plaintiff/Cross-Defendant,

vs.

CITY OF ALAMEDA, et al.,

Defendant/Cross-Complainant.

CASE NO. C-826373-7

STIPULATION AND ORDER REGARDING PLAINTIFF ALAMEDA BELT LINE'S MOTION FOR PROTECTIVE ORDER

Judge: Hon. James A. Richman

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
ONE CALIFORNIA PLAZA, 37TH FLOOR
300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3147

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By ALAMEDA COUNTY SUPERIOR COURT
ALCO

The Status Conference on Plaintiff and Cross-Defendant Alameda Belt Line (ABL) for a Protective Order Re: Request For Production and Interrogatories Propounded by Defendant or, Alternatively for Extension of Time to Respond to Discovery came on regularly for hearing pursuant to the Court's order of June 6, 2005, on July 20, 2005. ABL ("Plaintiff") appeared by William M. Bitting, and City of Alameda ("Defendant") appeared by Michael J. Greathouse. At the conclusion of the hearing the Court took the matter under submission and ordered the parties to submit Proposed Orders.

The Court held a conference call on August 16, 2005 and directed the parties to continue the conference call and attempt to resolve discovery and trial timing issues. The parties have met and conferred and, in lieu of any further responses by ABL to the City's Second Set of Specially

Prepared Interrogatories, by and through the undersigned attorneys of record hereby agree and stipulate as follows:

1. By November 15, 2005, Plaintiff Alameda Belt Line, will submit a verified Narrative Statement setting forth, in good faith, the following categories of information: (a) ABL's contentions of fact and law regarding its claims that the option contained in the 1924 agreement and its purported exercise by defendant City is invalid; (b) ABL's contentions of what it has expended since 1924 on the various categories of expenditures, to wit, "investment, extensions, cost of repairs, cost of upkeep" as referenced in said 1924 agreement and paragraph 14 thereof; and (c) ABL's contentions as to the repurchase price contained in the option. This narrative statement of expenditures will be, to the extent possible supported by specific document reference with exhibit number and dates of expenditure. Any documents referenced which have not been produced will be produced on or before November 15, 2005.

2. Nothing contained herein shall preclude either party from seeking additional discovery nor does it preclude City from moving to compel further response or clarification if City believes, in good faith that the Verified Narrative Statement requires further response or clarification.

IT IS FURTHER AGREED by and between the parties and their respective counsel that they jointly request that the November 18, 2005 trial date be continued until April 7, 2006 at 8:45 a.m. in Department 1 of the above-captioned court; that there is good cause for a continuance of the trial date due to the complexity of discovery in this case including, but not limited to, the recent production of approximately 20,700 pages of documents by ABL to the City; that in requesting a continuance of the trial date until April 7, 2006, the parties and their respective counsel agree to waive any and all mandatory and/or discretionary statutes regarding the time in which cases are to be brought to trial including, but not limited to, Code of Civil Procedure §583.310, §583.320 and §583.420; and further stipulate and agree that non-expert discovery shall be open until 30-days before the new trial date of April 7, 2006. This waiver is for one year from the date of the Courts order entered pursuant to this stipulation.

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
ONE CALIFORNIA PLAZA, 37TH FLOOR
300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-3147

DATED: September 9th, 2005

Hill, Farrer & Burrill LLP

By: _____
William M. Bihing
Attorneys for Plaintiff/Cross-Defendant
ALAMEDA BELT LINE

DATED: September 13, 2005

DANG AND TRACHUK

By: _____
Thomas J. Trachuk
Attorneys for Defendant and Cross-Complainant
CITY OF ALAMEDA

HILL, FARRER & BURRILL LLP
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ORDER

Based on the stipulation of the parties and good cause appearing therefore, IT IS HEREBY ORDERED that ABL shall submit a verified narrative report to the City no later than November 15, 2005 in the manner stipulated to by the parties; and

IT IS FURTHER HEREBY ORDERED that the court continues the trial date from November 18, 2005 to April 7, 2006 at 8:45 a.m. in Department 1 of the above-captioned court.

IT IS FURTHER HEREBY ORDERED that the written stipulation of the parties regarding the continuance of the trial date from November 18, 2005 to April 7, 2006 constitutes a waiver of any mandatory and discretionary statutes regarding the time in which cases are to be brought to trial including, but not limited to, Code of Civil Procedure §583.310, §583.320 and §583.420. The $110.00 Trial Continuance Fee shall be shared equally and paid by the parties.

IT IS FURTHER ORDERED that non-expert discovery shall be held open until 30-days before the trial date of April 7, 2006.

Dated: OCT 13 2005, ~~2005~~

THE HONORABLE JAMES RICHMAN
JUDGE OF THE SUPERIOR COURT

Case No./Title: C-826373 Alameda Belt Line vs. City of Alameda

CLERK'S CERTIFICATE OF MAILING

I certify that the following is true and correct: I am the clerk of the Alameda County Superior Court and not a party to this cause. I served this STIPULATION AND ORDER REGARDING PLAINTIFF ALAMEDA BELT LINE'S MOTION FOR PROTECTIVE ORDER by placing copies in envelopes addressed as shown below and then by sealing and placing them for collection, stamping or metering with prepaid postage, and mailing on the date stated below, in the United States mail at Alameda County, California, following standard court practices.

William M. Bitting
Benjamin B. Salvaty
Tony Tootell
HILL, FARRER & BURRILL LLP
300 South Grand Avenue
37th Floor – One California Plaza
Los Angeles, CA 90071-3147

Michael W. Stamp
LAW OFFICES OF MICHAEL W. STAMP
479 Pacific Street, Suite One
Monterey, CA 93940

Douglas Y. Dang
Thomas J. Trachuk
DANG & TRACHUK
1999 Harrison Street, Suite 700
Oakland, CA 94612-3517

Carol A. Korade
OFFICE OF THE CITY ATTORNEY
CITY OF ALAMEDA
2263 Santa Clara Avenue, Room 280
Alameda, CA 94501

Dated: October 13, 2005

Executive Officer/Clerk of the Superior Court

By _____
Elizabeth Opelski-Erickson, Deputy Clerk

Exhibit E

January 17, 2006

Hon. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: City of Alameda -- Acquisition Exemption -- Alameda Belt Line, F.D. 34798

Dear Mr. Secretary:

The Alameda Chamber of Commerce (Chamber) is writing this letter to support City of Alameda's effort to acquire the Alameda Belt Line (ABL). The Chamber represents the majority of business in the City of Alameda, including former and potential users of ABL or other rail service in the City. We will focus our comments on developments in rail service for the City, and on future rail services over the rail line in question, as called for in this Board's order dated December 15, 2005.

The City of Alameda for most of the last century received freight rail service from Southern Pacific Railroad (now part of Union Pacific) and from the ABL [originally owned by Western Pacific and the Atchison, Topeka and Santa Fe, and now owned by Union Pacific (UP) and Burlington Northern and Santa Fe (BNSF)]. Southern Pacific Railroad appears to have ceased all operations in the City and to have abandoned its rail properties at least ten years ago. Insofar as we are aware, Southern Pacific never received any abandonment authorization from either the Interstate Commerce Commission (ICC) or this Board for that abandonment. This left one carrier to provide freight rail services in the City: ABL.

ABL abandoned MP 2.61 to MP 3.44 (the former Naval Air Station in the City) in Docket No. AB-89 (Sub-no. 1), served August 25, 1975. ABL did not seek any further abandonment authority, and continues to have a common carrier obligation between MP 0.0 and 2.61. Nonetheless, ABL stopped providing service in 1998 when it granted trackage rights to the UP to provide service between ABL Milepost 0.0 and ABL Milepost 1.8 (roughly the west side of the old ABL freight yard). UP undertook to handle traffic for itself and as agent for BNSF. See Union Pacific Railroad Company --Trackage Rights Exemption -- Alameda Belt Line, F.D. 33682, served Nov. 24, 1998.

1416 Park Avenue • Alameda, CA 94501 • (510) 522-0414 FAX (510) 522-7677
Web Site: www.alamedachamber.com Email: mail@alamedachamber.com

Real estate values in the City of Alameda have gone up in the roughly 75 years since ABL came into being; conversely, the amount of rail traffic for the ABL has apparently diminished. It is thus not surprising that BNSF and UP, the current owners of ABL, are seeking to liquidate their investment. This raises at least two issues for the Chamber: (1) if BNSF and UP liquidate ABL piecemeal, the City may lose any ability to have rail service in the future, because rail corridors are difficult to assemble in urban environments; (2) BNSF and UP are proceeding in a manner not permitted by law.

Although it is the Chamber's understanding that a railroad must receive the approval of this Board before it sells off its right of way and removes track and ties, or allows others to acquire its rail property for non-rail purposes (see Chelsea Property Owners -- Abandonment, 8 ICC 2d 773 (1992), aff'd sub nom. Consolidated Rail Corp. v. ICC, 29 F.3d 706 (D.C. Cir. 1994), it has come to the Chamber's attention that since the issuance of the UP trackage rights, BNSF and UP have sold off parts of the main ABL right of way between MP 0.0 and MP 1.8 and have removed track and ties or allowed others to remove them.

Given the apparent intent of UP and BNSF to liquidate ABL, and given the importance of preserving rail service, or at least the opportunity for rail service, for the City of Alameda, the Chamber strongly supports acquisition of the ABL by the City. Fortunately, the old agreement under which ABL was formed allows the City to acquire ABL at original cost plus the cost of improvements. The City's acquisition will be consistent with UP's trackage rights and UP's agreement with BNSF to act as BNSF's agent: UP can continue to provide service as before.

We understand that the City has an interest in the rail corridor, or portions thereof, for possible future light rail. Since light rail operates on the same rail gauge as freight, this is fully compatible with potential future freight uses, as well as any current freight demand. This will serve as an incentive for the City, apparently not held by UP and BNSF, to keep the property intact.

Once the City acquires the ABL property pursuant to this Board's Notice of Exemption process, the City, in contrast to the current owners of ABL, will not dispose of the right of way without first obtaining an abandonment authorization. This will afford protection to shippers and potential shippers, as well as to the public. In any event, it is our understanding that the City cannot dispose of the vast majority of the ABL property, once acquired by the City, without a vote of its citizens even if it received STB authorization. Again, we have an assurance that the City will be a better custodian of the corridor than the current owners for purposes of current or future rail use.

The City has taken significant steps on its own to preserve its ability to establish a freight or light rail line in the vicinity through use of land use regulations and requirements. This will assist the City in providing the platform for rail service (i.e., reasonable alternative routing) despite UP/BNSF efforts to break up the ABL without STB authorization. The City's foresight will avoid or will minimize upsetting expectations of persons who have already acquired ABL property between MP 0.0 to MP 1.8 notwithstanding the lack of this Board's authorization.

In short, we believe that the City's acquisition of the ABL pursuant to its contract option serves the best interest of the City of Alameda, its citizens, the business community, and current and potential shippers on the line. It also will result in compliance with the law, which in general is the approach that protects the public interest and in the end private interests as well. We therefore call upon this Board to allow the City's Notice of Exemption in F.D. 34798 to become fully effective.

Very truly,

Walt Jacobs, President
Alameda Chamber of Commerce
Commerce

Melody Marr, CEO
Alameda Chamber of

cc: Debra Kurita, City Manager, City of Alameda
Carol Korade City Attorney, City of Alameda

Sydney Strickland
3050 K Street, N.W., Suite 101
Washington, D.C. 20007-5108

Charles Montange
426 NW 162d St.
Seattle, WA 98177

Encinal Real Estate, Inc.

TEL: (510 628-9060
FAX: (510) 628-9124
ONE KAISER PLAZA, SUITE 268
OAKLAND, CA 94612

JAN 9 2006 RECEIVED

December 20, 2005

215518

Hon. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: City of Alameda -- Acquisition Exemption -- Alameda Belt Line, F.D. 34798

ENTERED
Office of Proceedings
JAN -- 2006
Part of
Public Record

Dear Mr. Williams:

This letter, on behalf of Encinal Real Estate, Inc., is in support of City of Alameda's effort to acquire the Alameda Belt Line (ABL) or property in Alameda. Although, ABL is not currently providing the railroad service to the users in Alameda, our company desires that the railroad track or line remain intact for the future use, including possible use by our company or its tenants. Encinal Real Estate owns about five hundred thousand square feet (500,000sq.ft.) of the warehouse space and a marina terminal facility, located along the northern waterfront area in the City of Alameda. This line has been used in the past years, dated back to the beginning of last century, to serve our property and the tenants of Encinal Real Estate, Inc. We believe that our tenants will continue in business and will require railroad service in the future.

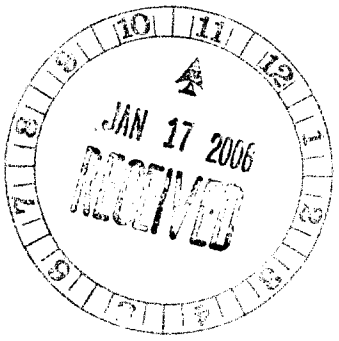
We note that the current owners of ABL appear to be selling off the track/line in piecemeal. But, the City of Alameda wishes to keep the track/line intact for the railroad use, including possible future light rail use, and that is compatible with continuing to provide us with the railroad service for our freight needs. We believe that our interests are best served by the City's acquisition of the track/line pursuant to its contract option; and accordingly, we support the City's acquisition. We ask that the Surface Transportation Board facilitate the said

acquisition by allowing an appropriate authorization for the City to become an effective control as soon as possible.

Very truly,

Chengben Wang
President
Encinal Real Estate, Inc.

cc. City of Alameda



BEFORE THE SURFACE TRANSPORTATION BOARD

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	

Supplementary Memorandum
on behalf of
City of Alameda

EXHIBIT VOLUME
Contents:

Volume One

Exhibit A -- Notice of Exemption

Exhibit B -- Declaration of City Clerk (City documents, including Ordinances, pertinent portion of General Plan, Transit Plan, other planning documents and letters)

Volume Two

Exhibit C -- Declaration of Flavio Barrantes (photographs showing unlawful piecemeal sales and attempt to sell right of way)

Exhibit D -- Declaration of Michael Greathouse (ABL pleadings, relevant ABL witness depositions, trial date)

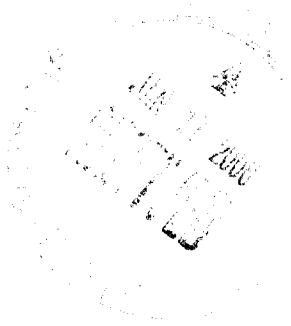
Exhibit E -- Chamber of Commerce and Encinal letters in support of City position

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Due: 17 January 2006

BEFORE THE SURFACE TRANSPORTATION BOARD 215564

City of Alameda --	)	
	)	
Acquisition Exemption --	)	F.D. 34798
	)	
Alameda Belt Line	)	



Supplementary Memorandum
on behalf of
City of Alameda

ENTERED
Office of Proceedings
JAN 17 2006
Part of
Public Record

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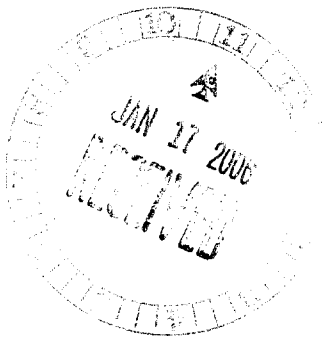
Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Due: 17 January 2006

Exhibit A

BEFORE THE SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34798

CITY OF ALAMEDA
-- ACQUISITION --
ALAMEDA BELT LINE

NOTICE OF EXEMPTION

City of Alameda ("City"), a Municipal Corporation of the State of California, submits this Notice of Exemption pursuant to 49 C.F.R. § 1150.31, et seq., for the acquisition of the line of railroad owned by Alameda Beltline Railroad in Alameda, California.

Per 49 C.F.R. § 1150.34, a caption summary is set forth in Exhibit A.

City submits the following information in compliance with 49 C.F.R. § 1150.33:

(a). Name and address of applicant: City of Alameda, Att: Carol Korade, City Attorney, 2263 Santa Clara Avenue, Alameda, CA 94501.

(b). Name, address and telephone number of representative of applicant who should receive correspondence: Charles H. Montange, 426 NW 162d St., Seattle, WA 98177.

(c). Statement concerning agreement: Alameda Beltline Railroad and the City of Alameda entered into an agreement dated December 15, 1924, and codified in Ordinance No. 259 approved by the Alameda City Council on September 16, 1924. Among other things, the agreement provided that the City would convey [subject to any necessary authorization from the Intestate Commerce Commission (ICC) and the Railroad Commission of California (RCC)] its existing rail line on Clement Avenue between Broadway and Grand Streets for $30,000 to the newly organized Alameda Beltline Railroad [owned by Atchison, Topeka and Santa Fe Railway (ATSF) and Western Pacific Railroad Company(WP)]. Alameda Beltline Railroad would construct and operate extensions of this line westerly to Webster Street and therefrom westerly as rapidly as possible. Paragraph 14 of the agreement provided as follows:

> "Fourteenth: Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made therein by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intention so to do by ordinance to that effect; and provided that at the same time it purchases from the parties of the first part, or either of them as the case may be, the branch railroad, extensions and spur tracks

referred to in the twelfth section hereof.

"It is agreed that said ALAMEDA BELT LINE will keep an accurate account of the cost of additional investments and extensions, and file a verified report thereof annually with the city Clerk of said City, similar to the report filed with the Railroad Commission. It is further agreed and understood that the term 'investments' as herein used shall not include the cost of upkeep and repairs."

The transactions envisioned under the agreement were authorized by RCC in a decision reported at 26 Cal. RR Comm'n Dec. 801 (1925), attached as Exhibit B, and by ICC in Acquisition and Construction of Line by Alameda Belt Line, ICC F.D. 4682 (and embraced cases), 105 ICC 349, decided Jan. 16, 1926, attached as Exhibit C.[1]

This Board's predecessor (the Interstate Commerce Commission, or ICC) authorized abandonment of 0.83 miles of the ABL railroad in Docket No. AB-89 (Sub-no. 1), served August 25, 1975. That authorization covered the ABL line from M.P. 2.61 to M.P. 3.44 (the naval air station). City has asked ABL to disclose any other abandonment authorization received by ABL for any portion of its

---

[1] The referenced agreement also contained an option, not relevant here, for other transcontinental carriers like Southern Pacific to acquire an interest in ABL equal to that owned by WP and ATSF. That option is not relevant here. A copy of the referenced agreement is an exhibit in the proceedings before the ICC which culminated in the authorization at 105 ICC 349.

line. ABL has disclosed no other authorization. Despite searches of government files, City is aware of no authorizations for abandonment for any other portions of the ABL system. City concludes that M.P. 0.0 to M.P. 2.61 remains under this Board's jurisdiction.

ABL, now owned by Burlington Northern and Santa Fe Railway Company (BNSF, as successor to ATSF) and Union Pacific Railroad Company (UP, as successor to WP), granted local trackage rights to UP over 1.80 miles of ABL's rail line between MP 0.00 near Clement Avenue and MP 1.80 near Sherman Street. According to the STB order authorizing the trackage rights transaction, the parties intended that after trackage rights were effective, UP would handle rail cars as operating agent for BNSF. See Union Pacific Railroad Company --Trackage Rights Exemption -- Alameda Belt Line, F.D. 33682, served Nov. 24, 1998. A schematic map filed in F.D. 33682 showing UP's trackage rights is attached as Exhibit D.

City has ascertained that ABL may have engaged in sales of parcels important for operation of the remainder of its system without abandonment authority, and that ABL may be continuing to offer to sell parcels important for continued rail operation without abandonment authority.[2]

In response to community interest in preserving the ABL rail

---

[2] City reserves all rights in connection with any sales of ABL property inconsistent with continued rail use and in the absence of effective abandonment authority.

yard as open space, in accordance with planning documents anticipating light rail use compatible with rail freight use, and in further accordance with the agreement between ABL and the City, the City adopted Ordinance 2817 N.S., on November 2, 1999, notifying ABL that the City intended to exercise its option to purchase on December 4, 2000.

This Board has indicated that contract disputes must be directed to state courts. E.g., D&I Railroad Co. -- Trackage Rights Exemption -- State of South Dakota, F.D. 34646-1, served Jan. 19, 2005 ("contractual dispute respecting the scope of the rights retained by or granted to the State and/or BNSF under the 1986 Operating Agreement must be resolved in a court of competent jurisdiction").

Alameda Belt Line filed suit contesting the legality of the City's contractual repurchase option in the California state courts. The initial question in the state court lawsuit was whether the repurchase option was consistent with the statute of frauds. In Alameda Belt Line v. City of Alameda, 113 Cal.App. 4th 15, 5 Cal.Rptr.3d 879 (2003), the California Court of Appeals found that the provision was enforceable under State law. The case has been remanded for trial, which is slated for April 2006.

Alameda Belt Line in pleadings in the state court proceeding which it initiated has asserted federal preemption as a defense to the City's exercise of its repurchase option. City understands

this to mean that Alameda Belt Line intends to assert that this Board's permission must be obtained prior to actual acquisition. In order to address this defense, City of Alameda files this Notice of Exemption to obtain authorization to acquire the railroad line, including all extensions, as provided in its agreement with Alameda Belt Line which undergirds the transactions approved by this Board's predecessor, ICC, in its decision reported at 105 ICC 349.

(d). Operator: Union Pacific currently serves all remaining ABL customers pursuant to this Board's authorization set forth in F.D. 33682, supra. City proposes no change in this arrangement, and anticipates that operations will continue as before. According to City's research, the last rail equipment operated on this line was in 2003. The railroad and/or adjacent landowners have removed track at several points on the line. In the event Union Pacific lawfully terminates its trackage rights and lawfully ceases to provide service, City either will contract with another operator (with appropriate authority to provide service), or will seek appropriate authorization for abandonment (including railbanking), as the circumstances warrant. Upon acquisition, City may need temporarily to embargo the line in light of track removal by ABL, by UP, or by adjacent landowners.

(e). Brief summary of proposed transaction: City will acquire the Alameda Belt Line, including all extensions, from MP 0.00 near Clement Avenue in the City of Alameda to its westernmost

terminus, MP 2.61, near Webster Street, in accordance with City's contractual repurchase option.

1. Name and address of transferror: Alameda Belt Line, 2001 Engineer Road, Oakland CA 94607.

2. Proposed time schedule. The closing date is in part contingent upon the outcome of the pending litigation, currently scheduled for trial in April 2006. Closing may occur earlier in the event of a negotiated settlement.

3. Mileposts. M.P. 0.00 near Clement Street to end of line at M.P. 2.61 near Webster Street.

4. Total route miles. Approximately 2.61 miles of mainline, approximately 0.6 mile of branch track (encompassing the "No. 5 Lead Track" referenced in the Union Pacific trackage rights notice of exemption on file with this Board in F.D. 33682), and such additional branch tracks as are set forth in the map filed by UP in F.D. 33682 (copy attached as Exhibit D). It is the intention of City of Alameda by this Notice of Exemption to obtain authorization to acquire all Alameda Belt Line rail property in City of Alameda still under this Board's jurisdiction.

(f) Map. A map indicating the area served, origins, termini, stations, city, county, county and state, is attached as Exhibit E.

(g) Certificate of revenue. The required Certificate is attached as Exhibit F.

Applicant acknowledges that it must preserve intact all sites and structures more than 50 years old until compliance with the requirements of section 106 of the National Historic Preservation Act, 16 U.S.C. § 470f, is achieved.

Environmental thresholds. City's acquisition will not result in significant changes in carrier operations such as would trigger any need for environmental review. More specifically, in reference to stated thresholds, there will not be a diversion of:

(1) more than 1000 carloads of rail traffic per year to motor carriage; or

(2) an average of 50 carloads of rail track per mile per year for any part of this line to motor carriage.

This transaction will not result in:

(1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line;

(2) an increase of rail yard activity of at least 100 percent; or

(3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles per day.

To the extent City's acquisition relates to a Class I or nonattainment area under the Clean Air Act, the thresholds specified in 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. The transportation of ozone depleting materials is not contemplated. Under 49 C.F.R. § 1105.6(c)(2), further

environmental documentation is not required.

Since the acquisition is for continued operation, there are no plans to dispose or alter properties subject to STB jurisdiction that are 50 years old or older. No historic report is therefore required under 49 C.F.R. § 1105.8(b)(1).

Respectfully submitted,

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Exhibits:
A -- caption summary
B -- CRRC decision
C -- ICC decision
D -- UP trackage rights map from 1998
E -- map
F -- Revenue Certificate
G -- Verification

cc. General Manager, Alameda Beltline Railroad
2001 Engineer Rd, Oakland, CA 94607
BNSF Law Department, Att: Sarah Bailiff, Esq., 2500 Lou Menk Drive, Fort Worth, TX 76161-0039
[City believes BNSF handles ABL legal matters]
William M. Bittin & Benjamin B. Salvaty, Esqs., Hill, Farrer & Burrill LLP, One California Plaza, 37th Floor, 300 South Grand Avenue, Los Angeles, CA 90071-3147

Exhibit A

Applicant City of Alameda hereby submits the following caption summary prepared in accordance with 49 C.F.R. § 1150.34:

Surface Transportation Board

Notice of Exemption

STB Finance Docket No. 34798

City of Alameda -- Acquisition Exemption -- Alameda Belt Line

City of Alameda, a non-carrier, has filed a notice of exemption to acquire Alameda Belt Line's line between approximately MP 0.0 near Clement Avenue and approximately MP 2.61 near Webster Street in City of Alameda, Alameda County, CA. Comments must be filed with the Board and served on Charles H. Montange, 426 NW 162d St., Seattle, WA 98177, telephone (206) 546-1936.

The notice is filed under 49 CFR 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Exhibit B

VALUE OF ONE HUNDRED DOLLARS PER SHARE. (2) AUTHORIZING THE WESTERN PACIFIC RAILROAD COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO PURCHASE SAID CAPITAL STOCK.

Application No. 10688.
Decided July 14, 1925.

SECURITIES—STOCK—TO ISSUE.—Application granted.

F. M. Angellotti, for Western Pacific Railroad Company.
E. W. Camp, for The Atchison, Topeka and Santa Fe Railway Company.
Platt Kent and *James S. Moore, Jr.*, for Alameda Belt Line.
E. J. Foulds and *F. L. Burckhalter*, for Southern Pacific Company.
McCutchen, Olney, Mannon and Greene, by *Allan P. Matthew*, for Encinal Terminals.
Frank Otis, Mayor, and *Clifton E. Hickok*, City Manager, for the City of Alameda.
Dunne, Brobeck, Phleger and Harrison, by *G. A. Corbett*, for Key System Transit Company.

DECOTO, *Commissioner*.

OPINION.

Alameda Belt Line, a corporation organized under and by virtue of the laws of the State of California, asked permission to issue and sell at par five hundred thousand dollars ($500,000) par value of its common stock, divided into shares of one hundred dollars ($100) each. This application came on for hearing on the twenty-sixth day of March, 1925, and at subsequent dates to which the hearing was from time to time continued.

The Southern Pacific Company opposed the application on the following grounds:

First, that the Southern Pacific Company was already in the field proposed to be served by the Alameda Belt Line and that the granting of the application would lead to a duplication of the service of the Southern Pacific Company;

Second, that it was impossible for the applicant and the Western Pacific Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to handle freight to and from the proposed terminal as cheaply as it was possible for them to handle freight under the present arrangement with the Southern Pacific Company.

In order to arrive at a full understanding of the matter, the Southern Pacific Company was permitted to present its opposition in full and the Western Pacific Railroad Company and The Atchison, Topeka and Santa Fe Railway Company and the Encinal Terminals were also permitted to present their evidence to the Commission.

As these matters will be passed upon by the Interstate Commerce Commission in Finance Docket Nos. 4682 to 4686, inclusive, I see no reason to discuss them here.

It is of record that the Western Pacific Railroad Company hereinafter called the Western Pacific and The Atchison, Topeka and Santa

(2)

Apr-29-05 11:12am From-DCMWH 510 287 4050 T-172 P.003 F-120

Fe Railway Company, hereinafter called the Santa Fe, have caused Alameda Belt Line to be incorporated and that the purpose of such corporation is to operate a belt line railroad within the boundaries of the city of Alameda and to serve the industrial area and waterfront of said city by the acquisition for the sum of $30,000 from the city of Alameda of an existing belt line railroad and extend and operate the same to serve the industrial area and waterfront in said city. The route and termini of the proposed line of railroad to be acquired and the extensions thereof are as follows:

(A) Existing belt line:

Beginning at a point 188 feet, more or less, easterly of the intersection of the center line of Clement avenue and Broadway; thence by a single track along the center line of Clement avenue in a westerly direction and crossing all intervening streets to a point in Clement avenue at the westerly line of Grand street, a distance of 6364.5 feet.

(B) Proposed extension:

Beginning at a point in existing track on Clement avenue near Minturn street; thence by a single track on an S curve over and along private rights of way and intervening streets southerly and westerly to Buena Vista avenue at Hibbard street; thence westerly along the northerly side of Buena Vista avenue to a point thereon between Benton street and Bay street; thence by a single or double track curving northerly over private rights of way and intervening streets and continuing in a northerly direction to a proposed freight ferry slip on the estuary of San Antonio; and also running from a convenient point on said proposed line located about 1000 feet southerly from said proposed freight ferry slip, in a general westerly direction over private rights of way and crossing all intervening streets to the westerly side of Webster street at or near the so-called "segregation line," and continuing westerly over private rights of way and crossing all intervening streets to the shore line of San Francisco Bay, a distance of 14,600 feet, more or less.

As stated, the Alameda Belt Line has agreed to purchase from the city of Alameda the belt line railroad for $30,000. The company estimates that it will have to expend $389,018.35 to extend the line which it intends to purchase from the city in a general westerly direction from a connection with the existing track of the city's railroad in Clement avenue near Minturn street to the westerly line of Webster street, including the line to a proposed freight ferry slip to be located on the estuary of San Antonio; with interchange track on Clement avenue between Broadway and Park street, and also classification yard, track scales, water and oil facilities, and engine houses, and that an expenditure of $75,527.23 is necessary in extending the line in a general westerly direction from the westerly line of Webster street to the shore line of San Francisco Bay. The total estimated expenditure of the Alameda Belt Line is reported at $494,545.58. The testimony shows that this expenditure will be incurred as soon as the industrial development warrants the same.

The Alameda Belt Line asks permission to issue all of its stock forthwith, but requires the subscribers of such stock to make an initial payment equal in amount to 10 per cent only of the par value of the shares issued. The balance of the stock subscription is to be paid when called

(3)

for by the board of directors of the Alameda Belt Line. It is of record that the Western Pacific has subscribed for and agreed to purchase 2480 shares and the Santa Fe 2480 shares of the authorized capital stock of Alameda Belt Line. Forty shares of the company's authorized stock have been subscribed for by the incorporators of the company.

It has not been the policy of the Commission to authorize the issue of assessable stock. The Commission believes that neither stock nor stock certificates should be issued until fully paid. As advances are made by the Santa Fe and Western Pacific to Alameda Belt Line, such company may issue its stock at par, equal in par value to the money advanced by the two companies, or other companies that may join in the enterprise.

The order herein will permit the Western Pacific and the Santa Fe to purchase and hold the stock of the Alameda Belt Line.

I herewith submit the following form of order:

ORDER.

Alameda Belt Line having applied to the Railroad Commission for permission to issue $500,000 of stock, a public hearing having been held and the Commission being of the opinion that the money, property or labor to be procured or paid for through such issue and sale is reasonably required by the company and that the expenditures herein authorized are not in whole or in part reasonably chargeable to operating expense or to income;

It is hereby ordered, that the Alameda Belt Line be and it is hereby authorized to issue at not less than par on or before December 31, 1926, $500,000 of its common capital stock and use the proceeds obtained from the sale of such stock to acquire from the city of Alameda the railroad properties referred to in Exhibit "B" filed in this proceeding, and to construct the railroad properties described in Exhibit "D" filed in this proceeding; provided, that no stock or stock certificates may be issued by the Alameda Belt Line until it has received full payment for such stock or stock certificates.

It is hereby further ordered, that the Western Pacific Railroad Company and The Atchison, Topeka and Santa Fe Railway Company be and they are hereby authorized to purchase and hold the stock of Alameda Belt Line.

The authority herein granted to issue stock is subject to the following conditions:

1. Applicant shall keep such record of the issue, sale and delivery of the stock herein authorized and of the disposition of the proceeds as will enable it to file, on or before the twenty-fifth day of each month, a verified report, as required by the Railroad Commission's General

(4)

Apr-29-05 11:13am From-DCMWH 510 287 4050 T-172 P.005/027 F-120

Order No. 24, which order, in so far as applicable, is made a part of this order.

2. Authority herein granted to issue stock will become effective within twenty (20) days from the date hereof.

The foregoing opinion and order are hereby approved as the opinion and order of the Railroad Commission of the State of California.

Dated at San Francisco, California, this fourteenth day of July, 1925.

DECISION No. 15187.

IN THE MATTER OF THE APPLICATION OF SAN JOAQUIN COMPRESS AND WAREHOUSE COMPANY, A CORPORATION, FOR AN ORDER AUTHORIZING THE ISSUANCE OF TWO HUNDRED FIFTY (250) ADDITIONAL SHARES OF THE CAPITAL STOCK AT PAR, TO WIT, ONE HUNDRED DOLLARS.

Application No. 11179.

Decided July 16, 1925.

SECURITIES—STOCK—TO ISSUE.—Application granted.

Wiley and Harvey, by *T. N. Harvey*, for Applicant.

BY THE COMMISSION.

OPINION.

In this application, as amended at the hearing held before Examiner Fankhauser, the Railroad Commission is asked to make an order authorizing San Joaquin Compress and Warehouse Company to execute a lease contract for the purchase of compress equipment and to issue $25,000 of its common stock in addition to the $75,000 of stock heretofore authorized to be issued by Decision No. 14002, dated August 30, 1924, in Application No. 10364.

In Application No. 10364, filed with the Commission on August 8, 1924, the company reported that it had an option to purchase, for $10,000, twenty-two acres of land in Bakersfield upon which it intended to erect a warehouse and cotton compress, and it asked permission to issue and sell $75,000 of stock at par, to finance in part the cost thereof. The company's request was granted by Decision No. 14002.

The present application shows that the company has acquired the land and has proceeded with the erection of the compress plant and warehouse and the grading and construction of spur tracks thereto, it being estimated that the work will be completed in time to take care of this year's cotton crop. It is reported, however, that the $75,000 obtained through the issue and sale of the stock authorized by Decision No. 14002 is inadequate to meet the expenditures necessary for its construction work and for that reason it has been decided to issue an additional $25,000 of stock, applicant reporting that it has found it

(5)

Exhibit C

ICC RRA Decisions

FINANCE DOCKET No. 4682 [1]

ACQUISITION AND CONSTRUCTION OF LINE BY ALAMEDA BELT LINE

Submitted December 12, 1925. Decided January 16, 1926

1. Certificate issued authorizing the Alameda Belt Line (*a*) to acquire a line of railroad and (*b*) to construct extensions thereto in Alameda County, Calif.
2. Authority granted to the Alameda Belt Line to issue $500,000 of common capital stock, consisting of 5,000 shares of the par value of $100 each.
3. Acquisition by the Atchison, Topeka & Santa Fe Railway Company and the Western Pacific Railroad Company of control of the Alameda Belt Line through the purchase by each of one-half of the capital stock of that company approved and authorized.
4. Certificate issued authorizing the Atchison, Topeka & Santa Fe Railway Company to extend its operations by means of car floats, lighters, barges, and ferries, to be operated on the estuary of San Antonio and San Francisco Bay, Calif.
5. Certificate issued authorizing the Western Pacific Railroad Company to extend its operations by means of car floats, lighters, barges, and ferries, to be operated on the estuary of San Antonio and San Francisco Bay, Calif.
6. Request of Alameda Belt Line for permission to retain excess earnings dismissed in part and denied as to the remainder.

F. M. Angellotti for Western Pacific Railroad Company, *E. W. Camp* for Atchison, Topeka & Santa Fe Railway Company, *Platt Kent* and *James S. Moore, jr.*, for Alameda Belt Line, and *E. J. Foulds* for Southern Pacific Company.

Allan P. Matthew and *McCutchen, Olney, Mannon & Greene* for Encinal Terminals.

Frank Otis, Clifton E. Hickok, and *William J. Locke* for city of Alameda.

J. G. Hunter for Railroad Commission of California.

[1] This report also embraces Finance Docket No. 4685, Application of Alameda Belt Line for Authority to Issue Capital Stock; Finance Docket No. 4686, Joint Application of Atchison, Topeka & Santa Fe Railway Company and Western Pacific Railroad Company for Authority to Acquire Control of Alameda Belt Line by Purchase of Capital Stock; Finance Docket No. 4683, Application of Western Pacific Railroad Company for Authority to Extend its Service by Car Floats, Lighters, Barges, and Ferries on the Estuary of San Antonio and Bay of San Francisco, Calif.; Finance Docket No. 4684, Application of Atchison, Topeka & Santa Fe Railway Company for Authority to Extend its Service by Car Floats, Lighters, Barges, and Ferries on the Estuary of San Antonio and Bay of San Francisco, Calif.

REPORT OF THE COMMISSION

DIVISION 4, COMMISSIONERS MEYER, EASTMAN, AND WOODLOCK

BY DIVISION 4:

Exceptions were filed to the report proposed by the examiner and the case was argued orally.

The Alameda Belt Line, a corporation organized for the purpose of engaging in interstate commerce by railroad, hereinafter called the Belt Line, on March 2, 1925, filed an application under paragraph (18) of section 1 of the interstate commerce act for a certificate that the present and future public convenience and necessity require (*a*) the acquisition by it of a line of railroad located wholly in the city of Alameda, Alameda County, Calif., extending along Clement Avenue, from a point 180 feet east of its intersection with Broadway, in a general westerly direction to the westerly line of Grand Street, a distance of 6,364.5 feet; and (*b*) the construction of an extension of said line of railroad in a westerly and northerly direction to a proposed car-ferry slip at the foot of Morton Street (if projected), with a further westerly extension to the shore line of San Francisco Bay, a distance of 14,600 feet. Permission is also requested under paragraph (18) of section 15a of the act to retain the excess earnings from the proposed line. The Belt Line has also duly applied under section 20a of the act for authority to issue $500,000 of common capital stock, consisting of 5,000 shares of the par value of $100 each. The Atchison, Topeka & Santa Fe Railway Company and the Western Pacific Railroad Company, hereinafter called the Santa Fe and the Western Pacific, respectively, on March 3, 1925, filed a joint application under paragraph (2) of section 5 for authority to acquire control of the Belt Line by purchase of capital stock. The Santa Fe, on March 2, 1925, filed its application under paragraph (18) of section 1 for a certificate that the present and future public convenience and necessity require the extension of its operations by means of car floats, lighters, barges, and ferries, to be operated by it on the waters of the estuary of San Antonio and on San Francisco Bay between its existing wharves and slips on the water fronts of Oakland, San Francisco, and Richmond, and a freight-ferry slip to be constructed in Alameda, fronting on the estuary of San Antonio, with such railroad trackage as may be necessary to make direct connection with the proposed railroad of the Belt Line. * The distances between the Santa Fe's existing wharves and slips in Oakland, San Francisco, and Richmond, and the proposed Alameda ferry slip are approximately 3,000 feet and 7 and 11 nautical miles, respectively. The Western Pacific has duly applied under paragraph (18) of section 1 for a certificate authorizing it to operate car floats, lighters, barges, and ferries on the estuary of San

Antonio and on San Francisco Bay between its existing wharves and slips on the water fronts of Oakland and San Francisco and the said ferry slip above mentioned proposed to be constructed in Alameda, with such railroad trackage as may be necessary to make connection with the proposed railroad of the Belt Line. The distances between the Western Pacific wharves on the Oakland and San Francisco water fronts and the proposed ferry slip in Alameda are approximately 4 and 7 miles, respectively. The five applications relate to the same general project, were heard together by the Railroad Commission of California at our request, and will be disposed of in one report. The Southern Pacific Company appeared at the hearing and opposed the granting of the authority sought. No other appearance was made at the hearing in opposition to the authority sought. The California commission, in similar proceedings pending before it, entered an order authorizing the Belt Line to issue $500,000 of common capital stock at not less than par, and to use the proceeds from the sale thereof to acquire the line of railroad in question and to construct the contemplated extensions thereto. The order further granted authority to the Western Pacific and the Santa Fe to purchase and hold the stock of the Belt Line. The member of the California commission who presided at the hearing has filed certain suggestions with us to the effect that the Santa Fe and the Western Pacific be permitted to enter Alameda territory in the method proposed by them, and that the Belt Line and the Southern Pacific grant each other trackage rights over their respective lines within the industrial zone of Alameda.

The cities of Oakland and Alameda both lie on the eastern side of San Francisco Bay. They are separated by the San Antonio Estuary, a navigable arm of San Francisco Bay, from 100 to 200 yards wide, which runs inland approximately 4 miles and connects with San Leandro Bay. The two cities, while separated by political subdivisions, form one general community. Alameda is included in the Oakland switching district, but is not served directly by any carrier for freight service except the Southern Pacific. The other transcontinental carriers reaching Oakland must depend upon the Southern Pacific to switch their Alameda traffic. The north shore of San Antonio Estuary, in Oakland, has experienced a large commercial and industrial development, while the south shore in Alameda is mostly undeveloped.

In 1918 the city of Alameda built the track along Clement Avenue which the Belt Line proposes to acquire. The line has since been operated by the Southern Pacific as a spur or industry track, the city receiving $2.50 for each car moving over it, which is paid by the shippers in addition to the applicable line-haul and switching

on the instant applications. Much of the testimony relates to the relative cost and efficiency of the present switching service as compared with the proposed barge service. The Santa Fe's main freight terminal is at Richmond. It also has a freight station and ferry slip at the foot of Alice Street in Oakland, less than 0.5 mile from the proposed Alameda slip, which is served by car ferry and is not otherwise connected with its other railroad properties. The Santa Fe interchange yards are located on Wood Street, Oakland, near the Southern Pacific classification yard, where traffic is delivered to the latter company for switching to Alameda. Freight arriving over the Western Pacific is transferred to the Southern Pacific classification yard for switching to Alameda. There is considerable testimony respecting delays to Santa Fe and Western Pacific cars switched by the Southern Pacific. Exhibits introduced by the Encinal Terminals show that the average times consumed between the placement of cars on the Santa Fe–Southern Pacific interchange and the Western Pacific–Southern Pacific interchange and their delivery at the Encinal Terminals are 19 hours and 14⅛ hours, respectively. It appears delays result due, in part at least, to the difficulty of coordinating the switching service of connecting line-haul carriers. Testimony for the Santa Fe is that it would take approximately 1.5 hours to move cars by barge from Richmond to Alameda. No additional equipment will be needed by either the Santa Fe or Western Pacific, as their existing barges are adequate to care for the additional business. Santa Fe barges must be used in handling business to its Alice Street terminal and can be moved across the estuary to Alameda without much additional expense.

The Southern Pacific switching charge is $2.70 per car, to which must be added $2.50 accruing to the city as a rental charge. The switching charge is absorbed by the other lines on competitive traffic only. There are also in effect certain so-called premium switching charges applying on competitive business by which the carrier having the line haul pays to the switching carrier 56 cents per ton on transcontinental traffic with a minimum of $8.55 per car, 28 cents per ton to or from territory west of transcontinental territory with a minimum of $5.85 per car, except that where the rate on traffic from west of transcontinental territory does not exceed $2.25 per ton switching is handled at the basic charge of $2.70 per car. A large part of the anticipated traffic from the Belt Line in the near future is expected to consist of canned goods and dried fruits moving to transcontinental territory, with an average loading of 31 tons a car. This would make the absorption by the Western Pacific and Santa Fe approximately $17.50 per car, plus the city's track rental charge. It is claimed that switching charges on traffic for

Santa Fe and Western Pacific industries between the Oakland switching limits and Alameda will be substantially reduced if these lines acquire the Belt Line. The Belt Line charge will be $3.50 per car. Under their contract with the city the Santa Fe and Western Pacific agree to absorb this charge on both competitive and noncompetitive traffic, where the line-haul revenue exceeds $11.50 a car, and as the Southern Pacific absorbs similar charges on competitive and noncompetitive traffic handled at other terminals in the vicinity of San Francisco Bay it will probably find it necessary to make the same absorptions at Alameda. Southern Pacific less-than-carload rates apply to Alameda. Similar rates of the Santa Fe and Western Pacific apply only to Oakland, the rate to Alameda being 7 cents per 100 pounds higher. If the Belt Line project is consummated all rates to the two points will be the same. Testimony for the Santa Fe is to the effect that the proposed method of barging freight to Alameda would not increase its expenses very largely.

To secure funds for the acquisition of the existing line and for the construction of the proposed extensions, with the necessary spur, industrial, team, switching, and side tracks, the Belt Line proposes to issue the total amount of common capital stock authorized by its charter, namely, $500,000, consisting of 5,000 shares of the par value of $100 each. Forty shares will be sold at par as directors' qualifying shares, and the remainder will be sold in equal amounts, 2,480 shares each, to the Santa Fe and Western Pacific, also at par. The two companies have duly applied for authority to purchase these shares, and also to buy at par one-half each of the 40 shares subscribed for by the original incorporators, subject to the holding thereof by directors of the Belt Line to qualify them as such directors under the laws of California.

The estimated traffic of the Belt Line is 7,000 cars the first year, increasing to 10,400 cars the fifth year. After the fifth year the traffic is expected to increase from 10 to 15 per cent annually. Gross revenues are expected to total $24,000 the first year and $36,400 the fifth year. Net railway operating income is expected to show a deficit of $406 the first year, increasing to an income of $11,126 the fifth year.

The estimated cost of the proposed extension from the present westerly terminus to the west line of Webster Street, including the line to the proposed ferry slip, together with interchange track on Clement Avenue, classification yard, track scales, water and oil facilities, and engine house is $389,018.35. The further extension from the west side of Webster Street to the shore line of San Francisco Bay is estimated to cost $75,527.23. The Belt Line expects to

acquire the city's line and to begin construction of the proposed extensions as soon as authority therefor is received and necessary rights of way obtained.

On behalf of the Santa Fe and Western Pacific it is testified that they have but a limited area in Oakland available for industrial purposes, that most of the desirable locations are reached by the Southern Pacific, that the Santa Fe gets but a comparatively small traffic from Oakland, that the two companies for some time have felt the need of making available additional acreage for the location of industries, and have considered that the vacant land in Alameda would afford them an opportunity to attract industries to their rails. While operations of the Belt Line may not produce a direct profit, the additional line-haul traffic which it is expected to develop for the owning companies is thought by them to justify the capital investment.

Prior to making the contract the city authorities of Alameda made a study of the belt-line situation in many American cities. In their opinion the ideal solution would be for the city to extend the track and operate it in a manner similar to the State Belt Railroad, which is owned and operated by the Board of State Harbor Commissioners, and serves the water front of San Francisco, providing a neutral switching service for the carriers entering that city. Being unable to finance the project the city entered into the contract with the Santa Fe and Western Pacific. The city considers it essential that its territory adapted to industrial development should be accessible directly to more than one railway carrier, so as to have the advantages accruing from competitive service. It desires that all railways operating in its vicinity shall have the opportunity for direct access free from interference by any one of them. The proposed plan appears to have the united support of the commercial and shipping interests of Alameda.

Southern Pacific tracks reach Alameda over the so-called Fruitvale Avenue bridge. The company also maintains a passenger-ferry slip at the westerly end of Alameda, and owns large water-front holdings west of Webster Street. It alleges that there are no industries along the proposed extension and no promise to establish any; that its tracks suitable for industrial switching are constructed on two or more sides of each area the proposed extension would serve and are adequate to handle any business that might develop for many years; that there is not enough business, present or prospective, to support two separate systems; that the territory is now served adequately by all trunk lines, either directly or through interchange; that an increase in operating expenses would

result from the duplication of operating costs to serve a territory now adequately served; that the probable earnings are not expected to pay the expense of operation; and that the only object of the proposed construction is to place the applicants in a more favorable competitive position. The Southern Pacific states that it will not become a one-third stock owner in the Belt Line, its chief reason, apparently, being that the proposal involves a comparatively large investment to extend lines paralleling tracks it has already constructed. Since negotiations were instituted by the city it appears that the Southern Pacific has built tracks paralleling the proposed right of way of the Belt Line, some of which have no present or presently prospective use. It admits that the tracks would not have been built at this time except for the activities of the Belt Line, and gives as the main reason for their construction a desire to protect its present investment. It appears that the amount thus expended was more than sufficient to acquire a one-third stock ownership in the Belt Line. The Southern Pacific claims that its investment in Alameda exceeds $10,000,000, and that it falls short of earning a reasonable return thereon by $690,000 each year. It admits that the largest part of the expenditure has been made for passenger business, but claims that much of its plant is potentially available for freight. The Alameda pier, the ferry boats operating between Alameda and San Francisco, a large shop for the maintenance of passenger interurban cars, the cars themselves, the electrified system over the main tracks, and a portion of the tracks on Lincoln Avenue and Fernside Boulevard are used almost wholly for passenger operation. A part of the tracks on Lincoln Avenue and the so-called Fernside loop are unavailable for freight operation because of franchise limitations. The tracks of this carrier border the University of California tract on three sides and could serve any industries to be located thereon by the construction of the necessary industry tracks. A further track extends westerly and southerly along the water front from which the area west of the university's property could be served by the construction of additional tracks. The cost of such construction, as compared with the construction proposed by the Belt Line, is not shown.

In its brief the Southern Pacific cites a number of cases in which we have denied applications for authority to construct new lines of railroad, designed almost wholly for competitive purposes. Conditions surrounding the construction of new railroads differ from those affecting the installation of terminal facilities, and decisions applicable in the one instance are without controlling importance in the other.

The Belt Line's proposed railroad would benefit Alameda by aiding in the development of a large industrial area. It would also tend to lower the present charges on traffic to and from Alameda, and would give shippers at that point the benefits of competitive service. The Santa Fe and Western Pacific apparently will profit from the line-haul movement on traffic to be developed.

Upon the facts presented we find:

1. That the present and future public convenience and necessity require (*a*) the acquisition by the Belt Line of the line of railroad and (*b*) the construction of the extensions thereto, in Alameda County, Calif., described in its application recorded under Finance Docket No. 4682.

2. That the proposed issue by the Belt Line of $500,000 of common capital stock (*a*) is for lawful objects within its corporate purposes, and compatible with the public interest, which is necessary and appropriate for and consistent with the proper performance by it of service to the public as a common carrier, and which will not impair its ability to perform that service, and (*b*) is reasonably necessary and appropriate for such purpose.

3. That the acquisition by the Santa Fe and Western Pacific of control of the Belt Line through the purchase by each of one-half of the entire capital stock of that company, will be in the public interest, and that the terms and conditions under which said capital stock is to be acquired are just and reasonable.

4. That the present and future public convenience and necessity require the extension of its operations by the Santa Fe by means of car floats, lighters, barges, and ferries, to be operated on the estuary of San Antonio and on San Francisco Bay, Calif., as described in its application recorded under Finance Docket No. 4684.

5. That the present and future public convenience and necessity require the extension of its operations by the Western Pacific by means of car floats, lighters, barges, and ferries, to be operated on the estuary of San Antonio and on San Francisco Bay, Calif., as described in its application recorded under Finance Docket No. 4683.

6. That the matters of record do not justify the grant of permission to the Belt Line to retain excess earnings, as requested in its application recorded under Finance Docket No. 4682. Such request will be dismissed so far as it relates to the line already constructed and will be denied as to the proposed extensions.

An appropriate certificate and order will be issued. Such certificate and order will provide that it shall take effect and be in force from and after 30 days from the date it is issued.

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Santa Fe by means of
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No. 4684.
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Western Pacific by
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Finance Docket No.

the grant of permis-
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CERTIFICATE AND ORDER

Issued January 16, 1926

A hearing and investigation of the matters and things involved in these proceedings having been had, and said division having, on the date hereof, made and filed a report containing its findings of fact and conclusions thereon, which said report is hereby referred to and made a part hereof:

It is hereby certified, That the present and future public convenience and necessity require (*a*) the acquisition by the Alameda Belt Line of the line of railroad and (*b*) the construction by it of the extensions of said line of railroad in Alameda County, Calif., described in its application recorded under Finance Docket No. 4682 and in the report aforesaid: *Provided, however*, and this certificate is issued upon the express condition, that the construction of said extensions shall be commenced on or before June 1, 1926, and be completed to Webster Street, Alameda, on or before May 31, 1927; and that the further extension westerly from Webster Street to the shore line of San Francisco Bay shall be completed on or before December 31, 1929.

It is ordered, That the Alameda Belt Line shall report to this commission in writing the commencement and the completion of such construction within 15 days after such commencement or completion, respectively.

It is further ordered, That the Alameda Belt Line, when filing schedules establishing rates and fares applicable on said line of railroad, shall in such schedules refer to this certificate by title, date, and docket number.

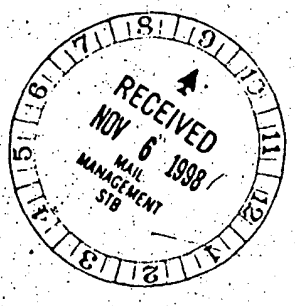
It is further ordered, That the request of the Alameda Belt Line for permission to retain excess earnings be, and it is hereby, dismissed so far as it relates to the line of railroad already constructed, and that such request, so far as it relates to the proposed extensions be, and it is hereby, denied.

It is further ordered, That the Alameda Belt Line be, and it is hereby, authorized to issue $500,000 of common capital stock, consisting of 5,000 shares of the par value of $100 each, said stock to be sold at par as follows: 40 shares for use as directors' qualifying shares, 2,480 shares each to the Western Pacific Railroad Company and the Atchison, Topeka & Santa Fe Railway Company; the proceeds of such sales to be used solely for the purposes stated in its application recorded under Finance Docket No. 4685 and in the report aforesaid.

It is further ordered, That, except as herein authorized, said stock shall not be sold, pledged, repledged, or otherwise disposed of by

Exhibit D

192107



Before the
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33682

UNION PACIFIC RAILROAD COMPANY
– TRACKAGE RIGHTS EXEMPTION –
ALAMEDA BELT LINE

NOTICE OF EXEMPTION

1998

UNION PACIFIC RAILROAD COMPANY
Joseph D. Anthofer, General Attorney
Jeanna L. Regier, Registered Practitioner
1416 Dodge Street, #830
Omaha, Nebraska 68179
(402) 271-4315
(402) 271-4835

Dated: November 5, 1998
Filed: November 6, 1998

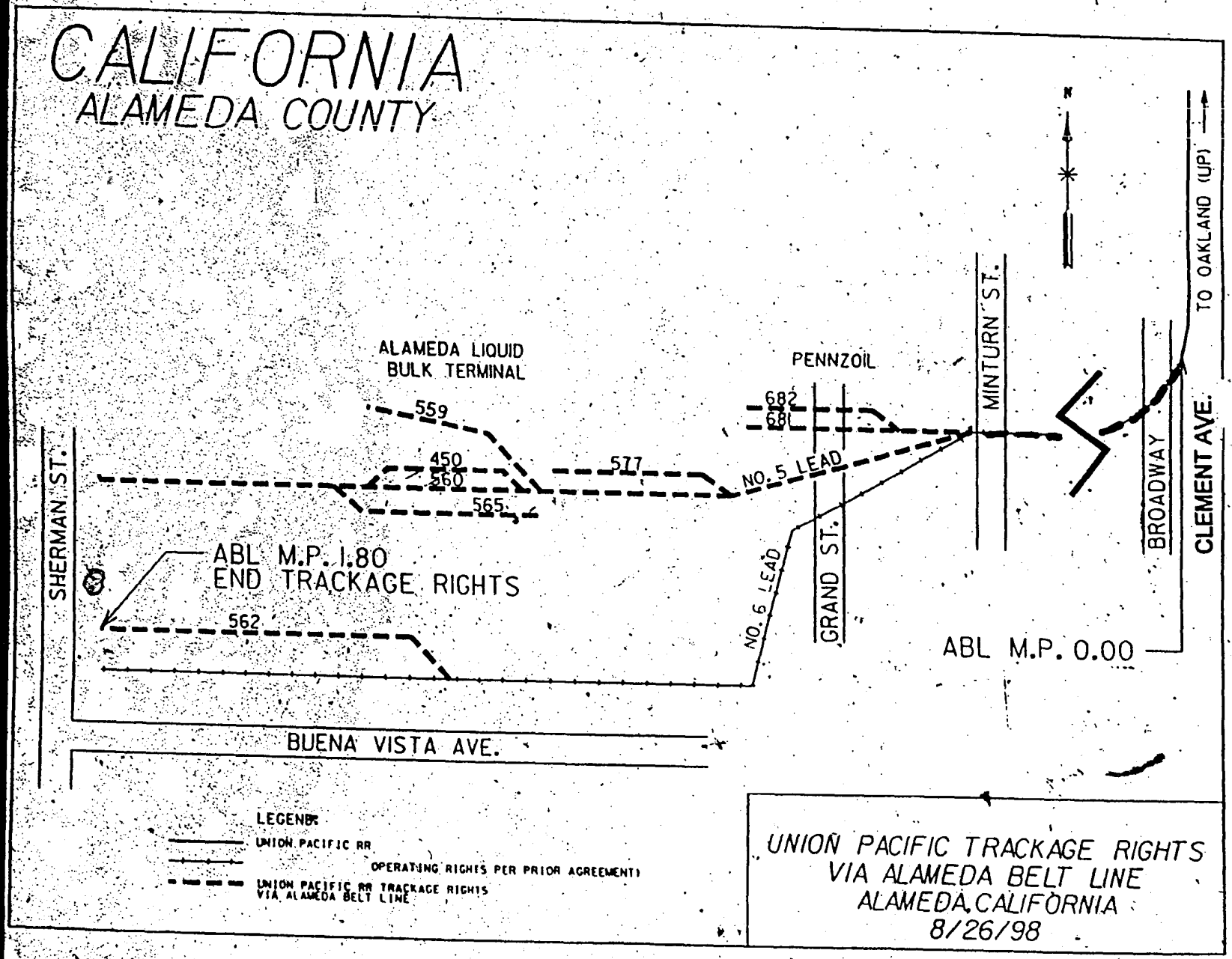
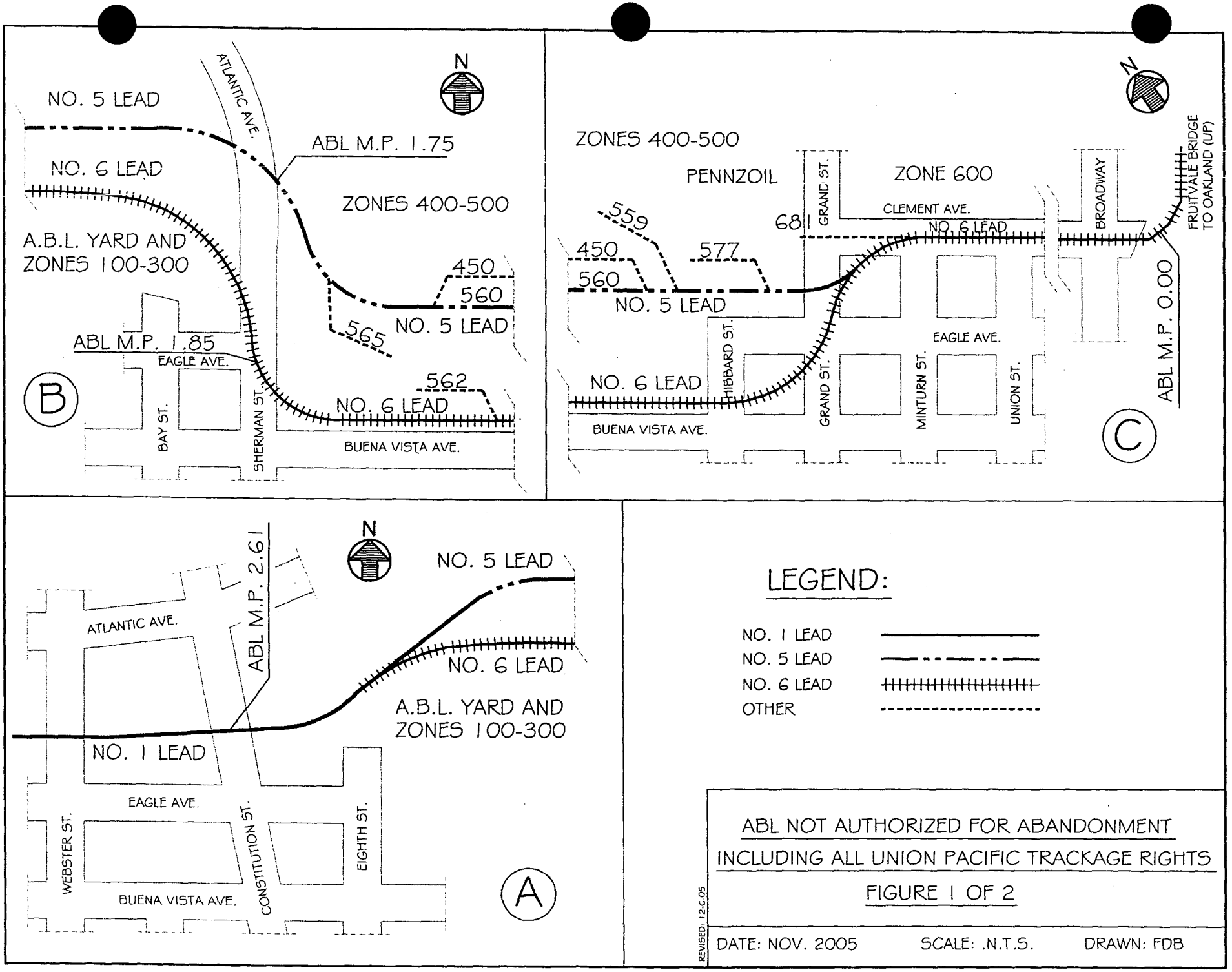
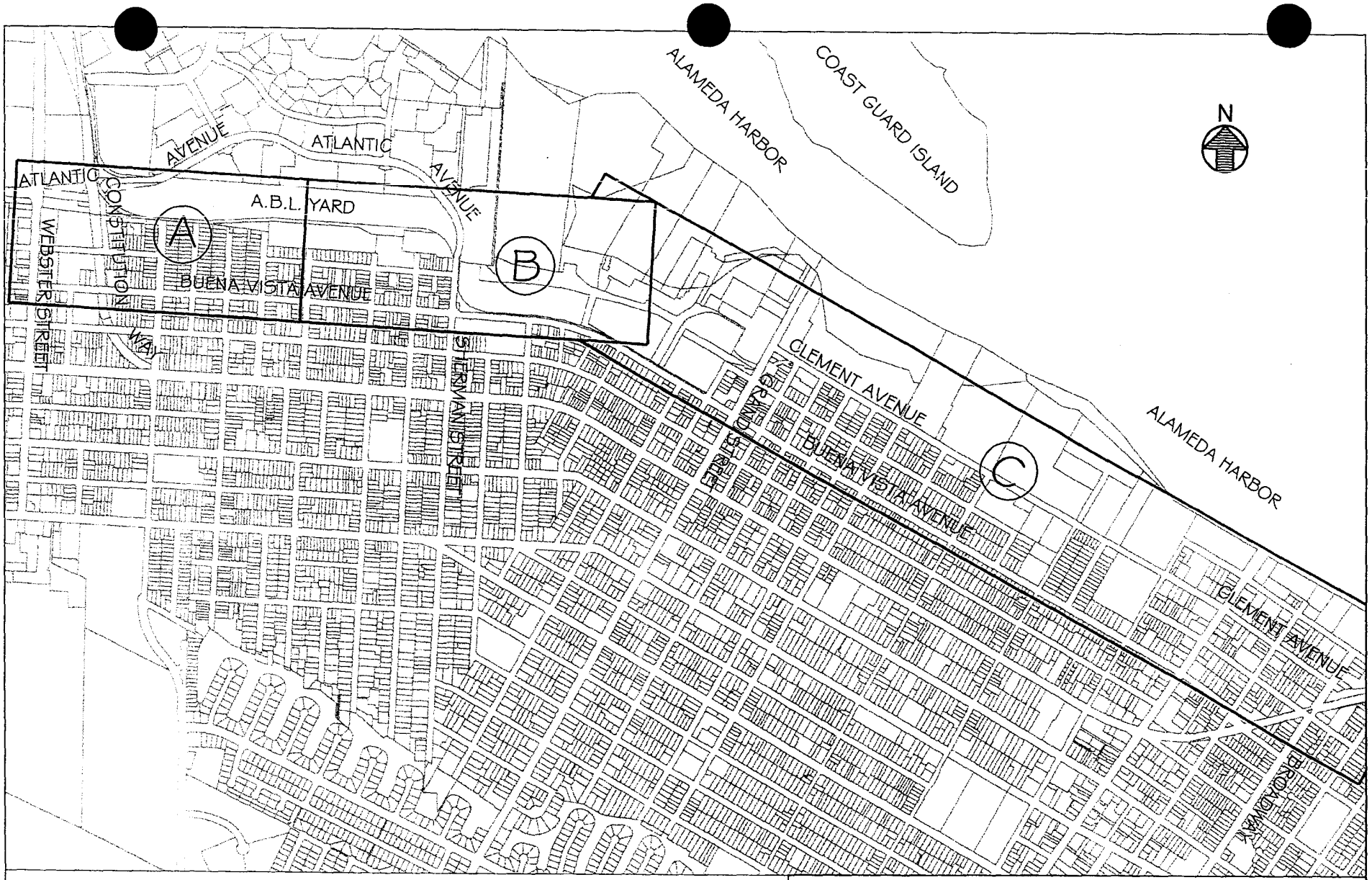

CALIFORNIA
ALAMEDA COUNTY
N
TO OAKLAND (UP)
ALAMEDA LIQUID
BULK TERMINAL
PENNZOIL
559
450
560
565
517
682
681
NO. 5 LEAD
MINTURN ST.
BROADWAY
CLEMENT AVE.
SHERMAN ST.
ABL M.P. 1.80
END TRACKAGE RIGHTS
562
NO. 6 LEAD
GRAND ST.
ABL M.P. 0.00
BUENA VISTA AVE.
LEGEND:
UNION PACIFIC RR
OPERATING RIGHTS PER PRIOR AGREEMENT)
UNION PACIFIC RR TRACKAGE RIGHTS
VIA ALAMEDA BELT LINE
UNION PACIFIC TRACKAGE RIGHTS
VIA ALAMEDA BELT LINE
ALAMEDA, CALIFORNIA
8/26/98
EXHIBIT 1 - MAP
F.D. NO. 33682

Exhibit E


N
NO. 5 LEAD
ATLANTIC AVE.
ABL M.P. 1.75
NO. 6 LEAD
ZONES 400-500
A.B.L. YARD AND
ZONES 100-300
450
560
565
NO. 5 LEAD
ABL M.P. 1.85
EAGLE AVE.
562
B
BAY ST.
SHERMAN ST.
NO. 6 LEAD
BUENA VISTA AVE.
N
ZONES 400-500
PENNZOIL
GRAND ST.
ZONE 600
CLEMENT AVE.
681
NO. 6 LEAD
BROADWAY
FRUITVALE BRIDGE
TO OAKLAND (UP)
559
450
577
560
NO. 5 LEAD
HIBBARD ST.
EAGLE AVE.
NO. 6 LEAD
GRAND ST.
MINTURN ST.
UNION ST.
ABL M.P. 0.00
BUENA VISTA AVE.
C
N
ABL M.P. 2.61
NO. 5 LEAD
ATLANTIC AVE.
NO. 6 LEAD
A.B.L. YARD AND
ZONES 100-300
NO. 1 LEAD
EAGLE AVE.
WEBSTER ST.
CONSTITUTION ST.
EIGHTH ST.
BUENA VISTA AVE.
A
LEGEND:
NO. 1 LEAD
NO. 5 LEAD
NO. 6 LEAD
OTHER
ABL NOT AUTHORIZED FOR ABANDONMENT
INCLUDING ALL UNION PACIFIC TRACKAGE RIGHTS
FIGURE 1 OF 2
REVISED: 12-6-05
DATE: NOV. 2005
SCALE: .N.T.S.
DRAWN: FDB



ABL NOT AUTHORIZED FOR ABANDONMENT

INCLUDING ALL UNION PACIFIC TRACKAGE RIGHTS

FIGURE 2 OF 2

REVISED: 12-6-05

DATE: NOV. 2005 SCALE: 1"=1200' DRAWN: FDB

Exhibit F

Certificate in Accordance
With 49 C.F.R. § 1150.33(g)

I, Carol Korade, City Attorney of City of Alameda, hereby certify that applicant City's projected revenues as a result of the transaction covered by this notice of exemption will not exceed those that would qualify it as a Class III carrier.

Carol A. Korade

Exhibit G

Verification

State of California)
) ss.
County of Alameda)

I, Carol Korade, being duly sworn, depose and state that I am City Attorney of the City of Alameda, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information and belief.

Carol A. Korade

CHERYL MANNIX-SMITH
Commission # 1452896
Notary Public - California
Alameda County
My Comm. Expires Nov 24, 2007

Subscribed and sworn to before me on this 7th day of December, 2005, by Carol Korade, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Notary public

Exhibit B

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 34798

City of Alameda --
Acquisition Exemption - -
Alameda Belt Line

VERIFIED STATEMENT OF
LARA WEISIGER

I, Lara Weisiger, make this Verified Statement in support of the Notice of Exemption filed by the City of Alameda and in Opposition to the Motion for Stay filed by Alameda Belt Lint (ABL) in the above-captioned proceeding.

1. I am the City Clerk for the City of Alameda. As such, I am responsible for maintenance of the official records of the City of Alameda, a Charter City in the State of California.
2. I attach hereto true and correct copies, certified by me, of a set of documents (Ordinances, planning documents, reports, minutes, letters) from the City's official records. The documents are listed and described by the Appendix Number to this Declaration by which I attach them hereto.

Appendix I: City of Alameda, Ordinance No. 2817 Notice of Intent to Exercise Option to Purchase Alameda Beltline Railroad

Appendix II: City of Alameda Ordinance No. 13877 Authorizing Filling of Notice of Exemption for Acquisition of the Alameda Beltline (ABL)

Appendix III:	City of Alameda, July 19, 2005 Council Report Approval of Resolution Authorizing the Filing of a Notice of Exemption for Acquisition of the Alameda Belt Line (ABL)
Appendix IV:	City of Alameda, Approved Minutes of the Regular City Council Meeting of July 19, 2005 (Note: Pages 6 and 31)
Appendix V:	City of Alameda, September 6, 2005 Correspondence to United States Guard
Appendix VI:	City of Alameda, December 14, 2005 Correspondence to United States Guard
Appendix VII:	City of Alameda, General Plan – February, 1991 Guiding Policies: Movement of Goods Section 4.6.a – 4.6.c
Appendix VIII:	City of Alameda, Alameda Point Preliminary Development Concept – June 2005, Section 4 – Land Use and Community Design, Pages 20 –21
Appendix IX:	City of Alameda, Cross Alameda Trail – Feasibility Study July 2005
Appendix X:	City of Alameda, Light Rail Feasibility Study – December 2000
Appendix XI:	City of Alameda ,Final Report: Alameda Transit Plan – August 2001

Pursuant to 28 U.S.C. Section 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 12, 2006.

Lara Weisiger

Lara Weisiger

Appendix I

City of Alameda Ordinance No. 2817
Notice of Intent to Exercise Option to Purchase Alameda Beltline Railroad

CITY OF ALAMEDA ORDINANCE NO. 2817
New Series

NOTICE OF INTENT TO EXERCISE OPTION TO
PURCHASE ALAMEDA BELT LINE RAILROAD

WHEREAS, on December 15, 1924, the City of Alameda entered into an agreement with the Western Pacific Railroad Company and the Atchison, Topeka and Santa Fe Railway Company; and

WHEREAS, pursuant to the agreement, said railroads organized a corporation entitled the Alameda Belt Line to acquire, construct and operate a belt line railroad to serve the industrial and waterfront area of the City of Alameda; and

WHEREAS, under the agreement, the City of Alameda sold its existing municipal railway to said railroads; and

Approved as to Form
CITY ATTORNEY

WHEREAS, paragraph fourteen of said agreement states:

> "Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made therein by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intentions so to do by ordinance to that effect; and provided that at the sane time it purchases from the parties of the first part, or either of them, as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof."

and;

WHEREAS, the City Council finds that the public interest will be served by purchasing the belt line railroad pursuant to said contractual right; and

WHEREAS, said paragraph fourteen requires the City to give a year's notice of its intention to purchase the belt line railroad.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Alameda that:

Section 1. The City Council, pursuant to paragraph fourteen of the above referenced agreement, hereby gives notice to the Alameda Belt Line Corporation that it will on December 4, 2000, purchase the belt line railroad, including all extensions thereof.

Section 2. This ordinance shall be in full force and effect from and after the expiration of thirty (30) days from the date of its final passage.

Presiding Officer of the City Council

Attest:

City Clerk

* * * * * *

I, the undersigned, hereby certify that the foregoing Ordinance was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the 2nd day of November, 1999, by the following vote to wit:

AYES:	Councilmembers Daysog, DeWitt, Johnson, Kerr and Mayor Appezzato - 5.
NOES:	None.
ABSENT:	None.
ABSTENTIONS:	None.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 3rd day of November, 1999.

Diane Felsch, City Clerk
City of Alameda

This is a true and correct copy of the original document on file with the City Clerk.

Lara Weisiger, City Clerk

Appendix II

City of Alameda Ordinance No. 13877

Authorizing Filling of Notice of Exemption for Acquisiton of the Alameda Beltline (ABL)

CITY OF ALAMEDA RESOLUTION NO. 13877

AUTHORIZING FILING OF A NOTICE OF EXEMPTION FOR ACQUISITION OF THE ALAMEDA BELT LINE (ABL)

Approved as to Form
CITY ATTORNEY

WHEREAS, the City of Alameda (City) in 1924 entered into a contract, subject to approval by the Interstate Commerce Commission (ICC), for formation and extension of the Alameda Belt Line Railroad (ABL), and such contract is set out in Ordinance 259 NS, as amended by Ordinance 312 NS;

WHEREAS, the transaction, including the extension, was approved by the ICC reported at Acquisition and Construction of Line by Alameda Belt Line, 105 ICC 349, decided January 16, 1926;

WHEREAS, the contract and transaction as authorized by ICC provided that City would retain the right to repurchase the railroad and extensions at "original cost";

WHEREAS, the City can find no record that ABL has sought abandonment authorization for any portion of its line covered by the aforementioned ICC decision;

WHEREAS, ABL nonetheless subsequently severed portions of its line from the interstate network, and sold or offered for sale portions of its line for non-rail purposes;

WHEREAS, ABL no longer provides rail service on the line;

WHEREAS, ABL is currently owned jointly by Union Pacific Railroad (UP) and Burlington Northern and Santa Fe Railway Company (BNSF), and pursuant to a trackage rights agreement between UP and ABL (approved at Union Pacific Railroad Company -- Trackage Rights Exemption -- Alameda Belt Line, STB Finance Dkt. No. 33682, served Nov. 24, 1998), UP provides rail service over the line from Milepost 0.0 to Milepost 1.8 for UP customers, and for BNSF customers as "operating agent" for BNSF;

WHEREAS, UP no longer has active shippers on the line for itself or as operating agent for BNSF;

WHEREAS, the City of Alameda has examined the ABL property for potential future public use as a transit (including light rail transit) corridor, and for open space and trail purposes;

WHEREAS, the study entitled "Final Report Alameda Transit Plan" dated August 20, 2001, recommends retention of the ABL right of way for possible future light rail use;

WHEREAS, City voters on November 5, 2002 adopted Measure E which provide for zoning of the 22 acres of the ABL property (known as the "Beltline Railroad Yard") as open space, but

pursuant to conterminously adopted Measure D, before Measure E becomes effective, a court must determine whether such zoning constitutionally requires the payment of compensation, in which event Measure D remains ineffective until and unless voters approve necessary funding;

WHEREAS, existing zoning, or re-zoning pursuant to Measures D and E, is compatible with continued rail use, or with future light rail use, and with other compatible public open space uses;

WHEREAS, the ABL property not only constitutes the sole remaining freight railroad in the City of Alameda but also appears highly suitable for future light rail transit and for other compatible open space uses;

WHEREAS, joint rail and trail use appears feasible;

WHEREAS, the City wishes to ensure that the ABL property remains available for continued current freight rail use so long as economically reasonable to do so;

WHEREAS, the City must act now to preserve the property for current and future rail purposes as well as open space purposes;

WHEREAS, the City has furnished notice to ABL of its intent to exercise the City's repurchase option as required under the 1924 contract;

WHEREAS, ABL has asserted federal preemption as a defense in litigation pending in the California state courts relating to the City's repurchase option;

WHEREAS, acquisition of rail property (which has not been authorized for abandonment) is subject to the jurisdiction of the Surface Transportation Board (STB) as successor to the ICC; Whereas the City has a contractual right to repurchase the ABL rail line including all extensions;

WHEREAS, STB regulations provide for acquisition of such rail property upon the filing of a "notice of exemption" pursuant to 49 C.F.R. § 1150.31, et seq., as well as pursuant to petitions for exemption and applications; and

WHEREAS, acquisition by the City should not interfere with the trackage rights currently held by UP over the line from Milepost 0.0 to Milepost 1.8, whereby UP operates on the line for both itself and BNSF,

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Alameda hereby authorizes the filing of a notice of exemption or such other petitions or applications, and such other motions or requests for authorization as are necessary or appropriate for the purpose of satisfying any and all STB requirements for the City to be permitted, authorized, or allowed to exercise its repurchase option under its aforementioned contract relating to the formation and extension of ABL.

* * * * *

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Council of the City of Alameda in the regular meeting of the City Council on the 19th day of July, 2005, by the following vote to wit:

AYES:	Councilmembers Daysog, deHaan, Gilmore, Matarrese and Mayor Johnson – 5.
NOES:	None.
ABSENT:	None.
ABSTENTIONS:	None.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 20th day of July, 2005.

Lara Weisiger

Lara Weisiger, City Clerk
City of Alameda

Lara Weisiger

Lara Weisiger, City Clerk

Appendix III

City of Alameda – July 19, 2005 Council Report

Approval of Resolution Authorizing the Filing of a Notice of Exemption for Acquisition of the Alameda Belt Line (ABL)

CITY OF ALAMEDA
Memorandum

July 7, 2005

To: Honorable Mayor and
Members of the City Council

From: William C. Norton
Acting City Manager

Re: Approval of Resolution Authorizing Filing of a Notice of Exemption For Acquisition of the Alameda Belt Line (ABL)

BACKGROUND

By Ordinance 2817 N.S., adopted Nov. 2, 1999, the City gave notice to Alameda Belt Line (ABL) that it was exercising a contractual option to repurchase the railroad and extensions at "original cost." ABL sued the City contesting the legality of the repurchase option, and the City cross-claimed. The case is currently scheduled for trial in November 2005. As one of its remaining defenses, ABL has asserted that the City's exercise of the repurchase option is federally preempted (i.e., prevented by federal regulation).

Federal regulation of freight railroads is pervasive, and under the Supremacy Clause of the U.S. Constitution, it preempts conflicting state and local laws, regulations, and actions. The Interstate Commerce Commission authorized the formation and extension of the Alameda Belt Line (ABL) in 1926. Since there is no record that ICC (or Surface Transportation Board, the successor to the ICC) has authorized any portion of the ABL for abandonment, the fact that the ICC specifically authorized ABL suggests that ABL continues to be subject to federal regulatory control as an operating rail line. Since ABL has not been authorized for abandonment, ABL in general cannot be acquired by the City as an operating line of railroad, or abandoned by its current owner, without an appropriate authorization from the STB.

It follows that in order for City of Alameda to acquire the ABL pursuant to the City's repurchase option and preserve the rail corridor, the City should apply for appropriate authorizations from STB to acquire the railroad.

The Resolution at issue here authorizes the filing of a notice of a class exemption for authorization to acquire ABL as a freight railroad. It should be noted that the notice of exemption, if granted by the STB, should obviate ABL's preemption defense in the pending litigation, because it would constitute federal approval for the acquisition. The City would still have to prevail on other issues in the litigation in order to acquire the ABL property pursuant to its 1924 contract option. Pursuant to a trackage right agreement with ABL and STB authorization, Union Pacific Railroad

Re: Reso 4-N CC
7-19-05

provides rail service on the ABL for both itself and BNSF. If the City prevails in the litigation, the City anticipates that Union Pacific would continue to provide rail service for all freight rail customers (if any) until and unless the trackage rights were lawfully terminated.

BUDGET CONSIDERATION/FINANCIAL IMPACT

The filing fee for a 49 C.F.R. § 1150.31 notice of class exemption is currently $1500. The City is eligible for a waiver. Legal costs will vary depending upon a number of factors, but chiefly upon the nature of opposition to the application, if any.

MUNICIPAL CODE/POLICY DOCUMENT CROSS REFERENCE

The proposed Resolution does not affect the Alameda Municipal Code.

The proposed Resolution is consistent with the General Plan, Alameda Long Range Transit Plan (2001), City of Alameda Bicycle Master Plan.

ENVIRONMENTAL REVIEW

Since the action contemplates merely an application for appropriate authorizations, it does not constitute a project under CEQA.

RECOMMENDATION

The City Manager recommends adoption of the Resolution Authorizing the Filing of a notice of class exemption before the Surface Transportation Board pursuant to 49 C.F.R. § 1150.31.

Respectfully submitted,

Paul Benoit
Assistant City Manager

PB/cms
Attachment
cc: City Attorney
Deputy City Attorney

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. _____

CITY OF ALAMEDA
-- ACQUISITION --
ALAMEDA BELT LINE

NOTICE OF EXEMPTION

Filing by State/Local Government Entity
No Fee Due Per 49 C.F.R. § 1002.2(f)(1)

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206) 546-1936
fax: 546-3739
Counsel for City of Alameda

Dated: 3 May 2005
For filing: ?

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. _____

CITY OF ALAMEDA
-- ACQUISITION --
ALAMEDA BELT LINE

NOTICE OF EXEMPTION

City of Alameda ("City"), a [ ] of the State of California, submits this Notice of Exemption pursuant to 49 C.F.R. § 1150.31, et seq., for the acquisition of the line of railroad owned by Alameda Beltline Railroad in Alameda, California.

Per 49 C.F.R. § 1150.34, a caption summary is set forth in Exhibit A.

City submits the following information in compliance with 49 C.F.R. § 1150.33:

(a). Name and address of applicant: City of Alameda, Att: [Name and position], [address].

(b). Name, address and telephone number of representative of applicant who should receive correspondence: Charles H. Montange, 426 NW 162d St., Seattle, WA 98177.

(c). Statement concerning agreement: Alameda Beltline Railroad and the City of Alameda entered into an agreement dated

____, and codified in Ordinance No. 259 approved by the Alameda City Council on September 16, 1924. Among other things, the agreement provided that the City would convey [subject to any necessary authorization from the Intestate Commerce Commission (ICC) and the Railroad Commission of California (RCC)] its existing rail line on Clement Avenue between Broadway and Grand Streets for $30,000 to the newly organized Alameda Beltline Railroad (owned by Atchison, Topeka and Santa Fe Railway and Western Pacific Railroad Company). Alameda Beltline Railroad would construct and operate extensions of this line westerly to Webster Street and therefrom westerly as rapidly as possible. Paragraph 14 of the agreement provided as follows:

> "Fourteenth: Said City shall have the right at any time hereafter to purchase said belt line railroad including all extensions thereof, for a sum equal to the original cost, together with the cost of any and all additional investments and extensions made therein by said ALAMEDA BELT LINE, provided that said City shall give at least one year's previous notice of its intention so to do by ordinance to that effect; and provided that at the same time it purchases from the parties of the first part, or either of them as the case may be, the branch railroad, extensions and spur tracks referred to in the twelfth section hereof.
>
> "It is agreed that said ALAMEDA BELT LINE will keep an

accurate account of the cost of additional investments and extensions, and file a verified report thereof annually with the city Clerk of said City, similar to the report filed with the Railroad Commission. It is further agreed and understood that the term 'investments' as herein used shall not include the cost of upkeep and repairs."

The transactions envisioned under the agreement were authorized by RCC in a decision reported at 26 Cal. RR Comm'n Dec. 801 (1925), attached as Exhibit A, and by ICC in Acquisition and Construction of Line by Alameda Belt Line, ICC F.D. 4682 (and embraced cases), 105 ICC 349, decided Jan. 16, 1926, attached as Exhibit B.

Subsequent to the closing of the Alameda Naval Air Station, traffic on the Alameda Belt Line has diminished. Alameda Belt Line, now owned by Burlington Northern and Santa Fe Railway Company (BNSF) and Union Pacific Railroad Company (UP), granted local trackage rights to UP over 1.80 miles of ABL's rail line between MP 0.00 near Clement Avenue and MP 1.80 near Sherman Street. According to the STB order authorizing the trackage rights transaction, the intent of the parties was that after trackage rights were effective, UP would handle rail cars as operating agent for BNSF. See Union Pacific Railroad Company --Trackage Rights Exemption -- Alameda Belt Line, F.D. 33682, served Nov. 24, 1998.

Although City is aware of no authorizations for abandonment

for any portions of Alameda Belt Line, the latter railroad has offered parcels in or at least contiguous to its line for sale.

In response to community interest in preserving all or portions of the line, and in accordance with the agreement between Alameda Belt Line and the City, the City adopted Ordinance 2817 N.S., on November 2, 1999, notifying Alameda Belt Line that the City intended to exercise its option to purchase on December 4, 2000.

Alameda Belt Line filed suit contesting the legality of the City's contractual repurchase option. This Board has indicated that contract disputes must be directed to state courts. The initial question in the suit was whether the repurchase option was consistent with the statute of frauds. In Alameda Belt Line v. City of Alameda, 113 Cal.App. 4th 15, 5 Cal.Rptr.3d 879 (2003), the California Court of Appeals found that the provision was enforceable under State law. The case has been remanded for trial, which is slated for November 2005. This Board has indicated that disputes between parties concerning the construction of contracts relating to railroad acquisition must be resolved in state court. E.g., D&I Railroad Co. -- Trackage Rights Exemption -- State of South Dakota, F.D. 34646-1, served Jan. 19, 2005 ("contractual dispute respecting the scope of the rights retained by or granted to the State and/or BNSF under the 1986 Operating Agreement must be resolved in a court of competent jurisdiction"). However, Alameda Belt Line in pleadings in state court has

asserted federal preemption as a defense to the City's exercise of its repurchase option. City understands this to mean that Alameda Belt Line intends to assert that this Board's permission must be obtained prior to actual acquisition. In order to address this defense, City of Alameda files this Notice of Exemption to obtain authorization to acquire the railroad line, including all extensions, as provided in its agreement with Alameda Belt Line which undergirds the transactions approved by this Board's predecessor, ICC, in its decision reported at 105 ICC 349.

(d). Operator: Union Pacific currently serves all customers pursuant to its already referenced trackage rights authorization. City proposes no change in this arrangement, and anticipates that operations will continue as before. According to City's research, the last rail equipment operated on this line was in 2003. The railroad and adjacent landowners have removed track at several points on the line. In the event Union Pacific lawfully terminates its trackage rights and lawfully ceases to provide service, City either will contract with another operator (with appropriate authority to provide service), or will seek appropriate authorization for abandonment, as the circumstances warrant.

(e). Brief summary of proposed transaction: City will acquire the entire Alameda Belt Line, including all extensions, from MP 0.00 near Broadway Street to its westernmost terminus, pursuant to its contractual repurchase option.

1. Name and address of transferror: Alameda Belt Line, [ ].

2. Proposed time schedule. The closing date is in part contingent upon the outcome of the pending litigation, currently scheduled for trial in November. Closing may occur earlier in the event of a negotiated settlement.

3. Mileposts. MP 0.00 near Clement Street to end of line at [ ].

4. Total route miles. Approximately ____ miles.

(f) Map. A map indicating the area served, origins, termini, stations, city, county, county and state, is attached.

(g) Certificate of revenue. The required Certificate is attached.

Applicant acknowledges that it must preserve intact all sites and structures more than 50 years old until compliance with the requirements of section 106 of the National Historic Preservation Act, 16 U.S.C. § 470f, is achieved.

Environmental thresholds. City's acquisition will not result in significant changes in carrier operations such as would trigger any need for environmental review. More specifically, in reference to stated thresholds, there will not be a diversion of:

(1) more than 1000 carloads of rail traffic per year to motor carriage; or

(2) an average of 50 carloads of rail track per mile per year

for any part of this line to motor carriage.

This transaction will not result in:

(1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line;

(2) an increase of rail yard activity of at least 100 percent; or

(3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles per day.

To the extent City's acquisition relates to a Class I or nonattainment area under the Clean Air Act, the thresholds specified in 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. The transportation of ozone depleting materials is not contemplated. Under 49 C.F.R. § 1105.6(c)(2), further environmental documentation is not required.

Since the acquisition is for continued operation, there are no plans to dispose or alter properties subject to STB jurisdiction that are 50 years old or older. No historic report is therefore required under 49 C.F.R. § 1105.8(b)(1).

Respectfully submitted,

Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206)546-1936
Counsel for Applicant
City of Alameda (CA)

Atts.

cc. [counsel for Alameda Belt Line]

Applicant City of Alameda hereby submits the following caption summary prepared in accordance with 49 C.F.R. § 1150.34:

Surface Transportation Board

Notice of Exemption

STB Finance Docket No. _____

City of Alameda -- Acquisition Exemption -- Alameda Belt Line

City of Alameda, a non-carrier, has filed a notice of exemption to acquire Alameda Belt Line's line between approximately MP 0.0 near Clement Avenue and approximately MP ___ near _____ in City of Alameda, Alameda County, CA. Comments must be filed with the Board and served on Charles H. Montange, 426 NW 162d St., Seattle, WA 98177, telephone (206) 546-1936.

The notice is filed under 49 CFR 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Certificate in Accordance
with 49 C.F.R. § 1150.33(g)

I, _____, _____ of City of Alameda, hereby certify that applicant City's projected revenues as a result of the transaction covered by this notice of exemption will not exceed those that would qualify it as a Class III carrier.

_____

Verification

State of California)
) ss.
Alameda County)

I, _____, being duly sworn, depose and state that I am _____ of the City of Alameda, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information and belief.

_____

Subscribed and sworn to before me this __th day of _____, 2005.

_____
Notary public

My commission expires: _____

This is a true and correct copy of the original document on file with the City Clerk.
Lara Weisiger
Lara Weisiger, City Clerk

Appendix IV

City of Alameda - Approved Minutes of the Regular City Council Meeting of July 19, 2005 (Note: Pages 6 and 31)

MINUTES OF THE REGULAR CITY COUNCIL MEETING
TUESDAY - - JULY 19, 2005 - - 7:30 P.M.

Mayor Johnson convened the regular meeting at 7:42 p.m. Councilmember deHaan led the Pledge of Allegiance.

ROLL CALL - Present: Councilmembers Daysog, deHaan, Gilmore, Matarrese, and Mayor Johnson - 5.

Absent: None.

AGENDA CHANGES

(05-342) Mayor Johnson announced that the Resolution Creating Special Newsrack Districts [05-357] would not be heard.

PROCLAMATIONS, SPECIAL ORDERS OF THE DAY AND ANNOUNCEMENTS

(05-343) Proclamation recognizing Alamedans for Responsible Transit Shelters (ARTS) and volunteer efforts to install new bus shelters.

Mayor Johnson read and presented the Proclamation to Reyla Graber, Pat Gannon, Jeannie Graham-Gilliat, Lee Harris, and Mel Sanderson; stated that ARTS worked very hard to ensure that there would be unadvertised bus shelters; thanked ARTS and supporters who contributed money to buy the bus shelters.

Reyla Graber thanked the Council for the recognition.

Lee Harris thanked ARTS; stated that he was impressed with the hard work and efforts of everyone involved.

Mel Sanderson, President of the Clara Barton Foundation, stated being available for ARTS was a pleasure.

Susan Decker, Alameda Transit Advocates, thanked the Council and ARTS for working hard to get bus shelters in Alameda; stated she is looking forward to new bus shelters on Park and Webster Streets.

(05-344) Presentation by the Park Street Business Association (PSBA) on the 21st Annual Art and Wine Faire.

Blake Brydon, Chair of the Art and Wine Faire, invited the community to attend the Faire on July 30 and July 31 and presented wine glasses to the Council.

CONSENT CALENDAR

Mayor Johnson announced that the recommendation to authorize the Acting City Manager to execute a Contract with Masayuki Nagase [05-348], the recommendation to authorize the Fire Chief to accept the $404,087 Awarding of the Assistance to Firefighters Grant [05-349] and the recommendation to adopt specifications and authorize Call for Bids [05-350] were removed from the consent calendar for discussion.

Councilmember Matarrese moved approval of the remainder of the Consent Calendar.

Councilmember Daysog seconded the motion, which carried by unanimous voice vote - 5.

[Items so enacted or adopted are indicated by an asterisk preceding the paragraph number.]

(*05-345) Minutes of the Special Joint City Council and Social Service Human Relations Board Meeting of June 23, 2005 and the Special and Regular City Council Meetings held on July 5, 2005. Approved.

Councilmember Daysog requested that the word "scheduling" be inserted prior to "conflict" in the June 23, 2005 minutes [under Roll Call].

(*05-346) Ratified bills in the amount of $3,960,630.82.

(*05-347) Recommendation to accept the work of Clyde G. Steagall, Inc., for Alameda Point Pier 3 electrical upgrades, No. P.W. 08-02-08. Accepted.

(05-348) Recommendation to authorize the Acting City Manager to execute a Contract with Masayuki Nagase for fabrication and installation of public art work, Cadence of Water, at the new Main Library.

Mayor Johnson stated that she would like to see a better representation of the artwork.

The Library Director introduced Masayuki Nagase; stated Mr. Nagase has created dozens of public art installations and was the unanimous choice of the Art and Recognition Team.

Mr. Nagase stated the artwork consists of eight medallions measuring 4 feet to 7 feet high; the water element theme represents

the City's surrounding bay and beach areas.

Mayor Johnson inquired whether the art would be done in limestone.

Mr. Nagase responded in the affirmative; stated the angle of the forms would catch the morning and afternoon light.

Councilmember deHaan moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05-349) Recommendation to authorize the Fire Chief to accept the $404,087 Awarding of the Assistance to Firefighters Grant for a firefighting training trailer and authorizing funding for the City's matching portion of $80,817 from the General Fund Reserves.

Mayor Johnson requested that future reports include on-going maintenance and operating costs.

Councilmember Matarrese inquired whether there was an order of magnitude for the maintenance and operating costs for comparison purposes.

The Fire Chief responded that the maintenance costs are expected to be low; the majority of the cost would be for propane gas; there would be an additional cost for moving the trailer out of the area because a diesel truck trailer would be needed.

Councilmember deHaan inquired whether the City has a tractor.

The Fire Chief responded that he has not checked with the Public Works Department; using a City tractor would be the first choice.

Mayor Johnson stated training locally might provide a cost savings.

The Fire Chief stated the closest facility for live fire training is Livermore, which is too far away for on-duty personnel; the community was concerned with the smoke generated by the live fire training at the LinOaks Motel.

Councilmember deHaan moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05-350) Recommendation to adopt specifications and authorize Call for Bids for replacement of three (3) marked police vehicles.

Councilmember deHaan inquired whether there was a police vehicle replacement policy currently in place.

The Acting Police Captain responded there is not a standing policy; the general practice is to replace four- to five-year old, higher mileage vehicles; the three vehicles being replaced have higher mileage; the vehicles are driven hard and begin to develop engine problems.

Councilmember deHaan inquired whether the allotment for replacing the three vehicles is in the budget, to which the Acting Police Captain responded in the affirmative.

Councilmember deHaan inquired how many additional vehicles would be replaced during the balance of the fiscal year.

The Acting Police Chief responded none; stated that five marked police vehicles are usually replaced every year; only three vehicles are scheduled for replacement this year.

Councilmember deHaan stated that the Council requested a more detailed Citywide vehicle inventory.

Vice Mayor Gilmore stated there should be a written, Citywide policy; noted Police Department needs would differ from Public Works; stated the supplemental report indicates other cities replace vehicles at higher mileage; requested that the policy include mileage replacement comparisons with other cities and explanation of why the City replaces vehicles with lower mileage.

The Acting Police Captain stated that a 65,000 to 75,000 mile vehicle replacement is not abnormal; the City garage mechanic is concerned with the idle hours.

Vice Mayor Gilmore stated that the number of vehicles that are replaced may not be the same as before because of tough budget times; the City might need to go longer before replacing vehicles.

Councilmember deHaan stated that he looks forward to receiving a policy with input from the Public Works Department; inquired what would be the impact if a six-month deferral; inquired whether vehicles have hour meters.

The Acting Police Captain responded that hour meters are not installed; a six-month deferral would be difficult; the vehicles take a beating.

Councilmember deHaan inquired whether the three vehicles are currently in service, to which the Acting Police Captain responded in the affirmative.

Councilmember Daysog stated the Council should review vehicle replacement in terms of protection and service to the residents; the Police Department needs the best equipment or there could be safety issues; six-month deferral is not an option.

Mayor Johnson stated more detailed information on vehicle maintenance costs is needed; there is no explanation why the vehicles are to be replaced.

The Acting City Manager stated that the matter would be brought back to the Council in August with more information.

Councilmember Matarrese stated the matter should be brought to Council with more justification on why the three vehicles need to be replaced; inquired whether the vehicles have failed in the field and whether there has been a lapse in service, other problems or potential safety issues.

The Acting Police Captain responded there have not been significant problems with the vehicles failing in the field; history has shown that as mileage increases problems could arise.

Vice Mayor Gilmore requested information on trade-in value; stated the City might get a higher trade-in value now than in a year.

The Acting Police Captain stated that vehicles become inoperable because of safety reasons; vehicles need to be available.

Councilmember deHaan inquired the number of vehicles and the number of employees assigned to the vehicles, to which the Acting Police Captain responded 23 vehicles are used by 43 officers.

Councilmember deHaan inquired how much a police vehicle costs, to which the Acting Police Captain responded $32,000.

Councilmember Matarrese concurred with Councilmember Daysog regarding not deferring replacement for six months.

Councilmember deHaan inquired how many hours per day vehicles are used, to which the Acting Police Captain responded that the majority of the vehicles are used 24 hours per day.

Mayor Johnson requested that a written policy be brought back to the Council at the first or second City Council meeting in August.

Councilmember deHaan inquired when the outstanding [projector] issue would be corrected.

Mr. MacDonald, the Applicant's attorney, responded that the Applicant has all materials ready to be submitted tomorrow; the Building Official cannot accept the application until after the zoning change is approved.

Vice Mayor Gilmore stated the Planning Board does not have the authority to enact zoning changes and only makes recommendations to the Council; therefore, the matter had to come before Council; the matter before the Council is not approving the Central Cinema; the change will affect seventeen zones in the City; other people might consider a similar business if Mr. Haskett is successful; the approval is not for just one theater in one location; that she is concerned that there could be more than one boutique theater in a neighborhood.

Mayor Johnson stated that she is interested in just rezoning the one C-1 district [at Central Avenue and 9th Street]; noted the Council was not approving just Mr. Haskett's operation; stated Mr. Haskett could sell the business and neighbors might not like the new owner or the types of movies the new owner shows; the Rocky Horror Picture Show could be shown three times a day seven days a week; the City can only regulate adult movies; the approval would allow other cinemas in other areas with other operators; inquired whether there could be a restriction that if Mr. Haskett sold his operation, the Use Permit would not go to the next operator.

Mr. MacDonald stated that he was asked to respond publicly as to whether they would consent to the request; the rule is that a Use Permit runs with the land and cannot be personalized; the general rule is that there are considerations built into the Use Permit to allow the Use Permit to be revoked if things happen which are not consistent with the Use Permit.

Mayor Johnson stated the City can only regulate adult movies; there might be another type of operator that would want to take over the business; the neighbors like Mr. Haskett and like what he is doing; her concern is that he might sell the business.

Mr. MacDonald stated one reason people build up businesses is to have something that can be sold; not being able to sell the business means said effort could never be achieved; to regulate the type of movies or operators are over and above the terms of reasonably conditioned Use Permit and would destroy the value of the business.

Mayor Johnson stated the neighbors should understand that if Mr. Haskett sells his business to someone else, they might not like the types of movies the next operator shows.

Mr. Clark stated the issues being raised are valid; there should not be concern over the type of movies showing, other than adult movies; the use would be revoked if anything caused a public nuisance, such as being too loud.

Mayor Johnson stated that she would not want a theater in her neighborhood; that she has concerns with imposing the regulation on the sixteen other C-1 zoning areas and is not convinced that the zoning could not be changed for just the one area.

Vice Mayor Gilmore stated the permit runs with the land; basing a decision on a particular owner is a bad policy; her decision will be based on the merit of the use, not the owner.

Councilmember deHaan requested staff to address whether the use could be limited to just one area.

The City Attorney stated the Mayor prefers to deal with the one case, rather than Citywide; after analyzing the law carefully and understanding said preference, she has to take responsibility for the legal opinion that the issue must be dealt with Citywide.

Mayor Johnson inquired why two or three [C-1] districts in more commercial areas could not be made a different zone; stated there are C-1 zones in the Park Street and Webster Street areas adjacent to more commercial areas; some C-1 zones are in very residential areas; inquired why a few C-1 zones could not be called something different and boutique theaters could be allowed in said areas, without changing the existing geographic boundaries.

The Supervising Planner stated staff tried to create criteria for the C-1 districts; finding a solution is very difficult because the areas are so diverse; the amount of traffic was reviewed; all districts have adjacent residential areas.

Mayor Johnson inquired why three districts in more commercial areas could not be renamed and boutique theaters could be allowed in said areas; stated the geographic area of the zoning district would not be changed; only the name would be changed and boutique theaters could be permitted.

The Supervising Planner stated if Council could direct which districts and why, staff could review the matter; staff was having difficulty with determining why [the reason for selecting said

districts].

Mayor Johnson stated the Council could not do so tonight.

Councilmember Matarrese inquired whether live theater with unlimited seating is already allowed in all C-1 districts, to which the Supervising Planner responded in the affirmative.

Councilmember Matarrese stated putting a ceiling of 49 seats restricts risk to and impact on the neighborhood; the same concerns exist with live theater; some performances might not be wanted in neighborhoods; allowing a movie theater has less impact than a live theater; there is not a huge risk; the existing business would be legalized; that he would be happy with only selecting several of the areas as a trial; there is not a great impact on the other sixteen districts since live theaters with unlimited seating are permitted.

Mayor Johnson stated that she does not have a problem with Central Cinema, but would like to restrict the regulation as much as possible; if the use could be restricted to a small number of C-1 areas or if very residential C-1 areas could be eliminated, the City should do so; although live theater has been allowed for a long time, allowing boutique theaters now should be done in a more restrictive way; that she supports the station business districts, which are part of Alameda's history; the stations have to keep going to create a walk-able community; however, the areas have conflicts because residences are adjacent to businesses; that she would like to go forward with Central Cinema, while restricting the use to as few C-1 areas as possible; the matter of limiting the areas has not been thoroughly reviewed.

Councilmember deHaan inquired whether there have been requests for live theaters in other areas, to which the Supervising Planner responded the only one she is aware of is the Altarena.

The Acting City Manager stated staff had multiple meetings on how to reduce the number of areas; there was concern about spot zoning; staff did extraordinary noticing to ensure residents around the station areas were aware of the proposed change; the Council could move forward tonight and staff could come back at a later date to undo portions [limit number of districts].

Mayor Johnson stated her goal is to limit the use to as few areas as possible; one idea is to name several areas a different zoning district; people do not notice use until there is a problem.

Councilmember Daysog stated [Central Cinema's] start was high

drama, but has potential to be a feel good story; time will only tell if the Cinema will be a one hit wonder or a movie for the ages; the issues that the Mayor is bringing up can be tackled; there is enough information to proceed with the action tonight; issues raised can be addressed; that he doubts many people will submit applications for theaters; there is a window of opportunity to move forward with the theater.

Councilmember Matarrese requested staff to review making the boutique theater regulations apply to all theaters, eliminating the possibility of having a 200 seat live theater.

Mayor Johnson concurred with Councilmember Matarrese's suggestion; stated that staff could review both issues.

The City Attorney stated the Council could direct that the zoning text amendment be brought to the Planning Board for an additional amendment in terms of applying restrictions on live theater.

Councilmember Matarrese stated a flood of people will not try to get into the theater business; there is cap on the number of seats; the risk is fairly low; the regulations provide definition for what is already an unrestricted business; the two seem no different, except for the fact that there would be a movie projector instead of actors in front of the audience.

Mayor Johnson stated that she supports the suggestion to go forward and bring back modifications; concurred with Councilmember Matarrese's suggestion to restrict live theaters.

Councilmember Matarrese moved approval of the staff recommendation [adoption of the resolution and introduction of the ordinance] with the direction to come back with modifications to provide better control and planning, including exploring limiting the number of districts where the activity will be allowed.

Councilmember Daysog seconded the motion, which carried by the following voice vote: Ayes: Councilmembers Daysog, deHaan, Matarrese and Mayor Johnson - 4. Noes: Vice Mayor Gilmore - 1.

Vice Mayor Gilmore stated that she could not support the change based on the merit of the operator instead of policy; the modifications that will return might address her concerns.

(05-363) Recommendation to approve a revised Donor Recognition and Named Gifts Policy for the Library.

The Acting City Manager noted that staff provided a new set of

photographs.

Mayor Johnson inquired whether name plaques would be placed on shelves, to which the Library Director responded in the affirmative.

Mayor Johnson inquired whether the names would remain on shelves forever; stated $100 does not seem high enough for having a name remain forever.

The Library Director stated the names remain for the life of the item, not the life of the library; the name would not remain if a shelf is replaced.

Mayor Johnson stated $100 does not seem like a large amount.

The Library Director stated setting a reasonable amount could raise a lot of money; $1 million was raised mostly from $100 shelves in another library.

Councilmember Matarrese noted shelves, which only cost $100, might last longer than chairs, which are $500; stated that the policy is a good way to raise money.

Councilmember deHaan inquired whether there is maintenance involved with the plaques.

The Library Director responded possibly, but problems with plaques are minimal.

Councilmember deHaan stated plastic plaques could be damaged.

The Library Director stated an inexpensive, but durable and attractive, shelf tag would be used.

Dr. Jeptha Boone, Alameda Free Library Foundation President, stated the foundation was formed 6½ years ago to raise money for the library; the foundation has raised $65,000 and is trying to raise $600,000 for art, branches and collections; urged approval of the policy.

Councilmember deHaan moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05-364) Consideration of waiving attorney client privilege of September 12, 2003 and April 10, 2001 legal opinions regarding

Councilmember deHaan inquired when the outstanding [projector] issue would be corrected.

Mr. MacDonald, the Applicant's attorney, responded that the Applicant has all materials ready to be submitted tomorrow; the Building Official cannot accept the application until after the zoning change is approved.

Vice Mayor Gilmore stated the Planning Board does not have the authority to enact zoning changes and only makes recommendations to the Council; therefore, the matter had to come before Council; the matter before the Council is not approving the Central Cinema; the change will affect seventeen zones in the City; other people might consider a similar business if Mr. Haskett is successful; the approval is not for just one theater in one location; that she is concerned that there could be more than one boutique theater in a neighborhood.

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Councilmember Matarrese inquired whether live theater with unlimited seating is already allowed in all C-1 districts, to which the Supervising Planner responded in the affirmative.

Councilmember Matarrese stated putting a ceiling of 49 seats restricts risk to and impact on the neighborhood; the same concerns exist with live theater; some performances might not be wanted in neighborhoods; allowing a movie theater has less impact than a live theater; there is not a huge risk; the existing business would be legalized; that he would be happy with only selecting several of the areas as a trial; there is not a great impact on the other sixteen districts since live theaters with unlimited seating are permitted.

Mayor Johnson stated that she does not have a problem with Central Cinema, but would like to restrict the regulation as much as possible; if the use could be restricted to a small number of C-1 areas or if very residential C-1 areas could be eliminated, the City should do so; although live theater has been allowed for a long time, allowing boutique theaters now should be done in a more restrictive way; that she supports the station business districts, which are part of Alameda's history; the stations have to keep going to create a walk-able community; however, the areas have conflicts because residences are adjacent to businesses; that she would like to go forward with Central Cinema, while restricting the use to as few C-1 areas as possible; the matter of limiting the areas has not been thoroughly reviewed.

Councilmember deHaan inquired whether there have been requests for live theaters in other areas, to which the Supervising Planner responded the only one she is aware of is the Altarena.

The Acting City Manager stated staff had multiple meetings on how to reduce the number of areas; there was concern about spot zoning; staff did extraordinary noticing to ensure residents around the station areas were aware of the proposed change; the Council could move forward tonight and staff could come back at a later date to undo portions [limit number of districts].

Mayor Johnson stated her goal is to limit the use to as few areas as possible; one idea is to name several areas a different zoning district; people do not notice use until there is a problem.

Councilmember Daysog stated [Central Cinema's] start was high

drama, but has potential to be a feel good story; time will only tell if the Cinema will be a one hit wonder or a movie for the ages; the issues that the Mayor is bringing up can be tackled; there is enough information to proceed with the action tonight; issues raised can be addressed; that he doubts many people will submit applications for theaters; there is a window of opportunity to move forward with the theater.

Councilmember Matarrese requested staff to review making the boutique theater regulations apply to all theaters, eliminating the possibility of having a 200 seat live theater.

Mayor Johnson concurred with Councilmember Matarrese's suggestion; stated that staff could review both issues.

The City Attorney stated the Council could direct that the zoning text amendment be brought to the Planning Board for an additional amendment in terms of applying restrictions on live theater.

Councilmember Matarrese stated a flood of people will not try to get into the theater business; there is cap on the number of seats; the risk is fairly low; the regulations provide definition for what is already an unrestricted business; the two seem no different, except for the fact that there would be a movie projector instead of actors in front of the audience.

Mayor Johnson stated that she supports the suggestion to go forward and bring back modifications; concurred with Councilmember Matarrese's suggestion to restrict live theaters.

Councilmember Matarrese moved approval of the staff recommendation [adoption of the resolution and introduction of the ordinance] with the direction to come back with modifications to provide better control and planning, including exploring limiting the number of districts where the activity will be allowed.

Councilmember Daysog seconded the motion, which carried by the following voice vote: Ayes: Councilmembers Daysog, deHaan, Matarrese and Mayor Johnson - 4. Noes: Vice Mayor Gilmore - 1.

Vice Mayor Gilmore stated that she could not support the change based on the merit of the operator instead of policy; the modifications that will return might address her concerns.

(05-363) Recommendation to approve a revised Donor Recognition and Named Gifts Policy for the Library.

The Acting City Manager noted that staff provided a new set of

photographs.

Mayor Johnson inquired whether name plaques would be placed on shelves, to which the Library Director responded in the affirmative.

Mayor Johnson inquired whether the names would remain on shelves forever; stated $100 does not seem high enough for having a name remain forever.

The Library Director stated the names remain for the life of the item, not the life of the library; the name would not remain if a shelf is replaced.

Mayor Johnson stated $100 does not seem like a large amount.

The Library Director stated setting a reasonable amount could raise a lot of money; $1 million was raised mostly from $100 shelves in another library.

Councilmember Matarrese noted shelves, which only cost $100, might last longer than chairs, which are $500; stated that the policy is a good way to raise money.

Councilmember deHaan inquired whether there is maintenance involved with the plaques.

The Library Director responded possibly, but problems with plaques are minimal.

Councilmember deHaan stated plastic plaques could be damaged.

The Library Director stated an inexpensive, but durable and attractive, shelf tag would be used.

Dr. Jeptha Boone, Alameda Free Library Foundation President, stated the foundation was formed 6½ years ago to raise money for the library; the foundation has raised $65,000 and is trying to raise $600,000 for art, branches and collections; urged approval of the policy.

Councilmember deHaan moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05-364) Consideration of waiving attorney client privilege of September 12, 2003 and April 10, 2001 legal opinions regarding

vehicle allowance for City Manager and City Attorney.

The City Attorney stated that she would step down during the agenda item and the next agenda item [paragraph no. 05-365], which have to do with her Contract.

Mayor Johnson stated that the Council has a copy of the legal opinion; Council can vote to make it available to the public; there is nothing in the opinion that needs to be confidential.

Councilmember Matarrese moved approval of waiving attorney client privilege restrictions on the memos.

Vice Mayor Gilmore seconded the motion, which carried by unanimous voice vote - 5.

Mayor Johnson stated the opinion is an interpretation of a Contract provision; last year, she was informed that the City Manager's vehicle allowance had increased; in November, she asked the City Attorney to review whether the City Manager's vehicle allowance had changed; the response she received back was it had not changed; a Councilmember then learned that the vehicle allowance for the City Manager was $372; Councilmembers questioned how the vehicle allowance was increased because the Contract states that the vehicle allowance is $250; Council asked the Human Resources Director to check on the matter; last week, the response back from the Human Resources Director was that a legal opinion was obtained from outside counsel that indicated that the vehicle allowance should be increased because of a change in tax; the reason the matter is on the agenda is because her response to the Acting City Manager was that the amount should stay the same and should remain the $250 in the Contract until the Council agrees to change the amount; that she requested that the Acting City Manager change the amount back to $250 and he stated that the Council should give direction on the matter, which is why she placed the matter on the agenda; the Council should determine what happened and has wondered why the amount is higher than the amount in the Contract; the Council should decide whether the vehicle allowance stays the higher amount or goes back to the Contract amount; there should be a Contract amendment; that she is interested in other Councilmembers' thoughts; that she does not recall seeing the legal opinion; in 2001, the memo to the City Attorney from Linda Tripoli states: "You have asked this office for a legal opinion relative to an issue that has arisen with regard to the car allowance;" the opinion is dated April 10, 2001; that she understands that the change in amount did not go into effect until October, 2003; that she does not recall seeing the opinion in 2001 or 2003; when she asked in 2004, she was informed that there were no changes; that

she is sure the response meant there was no change in the net amount of the vehicle allowance, but there had been a change in the gross amount; noted the Human Resources Director was present if anyone has questions.

Councilmember Matarrese stated that when a salary is provided in a Contract, Council does not have someone go back later and adjust the salary so that the net after taxes is the amount stated in the Contract; that he views the vehicle allowance in the same fashion; upholding the Contract and putting the amount back to $250 is simple.

Vice Mayor Gilmore inquired whether the $250 was net when the Contract was enacted and something happened, such as a change in the IRS code, to make the amount no longer net.

Mayor Johnson stated the amount in the Contract is $250; there was a change in the tax code; the amount became taxable; the benefit in the Contract was not stated as a net amount; it is a question of fact, not laws; the question [of increasing the amount] should have been addressed to the Council, not an outside attorney.

The Human Resources Director stated that she does not know the tax Code or if any changes were made to the tax Code; the benefit was non-taxable when first provided and then became taxable, which is why the legal opinion was given to the City Attorney; the opinion was sent to the Finance Director who continued to provide the benefit as a tax-free benefit for the next year to year and a half; after said time, it was discovered that the benefit should be taxable and put into the payroll system as a taxable benefit; the additional memo came forward to state that if the vehicle allowance is going to be a taxable benefit, the net amount needs to be $250 per month.

Councilmember deHaan stated the opinion was for the two Contracted positions of City Attorney and City Manager; inquired how the legal opinion would apply to the $250 allowance given to other Department Heads; inquired whether other Department Heads were not entitled to the adjustment since they are not under Contract.

The Human Resources Director responded that she does not know the exact language of the Contracts for the City Manager and City Attorney; that she cannot appropriately answer the question; auto allowance for all other employees is through the payroll system and is a taxable benefit.

Councilmember deHaan stated there could be a major impact if the legal opinion was exercised all the way through the system; the

amount of the car allowance would depend on the amount of money a person makes; the more an individual makes, the higher the car allowance would be.

The Human Resources Director responded in the affirmative; stated taxes are based upon income.

Councilmember Daysog stated the City Manager and City Attorney received a check for $250 with no taxes taken out before 2001; something happened, whether an IRS ruling or direction was to have the car allowance go through payroll; the amount would be reduced with taxes assessed; the issue then becomes a labor contract issue of good faith; the $250 amount was negotiated on a good faith basis; a staff member, such as the Finance Director or Human Resources Director, with Linda Tripoli's letter from April, 2001, opined that the amount would have to be increased in order to remain whole at $250; in the highest tax rate, mathematically the cost would be roughly $80 on the federal side and 11-12% on the State side, which comes out to roughly $370; that he does not see the problem.

Mayor Johnson stated that in her opinion, the problem is that the matter should have come to the Council; when the Council approves a Contract that states the person receives $250 per month, the amount is $250 per month; if there is a subsequent tax change or ruling that makes the amount taxable, the matter should come to Council to ask if the amount should be $250 or increased now that taxes have to be paid on the amount; the matter is not really a legal issue, rather it is a matter of determining whether the Council wants to change the amount now that there is a tax consequence.

Councilmember Daysog stated the Council's intent was always to keep the amount at $250; that he cannot imagine that the Council wanted the amount lowered in 2001; that he can only imagine that the memo issued in 2001 and circulated to the City Council was consistent with what the Council wanted.

Mayor Johnson stated the clearest way to know what the Council intended would be to ask the Council; Council sets amounts for salaries, vehicle allowances for other people, and all kinds of things, which are always gross, not net; many benefits provided have tax consequences.

Councilmember Matarrese stated it is a question of process, not amount; the process should be that if there is a change that incurs a higher dollar outlay than what was done before or if there is a question of intent, the matter, under Contract or Memorandum Of Understanding (MOU), should come to the Council; the issue is not

hugely complicated; that [bring the matter to Council] should be the rule now; before, the intent was interpreted by individuals.

Councilmember Daysog stated the memo was circulated to Council.

Mayor Johnson stated that she is not sure the memo was provided to Council; the memo went to Finance in 2001 and indicated a copy went to Council, but Finance never implemented the change; that she questions whether the memo even went to Finance in 2001.

Councilmember Matarrese stated the policy that he is looking for is that if there is a dollar figure in a contract, that the matter should return as a Contract or MOU amendment.

Mayor Johnson stated sending a copy of a memo to the Council is not a way of notifying the Council.

Councilmember Matarrese stated the question is not notification; the question is approval; there is an easy fix: going forward, all changes will come to Council for a vote.

Councilmember deHaan concurred with the suggestion; stated policy should be set going forward; the Contract for the new City Manager states that the amount is a fixed amount; a new Contract is being negotiated with the City Attorney and the matter can be clarified; inquired what will be done in the interim in the next five months; stated putting the matter in the open to understand how the City reached the current status is good; safeguards can be put in place.

Mayor Johnson stated the Council voted to make the legal opinion a public document and should call the next agenda item to address the policy.

(05-365) Discussion and recommendations regarding City Manager and City Attorney contract provisions pertaining to vehicle allowance limit.

Councilmember Matarrese stated his previous comments [under the previous agenda item, paragraph no. 05-364] hold.

Mayor Johnson and Councilmember deHaan concurred.

Councilmember Daysog that he does not have a problem with the direction to have issues come back to the City Council; however, when he received the legal opinion in 2001, he felt it was consistent; going forward, Council's request for everything to come before Council is acceptable.

Councilmember deHaan stated actions should be done equitably among the rest of the people who receive automobile allowances and; adjustments should have been made accordingly after the opinion.

Councilmember Daysog stated the car allowance for others is taxable and done through payroll.

Mayor Johnson stated the amount is a gross amount; if the car allowance for other employees is $250, like the City Manager and City Attorney, the amount is taxable and other employees receive $160.

Councilmember deHaan stated a select two were isolated to receive the adjustment, rather than reviewing how the law affects other employees.

Mayor Johnson stated changes in the Contract should be done through a vote of the Council; sending a carbon copy to the Council is not a vote of the Council; the Council can only act by voting and cannot act by non-response or consent by silence; concurred with Councilmember Matarrese's comments that it is a process question; the process that was used was not appropriate.

Councilmember Daysog stated that he has a problem with stating that something that happened in 2001 was inappropriate; any Councilmember could have objected when the memo was received; no one objected; things are being done differently in the new era.

Mayor Johnson stated the Council should have clear expectations of how to handle Contract amendments.

Vice Mayor Gilmore stated the Council is indicating how the matter will be handled in the future.

Mayor Johnson stated the Council has to vote to change a Contract.

David Kirwin, Alameda, stated that extra benefits always have to be declared for tax purposes; Council seems to be putting the benefit on payroll and covering the tax burden, which seems awkward.

Mayor Johnson stated the Council is trying to undo the past practice [of covering the tax burden]; Council wants to have the amount set as the amount the employee receives regardless of the tax consequences.

Councilmember Matarrese stated a decision has not been made [about setting the vehicle allowance amount]; that he was only requesting that changes require a vote of the Council.

Mayor Johnson stated that her preference would be to set the [gross] amount at $250; the matter can be addressed when the new Contract with the City Attorney is negotiated; inquired the clearest way to make a record of the fact that any changes to Contracts have to be brought to the Council for a vote; inquired whether the action should be a resolution.

The Acting City Manager responded staff could bring the matter back to Council.

Mayor Johnson inquired whether the matter would return as a resolution, to which the Acting City Manager responded in the affirmative.

Councilmember Matarrese stated Council would address the [vehicle allowance] amounts later.

Vice Mayor Gilmore noted the item brought back would be a policy.

(05-366) Proposal for City Council Oversight on Expenditures from Outside Counsel Appropriations.

Mayor Johnson stated the matter was on the Closed Session Agenda at the last meeting; the matter was continued to tonight because the preference was to address the matter in open session.

The City Attorney stated the proposal has limitations on spending, settlement authority, additional reporting requirements and limitations on the hiring of outside counsel through an RFP process, creating four outside counsel panels.

Mayor Johnson stated that her intent is not to limit the amount of money the City spends on outside counsel; costs cannot be known ahead of time; the amount is not her concern; her concern is the hiring of outside counsel; approving the hiring of outside counsel can be brought to the Council without a dollar limit; there is concern about litigation strategies and not setting dollar parameters because the other side can be tipped off about how committed the City is to the litigation; that she does not understand why the matter cannot be brought to the Council stating the attorney to be hired for the particular case; the Council approval could have no dollar information included; the names of counsel and how much is paid per month is in the bills for ratification; who represents the City is not a secret; the amount and budget need to be kept confidential; the Council has indicated the City Attorney should be given authority to cover exigent circumstances; the Council does not want a special meeting every

time the City is sued; inquired whether there would be a problem with setting an amount to cover the interim period and bringing the authority to hire outside counsel to the City Council, without limitation on dollar amounts.

Vice Mayor Gilmore stated there should not be a special meeting for $3,000 if the City Attorney needs to hire a transactional attorney or if there is a tax question that comes up through the Finance Department.

Mayor Johnson concurred with Vice Mayor Gilmore.

Vice Mayor Gilmore stated that if a dollar amount were not set, the Council would be involved in a $3,000 decision to hire a tax attorney.

Mayor Johnson stated Council could discuss a dollar limit; if the Council had known about hiring Linda Tripoli to give an opinion on vehicle allowance, Council might have paid more attention to the issue; the Council should know who is working for the City, what people are being hired to do and why; that she does not have problem with a limit if the issue is minor.

Vice Mayor Gilmore stated that, if the Council wants to know who is being hired, the question comes down to timing; inquired how quickly the Council should be informed after legal counsel is hired; stated there is a proposal for quarterly financial reports on the cost of outside counsel, including who the outside counsel is for each matter.

Mayor Johnson stated in a lot of cases the Council could give approval before outside counsel is hired; a lot of the hiring does not need to be immediate; regular Council meetings are twice a month; the City Attorney can hire someone and bring the matter to Council for approval at the next meeting in cases when there is not time; the Council does not want to have special meetings all the time; that she does not like the system that is in place now; the Charter states that the Council consents to the hiring of outside counsel; Council is currently consenting to hiring over $800,000 worth of outside counsel through a line item budget allocation; the Council needs to exercise more oversight; Council can discuss the level of consent that should be set; it is a change from what has been done the past 16 years; the Council needs to exercise more oversight than in the past.

Vice Mayor Gilmore concurred with Mayor Johnson; stated that she is unclear of how the Mayor proposes to do so; the City Attorney provided a proposal; inquired whether the proposal could be

reviewed.

Mayor Johnson responded in the affirmative.

Councilmember Matarrese inquired what the typical lead-time is from the time the City Attorney knows outside counsel is needed to the time outside counsel is hired.

The City Attorney responded usually the same day the City receives a lawsuit; for example, in a recent lawsuit, the City had 30 days to answer but in the interim the City had a motion for preliminary injunction; within 24 hours of receiving the notice, the Council would receive a paragraph describing the lawsuit received; the immediate notification to the Council would include a description as to what the City Attorney intends to do; a component would be the discretion would be limited through the [counsel] panels, so the Council would know who the City Attorney's office would be selecting; the panels would be reviewed annually; the reason for the immediacy is due to the requirement to respond immediately; there is a balance because when litigation is received, by the next meeting, the Council could indicate that it does not approve of what is being done and how it is being done; the practical reality is that within the first two weeks, significant initial work would be done, which is why the proposal might not be the perfect solution; a lot of knowledge will be given to the Council; there could be additional oversight and opportunities for change after seeing how the proposal works.

Councilmember Matarrese inquired whether $35,000 would cover two weeks.

The City Attorney responded $35,000 was picked as the average cost of litigation; the City Attorney's office actually totaled up costs and $35,000 was the average cost; 50% of the cases are more than $35,000 and 50% are less; the Council will know about the matter within 24 hours, get a report and budget within 30 days, and have the opportunity to schedule the matter for closed session; anything which is significant, such as a bigger case, will automatically go to Council for approval in a closed session; Council will know [about lawsuits] within 24 hours and always have the opportunity to request the matter be placed on the agenda; the City Attorney's discretion in the selection of outside counsel will be from the competitively selected panels of attorneys.

Councilmember Matarrese stated the Charter states: "The Council, or any board with the consent of the Council, may empower the City Attorney, at his request to employ special legal counsel;" what is being discussed is how the Council empowers the City Attorney to

make choices; a practical approach is to empower a certain dollar amount to get the ball rolling since Council meets every two weeks; the empowerment lasts only until the next Council meeting and the matter is discussed if the amount would be higher, which is why he was asking about the $35,000; using said amount is acceptable if the amount can carry the day; the Council has to meet its Charter obligation to empower the City Attorney based on the threshold if there is a much larger case.

Mayor Johnson stated that she does not have a problem with said suggestion; $35,000 [could be spent] until the next Council meeting; at the next Council meeting, the Council would vote to hire the outside counsel; inquired whether Councilmember Matarrese was making said suggestion.

Councilmember Matarrese stated to use the language in the Charter, it empowers the City Attorney to employ outside counsel.

Vice Mayor Gilmore inquired whether the City Attorney has $35,000 to spend; for example, a lawsuit comes in, the City Attorney can spend $35,000, notifies the Council by e-mail, etc. and at the next Council meeting, the Council gets a status report.

Mayor Johnson stated the hiring of the attorney that the City Attorney is suggesting would be brought to Council at its next meeting.

Vice Mayor Gilmore stated the City Attorney could not do so when the City is sued.

Mayor Johnson stated that the City could always change attorneys; that she assumes the Council would approve the attorney that the City Attorney suggests.

Vice Mayor Gilmore inquired whether said suggestion means that the attorney has not started work yet.

Mayor Johnson responded in the negative; stated the City Attorney can spend $35,000 until the next Council meeting, when the hiring of outside counsel comes to the Council for approval.

Councilmember deHaan noted said suggestion differs from the City Attorney's proposal in the staff report; stated if the reporting segment is actively working, Council can monitor and get in the middle of things right off the bat if something goes astray; that he does not have enough questions to make drastic changes; the City Attorney can be given $35,000, or the amount can be dropped down to $20,000, to get started; Councilmembers will receive a report; the

threshold can be changed if two or three go astray.

Mayor Johnson stated said suggestion is greater micromanagement; Council would have to keep up to date on all litigation matters; the City Attorney is responsible for management once outside counsel is hired; Council cannot be responsible for monitoring litigation and bringing the matter to the Council if a Councilmember does not like something; the Charter states the Council is supposed to approve the hiring of outside counsel; Council needs to make the approval; then, the City Attorney would handle the matter.

Vice Mayor Gilmore requested clarification of how the process would work and an example be provided.

Mayor Johnson stated the main responsibility of the Council is the Charter requirement to consent to hiring [of outside counsel]; read Charter section; stated the issue is how the Council consents to the employment of special legal counsel.

Councilmember Matarrese stated it is how the Council empowers the City Attorney; the control is telling the City Attorney to go forward with hiring outside; the tier is the City Attorney can hire outside counsel for up to $35,000; $35,000 would take care of a minor matter or accommodate [Council meetings] every two weeks; once the [$35,000] threshold is met, then the empowerment has to come back to the City Council for a vote.

The City Attorney stated that if the additional estimate is in excess [of $35,000], the matter would always go to Council under the proposal; anything $35,000 or less will go to Council, if the Council desires; anything estimated to be $35,000 or more for the total litigation cost will automatically go to Council for approval.

Mayor Johnson inquired what would be done in the interim period for larger cases, to which the City Attorney responded the matter would be placed on the agenda as soon as possible.

Mayor Johnson inquired what if immediate action was needed.

The City Attorney responded the system is two tiered; stated the City Attorney would be authorized to spend up to $35,000 without prior Council approval; for matters estimated to cost less than [$35,000] the City Attorney hires outside counsel through the RFQ process.

Mayor Johnson stated the City Attorney's statement differs from

what the Council is saying; the City Attorney is stating that she can spend $35,000 without Council approval; inquired whether the City Attorney would bring the matter to the City Council if the total estimate of the litigation expense is more than $35,000.

The City Attorney responded in the affirmative; stated a large case would have to go to Council; the proposal has a number of additional restrictions for a smaller case, such as a sidewalk trip and fall; that she could only pick from a pre-qualified panel; if there is a slip and fall with a cost estimate of $15,000, the City Attorney would review the matter and provide the Council notice, financial reports, and cost estimates; outside counsel would be selected from the panel.

Mayor Johnson stated there are small cases that should be handled in house; the City has five attorneys and should not farm out a $15,000 trip and fall case; insurance adjustors handle said cases in the private sector; the City should not use outside counsel for little cases that should be handled in house; the City has five staff attorneys and spends a lot of money on outside counsel; the staffing level should be reviewed if every $15,000 trip and fall is farmed out.

The City Attorney stated the proposal is to deal with one issue; there is a process in place for reviewing performance and management goals for the utilization of outside counsel going forward so that the Council establishes performance standards and expectations of the City Attorney's office; that she hears the Council; that the matter is a budget issue; the City Attorney's office will do more with less, try to do more litigation in house and work with the Council to establish the balance that the Council wants between five attorneys.

Mayor Johnson stated that she did not want to address the balance and how it would be established; further stated that she would prefer $25,000 [as the threshold].

Councilmember deHaan inquired whether $35,000 is for each matter.

Mayor Johnson responded in the affirmative; stated that [$35,000] is what the City Attorney is proposing.

Councilmember deHaan inquired whether there is a period of time.

The City Attorney responded there are lots of time periods: notice within 24 hours, budget within 35 days, and quarterly financial reports.

Councilmember Matarrese stated for practical terms and Charter interpretation, the special legal counsel is per matter, which is reasonable; someone can get started on a case; legal matters go by case; the City Attorney would not be hiring one person to do multiple cases.

The City Attorney stated it is per matter or item, not per issue, subject, attorney, etc.

Mayor Johnson stated reports must not just include litigation; the report the City Attorney provided on outside counsel only included litigation and not other non-litigation issues that outside counsel handle for the City.

Councilmember deHaan inquired about the number of cases that hit the $35,000 threshold per year, possibly ten to twelve.

The City Attorney responded in the affirmative; stated that she estimates there are about 20 active litigation cases currently.

Councilmember deHaan inquired whether the 20 cases would reach the $35,000 threshold, to which the City Attorney responded less than that [20 cases].

Councilmember deHaan stated no more than eight to ten cases will hit the $35,000 threshold over a year period of time; the vast majority are in the $3,000 to $4,000 bracket; inquired whether the numbers [that will reach $35,000] are low.

The City Attorney responded that in trying to get some rational basis to come up with a number, $35,000 is the exact median of the average cost of outside counsel, so half of the cases are below and half are above.

Councilmember deHaan disagreed.

Mayor Johnson inquired whether the Council received the report that shows the actual amount spent on different litigation cases.

The City Attorney responded the report was provided last week.

Councilmember deHaan stated the report provided can be fine-tuned and should work fine; that he does not see the number [of cases $35,000 or over] being that great; the Council is allowing 70% of the City Attorney's activity below the threshold; noted that he used the data the City Attorney provided.

The City Attorney stated [$35,000] was found to be the median

number; one reason for the reporting to Council is that changes can be made if desired.

Vice Mayor Gilmore stated that prior to today, the City Attorney's office had a budget that the Council approved by a line item; the City Attorney had utter discretion to spend the money any way she saw fit; the Council is trying to be more cognizant of its Charter responsibilities to provide oversight of spending said money; having gone from over $500,000 of discretionary spending to the limit of $35,000 is a more than a prudent place to begin; the amount is not set in stone; nothing prevents the Council from putting a policy in place, seeing how it works and making changes if needed; unless there are more specific recommendations, the policy is a good place to get started because it provides what the Council is trying to move towards.

Councilmember deHaan stated that he has no problem with it; the Council still has the oversight; future changes could be made.

Mayor Johnson inquired whether approval should be via a resolution.

The City Attorney stated Council should adopt via motion, so it is a formal Council action in terms of direction.

Mayor Johnson inquired whether any changes need to be made.

Councilmember Matarrese inquired whether there is a way to put the proposal in terms of the Charter responsibility, which is not City Council oversight of outside legal counsel expense, but is City Council rules of empowering the City Attorney to engage outside counsel.

The City Attorney responded the motion could be that this is the rule of empowering the City Attorney under [Charter Section] 8-5.

Mayor Johnson inquired whether this is a policy.

The City Attorney responded it is a rule; it is a direction.

Mayor Johnson inquired why the action could not be done by resolution.

The City Attorney responded a resolution could be brought back.

Mayor Johnson stated a resolution would be clearer; the issue of Alameda Power and Telecom (AP&T) also needs to be brought back to the Council; the Council needs to discuss approving counsel for AP&T and should consider delegating authority to the Public

Utilities Board.

The City Attorney stated said matter could be included in the resolution.

Mayor Johnson and Councilmember Matarrese stated Council should discuss the matter first.

Mayor Johnson suggested the resolution discussed tonight be brought back and a separate discussion be held on delegating AP&T's legal counsel.

Vice Mayor Gilmore inquired as to the difference between acting by resolution and by motion.

Mayor Johnson stated resolutions are easier for City staff to track.

The City Clerk noted resolutions are permanent records of the City Council.

Councilmember deHaan stated the proposal includes quarterly reporting requirements; that he would prefer monthly reporting.

Mayor Johnson stated that monthly reporting was acceptable to her, including the current budget on the status of the overall litigation contingency budget for not only Risk Management, but also AP&T.

Vice Mayor Gilmore stated the Council needs all of the numbers for all of the different entities that are part of legal budget the Council appropriated.

Councilmember Daysog stated the City Attorney's office has always delivered; the challenge is there is a desire to have more involvement in oversight.

Vice Mayor Gilmore concurred; stated that the action is not due to a deficiency in the City Attorney's office, rather it is the Council following what the Charter sets out as its role and bringing practices in line.

Mayor Johnson concurred; inquired whether the matter could return at the next Council meeting.

The City Attorney responded in the affirmative.

ORAL COMMUNICATIONS, NON-AGENDA

(05-367) Susan Potter, Alameda, requested guidance in procuring a permit for a mobile vendor to do business in the City; stated many companies do business without a permit.

Mayor Johnson inquired whether the request was for a mobile business at the dog park, to which Ms. Potter responded in the affirmative.

The Acting City Manager stated the proposal is to utilize a space at the dog park and other parks; the Recreation and Park Commission is working on a comprehensive policy and did not want to address the request as part of the policy; the section of the Municipal Code dealing with rolling stores could be amended; if the Council desires, staff could work with the Planning Board to draft an ordinance making amendments to address the issue.

Mayor Johnson inquired whether the Council has to direct that the matter be referred to the Planning Board; noted issues are unknown, for example merchants might oppose changes.

The Acting City Manager suggested the Planning Board consider the matter.

Mayor Johnson concurred with the suggestion.

Councilmember deHaan stated the issue of how long a business could remain on pubic property would need to be addressed.

The Acting City Manager stated rolling stores can only use the public right-of-way, not standing locations.

Councilmember deHaan noted Oakland allows rolling vendors on private property.

Vice Mayor Gilmore stated the Planning Board should review the matter.

Ms. Potter noted nothing is being done about the rolling vendors that are currently operating in the City without permits.

Mayor Johnson stated the City might need to start doing enforcement.

(05-368) Bill Smith, Alameda, discussed speeding vehicles.

(05-369) Jon Spangler, Alameda, stated non-food services, such as

bicycle repair, should be considered when addressing mobile businesses; noted market factors, such as demand, would not support the establishment of seventeen movie theaters in town.

(05-370) David Kirwin, Alameda, expressed concern about the megaplex theatre and parking structure project and funding; questioned whether there would be a $1,000 parcel tax; stated parking lots adjacent to businesses are sufficient; there is a need for increased public awareness regarding the project.

Mayor Johnson responded there is not a parcel tax; requested staff to inform Mr. Kirwin where he should go for information.

The Acting City Manager stated Mr. Kirwin, and others, could meet with staff in the City Manager's Office or Development Services Department.

Mayor Johnson stated information could also be mailed or e-mailed, if preferred.

(05-371) Robb Ratto, Park Street Business Association, stated people opposed to the [theater and parking structure] project have been providing misinformation; stated PSBA would have opposed the project if a $1,000 parcel tax were involved; noted the Downtown Vision plan from May, 2000 indicated that informal talks about a mutli-screen theater were underway.

COUNCIL COMMUNICATIONS

(05-372) Councilmember deHaan stated that he visited the Bayport site; the transit shelter on Tinker Avenue is less than adequate; the size of the sidewalks at Bayport are extremely narrow, do not match other sidewalks in Alameda, and are not pedestrian friendly; said matters should be considered when other developments are built.

ADJOURNMENT

There being no further business, Mayor Johnson adjourned the Regular Meeting at 11:17 p.m.

Respectfully submitted,

Lara Weisiger
City Clerk

The agenda for this meeting was posted in accordance with the Brown Act.

This is a true and correct copy of the original document on file with the City Clerk.

Lara Weisiger, City Clerk

Appendix V

City of Alameda – September 6, 2005 Correspondence to United States Guard

City of Alameda California

September 6, 2005

Mr. David H. Sulouff
Chief, Bridge Section
United States Coast Guard Island
Building 50-3
Alameda, CA 94501-5100

Dear Mr. Sulouff:

I am responding to your August 5, 2005 letter to Mayor Beverly Johnson requesting written comments regarding the City of Alameda's proposed plans for the Fruitvale Avenue Railroad Bridge. Thank you for providing the City of Alameda the opportunity to comment on the future disposition of the railroad bridge. In previous contacts with the owner of the bridge, the United States Army Corps of Engineers (Corps), both on the telephone and in writing, the City has expressed its objection to the Corps' intention to dispose of the bridge. The City continues to object to the removal of the bridge and seeks the United States Coast Guard's (USCG) support in retaining the bridge to ensure the City is able to fully redevelop Alameda Point (the former Alameda Naval Air Station) and maintain emergency access during a major seismic event.

Limited Transportation Access in Alameda:
Alameda, an island city with a population of approximately 75,000, has only five Estuary Crossings that provide access to Oakland and the East Bay freeways: the Posey/Webster Tubes, the Park Street Bridge, the High Street Bridge, the Miller-Sweeney (Fruitvale Avenue) Bridge and the Fruitvale Avenue Railroad Bridge. The railroad bridge is the only non-automobile vehicle bridge crossing the Estuary. Because of these limited number of crossings, transportation access is of primary importance to the City for our current and future development needs, as well as emergency response requirements.

To ensure that Alameda continues to have access after a major seismic event, the City of Alameda partnered with Alameda County and determined the Miller-Sweeney Bridge should be seismically retrofitted and function as the City's Lifeline bridge structure. Since the Fruitvale Avenue Railroad Bridge houses the control tower which operates both bridges, it was also agreed

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that the railroad bring should be retrofitted as well. Seismic upgrade of both bridges will also ensure emergency vehicles to and from Alameda and Oakland are able to respond to mutual aide calls. Additionally, in the event of an earthquake, the rail bridge could be utilized for quick delivery of medical and food supplies by rail, while the vehicle bridge is reserved for emergency access use only, thereby expediting the City's recovery during a major disaster.

In April 2003, the County prepared a Project Study Report for the Fruitvale Avenue Bridge Lifeline Retrofit. This planning document identified the repair that is needed to the Fruitvale Vehicle and Railroad Bridges. The report included repair alternatives and associated cost estimates so that the impacted agencies could decide upon the best method of repair.

Our active commitment to retaining rail service in Alameda is further demonstrated by the City's efforts to find funding sources to seismically retrofit the railroad bridge rather than tear down this vital link in Alameda's transportation network. Toward this goal, the Metropolitan Transportation Commission (MTC) Transportation 2030 Plan, dated February 2005 includes the Fruitvale Avenue Railroad Bridge Seismic Retrofit Project (lifeline condition) with a budgeted amount of $7.2 million. The City is currently in discussions with the Congestion Management Agency (CMA), to allocate $1.4 million in State Transportation Improvement Plan (STIP) funds toward this retrofit project. This funding will insure the bridge is at least retrofitted to a no collapse condition. The Lifeline retrofit of the vehicle bridge is also in the MTC Transportation 2030 plan with a budgeted amount of $22.8 million, with $21.2 million in state funds and $1.6 million in local match.

Inactive Rail Line Vs. Abandoned Rail Line:

The Fruitvale Avenue Railroad Bridge is part of an operating line of railroad regulated by the Surface Transportation Board (STB). While the line may be inactive, it does not mean that regulation ceases or that the line may somehow be deemed abandoned by a city, state or federal agency. Pursuant to the ICC Termination Act, like the Revised Interstate Commerce Act before it, no line of railroad in the United States may be deemed abandoned until the abandonment is authorized by the relevant regulatory agency, which in this case is now the STB. STB may authorize an abandonment (termination of common carrier obligations) pursuant to 49 USC 10903. The railroad currently operating the rail line in the City of Alameda is Alameda Beltline Railroad (ABL), which is jointly owned by Burlington Northern Santa Fe (BNSF) and Union Pacific (UP), subject to an option held by the City of Alameda to purchase back the rail line at an amount equal to the original cost of construction. ABL is contesting that option in litigation currently pending before the California state courts. Since 1998, UP has also held separate trackage rights over portions of the line. These trackage rights cannot be deemed discontinued until an STB authorization for same is granted. To the best of the City's knowledge, STB has never authorized any abandonment of any railroad line, or portion thereof, serving the City of Alameda or located within the City of Alameda. Therefore, until someone initiates an abandonment and discontinuance proceeding, and until STB authorizes abandonment of the ABL and discontinuance of the UP trackage rights, the Coast Guard cannot deem the rail line

abandoned, even if the line may be inactive at the current time, and initiate a process to remove the bridge. The City of Alameda suggests that the Coast Guard first should inquire of ABL and UP concerning their intentions in respect to continued operation of or over the ABL rail line and the railroad bridge and specifically concerning their intentions with respect to seeking or obtaining abandonment or discontinuance authority (as they would lawfully be required to do before the bridge could be removed). Once the Coast Guard has made such inquiry and received replies, the City of Alameda requests an opportunity to review such replies and to provide comments.

In addition, the City reiterates that it holds an option to acquire the ABL. Whatever the position of ABL and UP concerning their intentions, the City has an interest in preserving the railroad line and the connection between Alameda and Oakland (including specifically the bridge) as summarized in the following comments.

Alameda Point Redevelopment:
Redevelopment of the former Naval Air Station at Alameda Point is a critical economic development initiative for the City of Alameda and the region as a whole. With the closing of the Naval Air Station, the region lost 18,000 jobs. Redevelopment of the base and replacing those jobs within the congested Alameda/Oakland sub-region requires long-term transportation solutions and transportation alternatives other than the traditional automobile. The Fruitvale Avenue Railroad Bridge and the existing Alameda Beltline alignment that connects Alameda Point in western Alameda all the way to within a few blocks of the Fruitvale Transit Villages and Bay Area Regional Transit (BART) station is a very valuable transportation asset and opportunity to increase transit and reduce automobile congestion that cannot be lost. In fact, the transportation strategy for full development of Alameda Point anticipates a phased approach beginning with regular shuttle and bus services in dedicated bus lanes and later increasing the frequency and upgrading the buses to a bus rapid transit system and eventually to a light rail or street car technology. A chief reason that rail transit is included in the phased transportation strategy for Alameda Point is because a rail bridge already exists across the estuary. Removal of the railroad bridge at this time would require the City to construct a new rail bridge in the future, making this transportation solution cost prohibitive and affecting the full development potential of Alameda Point.

Transportation Studies Recommend Rail Transit:
In 2001, after an extensive year long process with the Public Transit Committee, the community and elected officials, the City completed the preparation of its first Long Range Transit Plan. This Plan outlined key elements of the City's transportation needs, including the need to provide a rail transit link for cumulative development on the Island. The Plan envisioned a rail line from Alameda Point (formerly the Alameda Naval Air Station) through the heart of Alameda to the Fruitvale BART station via the Fruitvale Avenue Railroad Bridge. In fact, conceptual plans were developed as part of the Plan to show right-of-way requirements and proposed transit locations.

The City has demonstrated our commitment to this rail transit option by conditioning developers along the proposed rail alignment to dedicate the necessary right-of-way for future rail development consistent with the Plan.

In June 2005, the City published the Alameda Point Transportation Strategy and Preliminary Development Concept reports. Within the Transportation report, Bus Rapid Transit (BRT), Light Rail Transit (LRT), as well as grade separated Group Rapid Transit (GRT) have been identified as the three long term options that received the most support from community based public workshops. The documents noted the City's reservation of railroad right of way across the island and the Fruitvale Railroad Bridge to the Fruitvale Avenue Bart station as one of the existing options to minimize congestion on the island as build out conditions develop. Within the Alameda Point Development Concept report cross sections of the future track way that lead to the Fruitvale Avenue railroad bridge were included for the public to review. The City of Alameda has identified alignments and cross sections for future rail infrastructure improvements. Those options have been presented to the public for comment and accepted by the City Council, clearly demonstrating the City of Alameda's intentions to preserve and utilize rail access across the estuary to Oakland.

Also in June 2005, the Cross Alameda Trail Feasibility Study was presented to the City of Alameda's Transportation Commission, Planning Board and City Council. The study looked at the compatibility of rail and other modes of transportation, such as vehicles, bicycles and pedestrian paths along an alignment that connects Alameda to Oakland via the Fruitvale Avenue Railroad Bridge. The report noted an agency charged with designing part of our transportation policy does not overstep its authority when it prudently undertakes to minimize the destruction of available transportation corridors painstakingly created over several generations. The study showed potential alignments as well as cross sections for rail, vehicle, bicycle, and pedestrian path improvements that culminated at the Fruitvale Avenue Railroad Bridge crossing. Council accepted the report in July 2005 and reaffirmed their intention to include rail transit in the City's transportation solution for future development.

Oakland Estuary Policy Plan:
The City of Oakland's 1998 General Plan promotes land and water-based services to be extended along the waterfront. It specifically references Oakland's Estuary Policy Plan and states passenger rail service between Fruitvale BART and Alameda be studied further. Within Oakland's Policy Plan, a light rail alignment is shown along Clement Avenue in Alameda connecting across the Fruitvale Avenue Railroad Bridge to Oakland's light rail along Fruitvale Avenue. Such planning documents are the basis upon which land development is guided and transportation decisions are made.

Conclusion:
The disposition of the Fruitvale Avenue Railroad Bridge is of vital concern to the City of Alameda. The City understands that the Coast Guard cannot lawfully cause the Fruitvale

Railroad Bridge to be removed until and unless STB authorizes abandonment of the ABL and discontinuance of the UP trackage rights over portions of the ABL. The City has concluded through several recent transportation studies that the on-going utilization of the railroad bridge is necessary to provide alternative transportation options for the City to continue its redevelopment efforts city-wide. Toward this goal, the City has required new development projects to reserve sufficient right-of-way along the rail corridor as a condition of their approval. The City of Oakland also shares the vision of a rail corridor connecting the two cities via the railroad bridge. To ensure that the bridge is retained and able to accommodate continued rail service, the City partnered with the County of Alameda to study options to seismically retrofit the railroad and vehicle bridge and the retrofit the both bridges to a Lifeline condition is part of MTC's Transportation 2030 Plan. As further demonstration of our continued commitment to this project, we are currently in discussions with the CMA to allocate $1.4 million in STIP funds for the retrofit of the rail bridge.

The potential for the City of Alameda to fill in the Estuary and provide the connections needed to Oakland and the East Bay freeways are long gone. But the Fruitvale Railroad Bridge provides an opportunity to link Alameda with Oakland and meet the challenge of providing conscientious transportation alternatives that will allow for future growth within the City of Alameda as well as emergency response and mutual aide calls. Demolition of the Fruitvale Avenue Railroad Bridge would adversely affect the City's redevelopment potential and seriously limit our emergency response ability during a major disaster. The City of Alameda, therefore, objects to the removal of the railroad bridge and requests the Coast Guard assist the City with preserving this necessary transportation link for Alameda.

Sincerely,

Debra Kurita
City Manager

MTN/DK:mn

cc: Mayor and Councilmembers
Paul Benoit, Assistant City Manager
Matt Naclerio, Public Works Director
Donald J. LaBelle, Alameda County Director of Public Works
David Brandt, Assistant City Attorney
Charles Montange
Gerald E. Silver, Bridge Superintendent, Alameda County Department of Public Works

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Lara Weisiger
Lara Weisiger, City Clerk

Appendix VI

City of Alameda – December 14, 2005 Correspondence to United States Guard

City of Alameda California

December 14, 2005

Mr. David H. Sulouff
Chief, Bridge Section
United States Coast Guard Island
Building 50-3
Alameda, CA 94501-5100

Dear Mr. Sulouff:

On November 17, 2005, City staff attended a meeting at Coast Guard Island regarding the disposition of the Fruitvale Avenue Railroad Bridge and was requested to provide information to the United States Coast Guard (USCG) to substantiate retaining the bridge. The City previously submitted a September 6, 2005 letter to the USCG explaining that the railroad bridge is crucial to the City of Alameda for providing long-term alternative transportation options, ensuring redevelopment of the former Naval Air Station at Alameda Point and enhancing emergency responsiveness for delivering supplies and providing emergency aide during a disaster. This letter addresses actions that the City has taken and anticipates taking in the near future with regards to the bridge. It should not be considered a separate response to the USCG, but considered in conjunction with our September letter.

Previous Studies, Reports and Plans:
The City has prepared or contributed to the preparation of the following studies which recommends retaining and using the Fruitvale Avenue Railroad Bridge for alternative transportation modes:

- Long Range Transit Plan (LRTP) envisions a rail line from Alameda Point (formerly the Alameda Naval Air Station) through the heart of Alameda to the Fruitvale BART station via the Fruitvale Avenue Railroad Bridge. The enclosed conceptual plans were developed as part of the plan to show alignment, proposed transit locations and cross-section requirements (Attachment 1).
- Alameda Point Transportation Strategy and Preliminary Development Concept Report considers Bus Rapid Transit (BRT), Light Rail Transit (LRT), and Group Rapid Transit (GRT) options on existing railroad right of way across the island, utilizing the Fruitvale Railroad Bridge and linking with the Fruitvale Avenue BART Station. Proposed alignments are enclosed (Attachment 2).
- The Cross Alameda Trail Feasibility Study identifies an island-wide trail that connects Alameda to Oakland via the Fruitvale Avenue Railroad Bridge for rail, bicycles and pedestrians. The proposed alignments and cross sections from the study are enclosed (Attachment 3).

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- The City of Oakland Estuary Policy Plan cites Oakland's 1998 General Plan objective to promote land and water-based services along the waterfront and states passenger rail service between Fruitvale BART and Alameda be studied further. The plan identifies a light rail alignment along Clement Avenue in Alameda connecting across the Fruitvale Avenue Railroad Bridge to Oakland's light rail corridor along Fruitvale Avenue.
- The Project Study Report for the Fruitvale Avenue Bridge Lifeline Retrofit identifies that repairs are needed to the Fruitvale Vehicle and Railroad Bridges. The report included repair alternatives and associated cost estimates so that the impacted agencies could decide upon the best method of repair.

Funding and Timelines:
The major costs elements associated with providing an alternative transportation link from Alameda to Oakland is comprised of right-of-way acquisition, design, construction, and capital outlay. To move forward with the City's ultimate proposal will require a phased approach that will take time. The City has successfully used the planning documents cited above to require development proposals to preserve or dedicate the necessary right-of-way for the proposed rail line.

In addition, the City is currently in litigation with Alameda Belt Line (ABL) to acquire the rail line. We expect a favorable decision by July 2006. At that time we anticipate approaching the Army Corps of Engineers regarding the obligations to maintain the bridge. Maintaining the bridge will be vital to the City's efforts to preserve the ABL as a potential rail corridor. At this time, the City is also finalizing negotiations with the Master Developer for Alameda Point to determine the amount of capital they will earmark for City-wide transportation improvements. It is possible that this project may contribute to transportation improvements related to the Fruitvale Bridge.

Lastly, the City was successful in having the Fruitvale Avenue Railroad Bridge Seismic Retrofit Project (lifeline condition) included in the Metropolitan Transportation Commission (MTC) Transportation 2030 Plan, dated February 2005, with a budgeted amount of $7.2 million. The City is seeking $1.4 million in state funds toward this retrofit project. This funding will insure the bridge is at least retrofitted to a no collapse condition.

Legal Issues:
There are currently two rail carriers regulated by the Surface Transportation Board with extant common carrier obligations in the City of Alameda that utilize the Fruitvale Bridge.[1] Neither of these carriers have applied for or received abandonment authority from the Surface Transportation Board (STB). The STB has exclusive and plenary jurisdiction over freight railroad abandonments in the United States. (See Phillips Co. v. Denver & R.G., 97 F.3d 1375 (10th Cir. 1996) No lawful abandonment may occur unless first authorized by the STB. The fact that no customer is currently demanding service under this obligation is irrelevant. The

[1] See Acquisition and Construction of Line by Alameda Belt Line, ICC F.D. 4682, 105 ICC 349 (1926); and Union Pacific Railroad Company Trackage Rights Exemption ---Alameda belt Line, F.D. 33682, served Nov. 24, 1998.

underlying "fce" owner of trackage facilities has no authority to remove such a facility without prior authorization from the STB. (See City of Peoria, et al – Adverse Discontinuance – Pioner Industrial Railway Co., AB-878, served August 10, 2005) Prior to the USCG and the Corps determining that the bridge needs to be removed, an STB authorization for termination of common carrier service across the bridge into Alameda, including presumably all UP trackage rights on the ABL, as well as termination of all ABL common carrier obligations must occur as a precursor to further discussions concerning removal of the bridge.

Conclusion:
The disposition of the Fruitvale Avenue Railroad Bridge is of vital concern to the City of Alameda. Retaining the bridge at this time is justified because the City has taken positive and substantive steps to ensure that alternative transportation options that will use the railroad bridge to access the Fruitvale BART Station are provided. The City has also worked with regional transportation agencies to provide funding for the long-term seismic stability of the bridge. Demolition of the bridge would adversely affect the City's redevelopment potential and seriously limit our emergency response ability during a major disaster. In addition, removal of the bridge without STB authorization and prior to resolving the existing common carrier obligations involving the bridge would be unlawful. The City of Alameda, therefore, objects to the removal of the railroad bridge and requests the USCG assist the City with preserving this necessary transportation link for Alameda.

Please ensure that Mr. Matthew Naclerio, Public Works Director, is included in all future meetings and copies on all future correspondence regarding the Fruitvale Railroad Bridge. Mr. Naclerio may be reached at 749-5840, should you have further questions or require additional information.

Sincerely,

Debra Kurita
City Manager

MTN/DK:mn
Attachments

cc: Mayor and Councilmembers (without attachments)
Paul Benoit, Assistant City Manager (without attachments)
Matt Naclerio, Public Works Director (without attachments)
Donald J. LaBelle, Alameda County Director of Public Works (without attachments)
David Brandt, Assistant City Attorney (without attachments)
Charles Montange (without attachments)
Gerald E. Silver, Bridge Superintendent, Alameda County DPW (without attachments)

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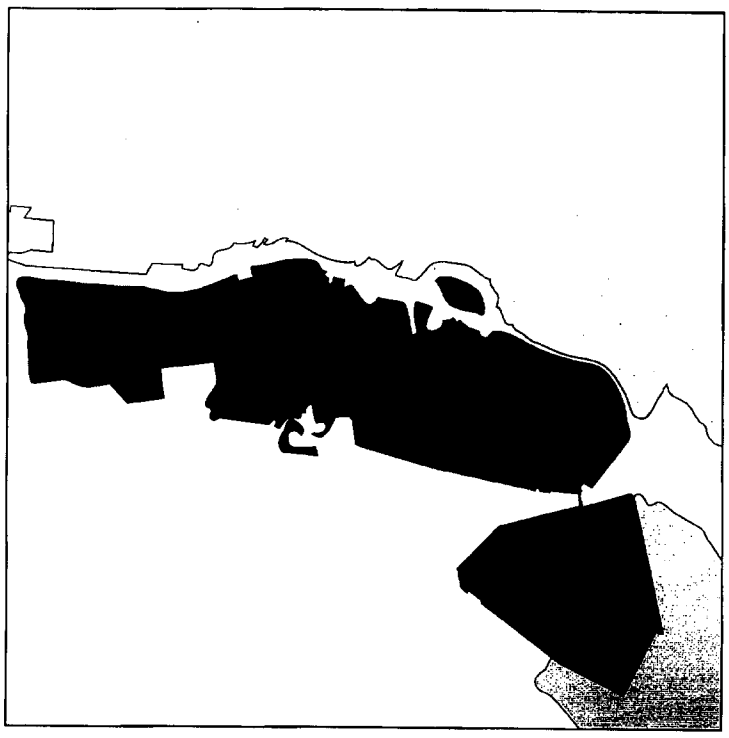
Lara Weisiger, City Clerk

Appendix VII

City of Alameda, General Plan – February, 1991

Guiding Policies: Movement of Goods
Section 4.6.a – 4.6.c



City of Alameda

General Plan

February, 1991

Guiding Policies: Movement of Goods

4.6.a Support the MTC/BCDC Seaport Plan proposals to retain Port Priority Use capability at Encinal Terminals and Alameda Gateway.

Port access is essential to existing Alameda industries. If these port sites were lost, creation of additional ports when needed would cause unnecessary environmental damage to San Francisco Bay.

4.6.b Support continued rail service by the Alameda Belt Line.

The Belt Line is an independent railroad owned jointly by the Southern Pacific and Union Pacific railroads. It serves six firms in Alameda: Del Monte, Weyerhauser, Alameda Liquid Bulk, Pennzoil, Encinal Terminals and Georgia Pacific.

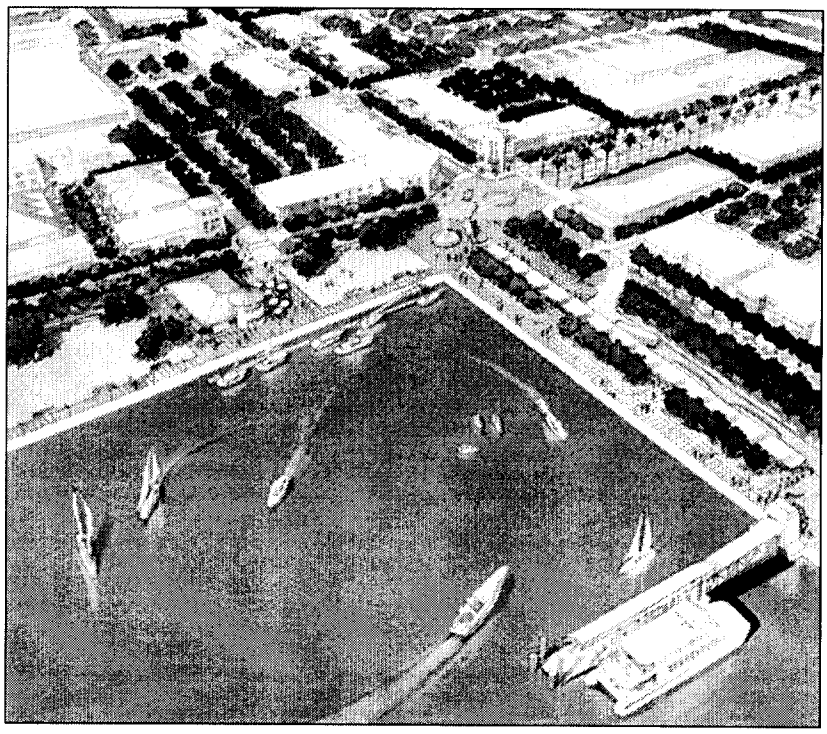
4.6.c Maintain a system of truck routes that enables efficient deliveries with minimum disturbance of residential neighborhoods.

See Figure 4-3, Truck Routes.

Appendix VIII

City of Alameda – Alameda Point Preliminary Development Concept – June 2005

Section 4 – Land Use and Community Design, Pages 20 -21

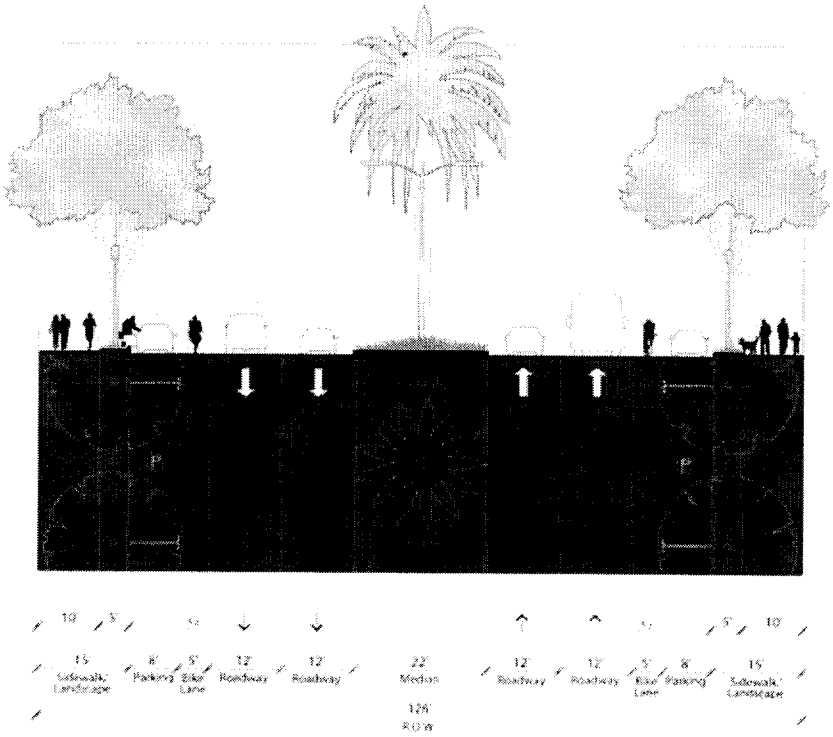


ALAMEDA POINT

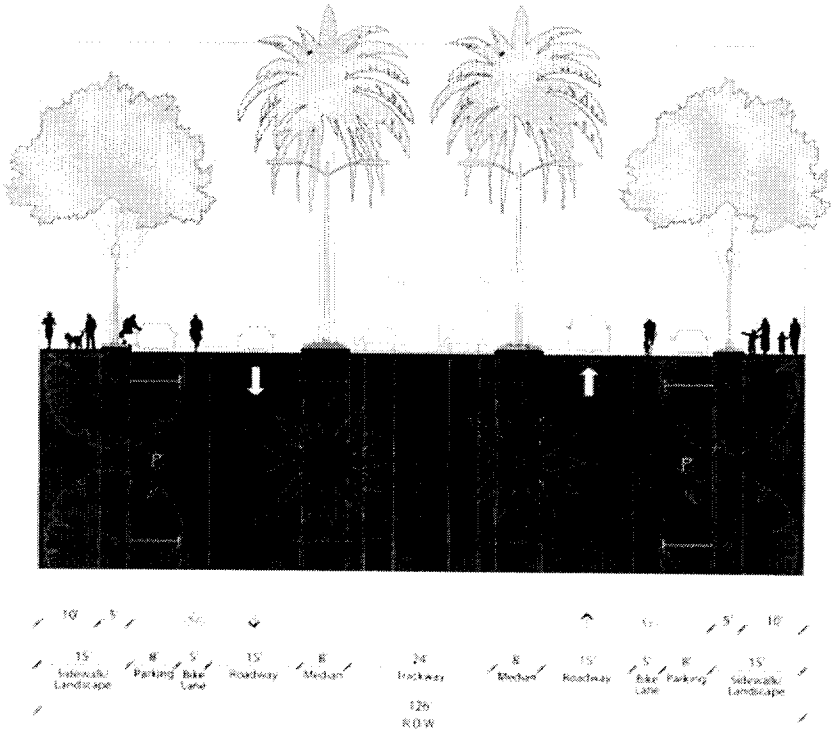
PRELIMINARY DEVELOPMENT CONCEPT

ALAMEDA REUSE AND REDEVELOPMENT AUTHORITY
PREPARED BY ROMA DESIGN GROUP

JUNE 2005



A1: ATLANTIC AVENUE - INTERIM LAYOUT (BETWEEN MAIN STREET AND SEAPLANE LAGOON)



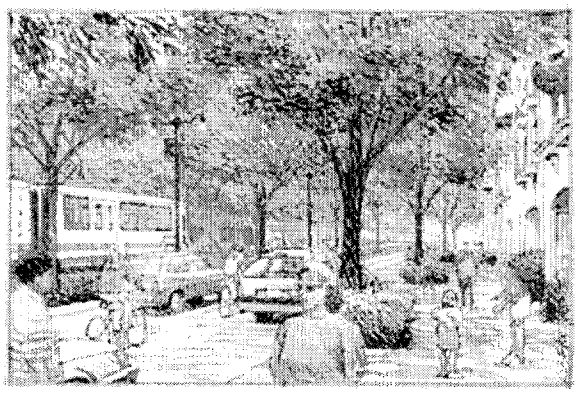
A2: ATLANTIC AVENUE - FULL BUILDOUT (BETWEEN MAIN STREET AND SEAPLANE LAGOON

Major Streets

Atlantic Avenue (Figure 14, Sections A1 and A2). Atlantic Avenue is the "front door" and formal entrance to Alameda Point. The Framework Plan recommends that the existing Atlantic Avenue be straightened by extending Ralph J. Appezzato Memorial Parkway directly west to and along the north side of the Seaplane Lagoon. This realignment will provide a more interesting and direct entry into Alameda Point that includes excellent views of the Seaplane Lagoon and San Francisco Bay. In the first phase of development, Atlantic Avenue is a broad boulevard with four lanes of traffic, bicycle lanes and wide sidewalks and median. A canopy of large, spreading trees shades the sidewalk and street, and more architectural trees such as palms give the medians a monumental scale and draw the eye to the horizon. (Section A1) When light rail or bus rapid transit comes to Alameda Point, the inner traffic lanes are removed, the median is widened, and the rail or bus way is implemented. (Section A2)

To realign Atlantic Avenue will require removal of the existing East Gate and the mounted airplane. The Plan recommends that a new entry feature or gateway treatment be designed to demarcate the entrance to Alameda Point. The design of the entry should be inviting and not imply or symbolize a barrier or gate, similar to the Navy's original security gate. The Plan also recommends that the airplane be relocated to a location adjacent to or within the NAS Historic District to further reinforce the historical significance of the Navy's presence in Alameda.

Midway Avenue between Main and Ferry Point Streets (Section I). The plan recommends a narrow street in this area to calm incoming traffic from Tinker Avenue and the Webster Posey Tubes as it passes through this residential area and into Alameda Point. The section includes two travel lanes, two curb-side bicycle lanes, and street trees.



Atlantic Avenue with light rail transit in median.

In addition to Midway, the Framework Plan recommends a narrow section on Orion (Section F) and Moonlight (Section D) to calm traffic in the area of the Alameda Point Collaborative and to respect the existing property lease lines.

Mitchell-Mosley Avenue. The Framework Plan recommends that the future Mitchell-Mosley Avenue provide access into Alameda Point by crossing Main Street at a location approximately halfway between the existing ferry terminal and Singleton Avenue and connect to Orion Street and Redline Avenue. Once Mitchell-Mosley enters the Alameda Point residential area, the street would be configured as a Neighborhood Boulevard described in Section C. This extension will also provide access to the Alameda Point Collaborative's proposed commercial plant nursery on Main Street.

Main Street (Section B). The Framework Plan recommends that Main Street be reconfigured to include one lane for cars in each direction, a center turning lane, 5 foot bike lanes, and on street parking. Main Street should be lined with large street trees. Similar to the existing linear park on the east side of Main between Singleton Avenue and Ralph J. Appezzato Memorial Parkway (Atlantic Avenue), the Framework Plan recommends that a new linear park be built on the west side of Main Street to extend the existing linear park to the Encinal Boat Ramp and 24-acre waterfront com-

Appendix IX.

City of Alameda, Cross Alameda Trail – Feasibility Study
July 2005

CROSS ALAMEDA TRAIL
Feasibility Study

FINAL REPORT

Prepared for:
Association of Bay Area Governments
Bay Trail Project

Prepared by:
City of Alameda Public Works Department
July 5, 2005

TABLE OF CONTENTS

Preface..... i

Chapter I – Background..... I-1

Chapter II – History..... II-1

Chapter III – Relationship to Adopted Plans..... III-1

Chapter IV – Corridor Land Use and Trail Connections..... IV-1

Chapter V – Potential Alignment Options and Constraints..... V-1

Chapter VI – Street Crossings VI-1

Chapter VII – Trail Design Characteristics..... VII-1

Chapter VIII – Cost Estimates..... VIII-1

Chapter IX – Trail Management Plan..... IX-1

Appendix A – Alignment Sheets..... A-1

Appendix B – Shoreline Access Areas Connecting to the Trail..... B-1

Appendix C – Alternative Pavement Markings for Shared Roadway Facilities.... C-1

Appendix D – Trail Cross-Sections..... D-1

Appendix E – Public Comments..... E-1

PREFACE

Much of the corridor studied in this report has been historically utilized by the Alameda Belt Line railroad (ABL). Evaluation of possible alternative public uses of the ABL, including the benefits of preserving the property intact as open space or for other compatible uses, is especially timely. First, much of the ABL has been out of service for a decade or more. ABL granted trackage rights on the remainder to Union Pacific (UP) in 1998 and has otherwise ceased service. UP's last customer no longer uses the line. ABL is offering parcels comprising the line for sale. The remaining property is at risk of fragmentation. Second, as part of the transaction approved by the Interstate Commerce Commission in 1926 which created ABL and authorized its extension, the City of Alameda retained a right to repurchase the railroad at original cost. Finally, there is considerable citizen interest in preserving the ABL property for public use, particularly for uses compatible with open space. Rail, transit, and trail uses are all open space compatible. In order to protect its interests and consonant with citizen interest, the City is actively exploring acquisition of the property, and has duly served notice upon ABL of an intent to exercise the City's option to repurchase. ABL is contesting the vitality of the option in ongoing litigation.

It has long been recognized that railroad corridors have many valuable uses in addition to handling freight:

> "[T]o assemble a right-of-way in our increasingly populous nation is no longer simple. A scarcity of fuel and the adverse consequences of too many motor vehicles suggest that society may someday have need either for railroad or for the rights'of-way over which they have been built. A[n] ... agency charged with designing part of our transportation policy does not overstep its authority when it prudently undertakes to minimize the destruction of available transportation corridors painstakingly created over several generations."[1]

The federal Council on Environmental Quality (CEQ) has specifically observed that "Converting railroad rights-of-way to trails is an example of an action that can affect transportation, energy efficiency, natural resources and historic preservation."[2]

Not surprisingly, the ABL property has already been recognized as a logical candidate for a variety of public uses. Moreover, preservation of the property for those uses may result in substantial public benefits, now and in the future.

The potential benefits of preserving the ABL for passenger rail transit have been examined in other reports and planning documents. These studies have indicated that the ABL line is a major rail transit candidate. Since passenger rail operates on the same gauge as freight rail, preservation of the property for passenger transit is also consistent with freight rail operation.

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[1] U.S. Court of Appeals for the First Circuit, in Reed v. Meserve, 487 Fed. Rptr. 2d 646 at pp. 649-650 (1973).

[2] Council on Environmental Quality, *Environmental Quality: 21st Annual Report 188* (1991).

The ABL also has potential value as a commuting and recreational trail corridor. Indeed, the purpose of the *Cross Alameda Trail Feasibility Study* is to evaluate portions of the ABL for such use, as well as to examine alternative locations for a Cross Alameda Trail. Because of the interest in preservation of the ABL for rail (or other transit mode) purposes, the *Cross Alameda Trail Feasibility Study* also looks at the joint use of the ABL property for both transit and trail purposes.

Nothing in this study should be construed to suggest that the City should seek, or is seeking, to acquire ABL property for trail, and most especially solely for trail, purposes. Rather, the Study is designed to evaluate, among other things, whether the property, if acquired, could appropriately be employed for trail use, or for transit and trail use. As the contents of this Study make clear, the authors conclude that the ABL property is appropriate for development of a multi-use trail, or possibly a joint trail/transit corridor.

While not otherwise discussed herein, this Study assumes that the ABL is an operating freight railroad, albeit without any active shippers, and that it remains under the jurisdiction of the federal Surface Transportation Board (STB). Under that assumption, an acquisition by the City at the current time should be consistent with the continued discharge of all freight rail obligations in connection with the shippers served by ABL and would be subject to STB authorization.

CHAPTER I

PROJECT BACKGROUND

The north side of the City of Alameda'a main island encompasses a transportation corridor which includes a currently inactive rail line. The rail line was formerly used by the Alameda Belt Line railroad to serve some of Alameda's major industrial sites on the north side of Alameda's main island during the past 100 years. Because the line is now inactive, it is a candidate for alternative public uses, and its potential availability means that the City of Alameda may have an opportunity to develop a new multi-use trail along the northern side of the City's main island.

The proposed "Cross Alameda Trail" would enhance the City's transportation infrastructure and recreational opportunities; provide enhanced bicycle and pedestrian access to the City's major commercial districts and redevelopment sites; and provide a link to the corridor's historic past by celebrating its industrial history. The multiple uses for the Trail would ensure that there is a strong, diverse constituency in the community to carry the project through to completion and maintain it as a high-quality facility in the future. One of the key challenges of this project would be to meet the needs of all of the potential users of the Trail, including commuters and others making utilitarian trips, as well as recreational users. In some cases, to avoid conflicts between the various types of users, separate "recreational" and "commuter" routes may be required.

This corridor has long been identified as a potential trail route, but the growing interest in developing the former rail corridor has brought a new urgency to the project. Opportunities to construct new trails are infrequent in older cities such as Alameda, and the City appropriately must be concerned that by neglecting to act now, this opportunity could be lost.

In December 2003, the City of Alameda was awarded a Bay Trail grant from the Association of Bay Area Governments (ABAG) to conduct a feasibility study of the Cross Alameda Trail. Shortly before the City was selected for this funding, the Rails-to-Trails Conservancy (RTC), a non-profit organization dedicated to converting abandoned railroad corridors to public trails, received funding from the San Francisco Foundation to develop a concept plan for the Cross Alameda Trail. To maximize the efficient use of resources, the City and RTC coordinated their respective efforts, with the RTC effort serving as the primary mechanism for soliciting public input regarding the City's feasibility study. This framework also enabled the public involvement process to not be constrained by the needs or goals of the City, which would be accounted for as part of the technical analysis. This report focuses on the results of the City's technical feasibility of constructing the Trail.

Bay Trail

The Bay Trail, once complete, will encircle San Francisco Bay with over 500 miles of trail in nine counties. Portions of the Bay Trail in Alameda are complete, notably the paths along Shoreline Drive and on Bay Farm Island, which are heavily used for recreation. But many other segments have also been completed, including paths in Marina Village and at the Grand Marina.

While the Bay Trail is generally located as close to the shoreline as possible, much of the northern shore of Alameda's main island has not been available for development, so the Bay Trail alignment adopted by ABAG is further from the shore. In this corridor, the Bay Trail alignment includes Ralph Appezzato Memorial Parkway, Atlantic Avenue, Buena Vista Avenue, and Tilden Way.

Work Scope

The work scope of this feasibility study includes the following tasks:

1. Identify legal constraints of acquiring property or easements for the proposed alignment and acquire preliminary information. Current property owners, existing easements, and title/deed restrictions of parcels in the study area will be identified.
2. Prepare a base map, including property ownership, land use types, topography, environmental features, existing infrastructure, and existing roadways, trails, and bicycle facilities.
3. Create trail corridor map. Develop and evaluate three alternative trail alignments, then identify a preferred alignment.
4. Conduct field analysis.
    - Identify and evaluate constraints to trail development in this corridor.
    - Identify connections to nearby commercial areas, parks, schools, other trails, parking and other important sites.
5. Identify constraints, including engineering issues, environmental concerns, and community opposition.
6. Develop general trail design standards, including width, access, placement, surface, and grade.
7. Develop typical cross-sections for each segment of the trail.
8. Site-specific standards to illustrate roadway crossings.
9. Estimate costs of right-of-way acquisition, engineering, construction, ongoing operations and maintenance.
10. Determine locations of access points.
11. Develop a trail management strategy.

It was recognized early on that the current status of properties along the waterfront made the development of a shoreline path a long-term prospect. In addition, there is the potential for additional development at inland locations in the corridor. Therefore, in addition to looking at the specific characteristics of the proposed trail corridor, a significant product of the study was a set of guidelines to be applied to new development projects in the trail corridor to ensure that sufficient right-of-way is provided to accommodate the trail. This will facilitate proactive long-range planning by the City as development opportunities present themselves.

Study Area

The limits of the Cross-Alameda Trail are from Main Street (westerly terminus) to Tilden Way (easterly terminus). In addition, it is envisioned that the Trail will ultimately continue west of Main Street into Alameda Point, terminating at the Seaplane Lagoon.

The study area is divided into five sections:

1. Main Street to Webster Street
2. Webster Street to Constitution Way
3. Constitution Way to Sherman Street
4. Sherman Street to Grand Street
5. Grand Street to Tilden Way

To facilitate ease of trail implementation, the proposed alignments took advantage of vacant properties in the corridor. The parcels formerly used by the Alameda Belt Line railroad provide a linear corridor with a limited number of landowners, which reduces the number of potential land acquisition negotiations. This is especially true for the portion of the trail from Main Street to Sherman Street.

Since a goal of the San Francisco Bay Trail Project is to promote and advocate implementation of the Bay Trail as a means of maximizing shoreline access, the status of the shoreline properties in this corridor was assessed. A shoreline path would be somewhat circuitous, and would serve a primarily recreational function. By contrast, the former Alameda Belt Line route is more direct and closer to many key destinations in Alameda, potentially providing a viable off-road route for bicycle commuters as well as pedestrians.

Public Involvement

As noted above, the Rails-to-Trails Conservancy took the lead on the public involvement component of the project, while the City's Public Works Department managed the feasibility study and conducted the technical analysis related to the development of the Trail. RTC completed the first phase of its public outreach initiatives while the City was conducting the feasibility study. To help guide the process, RTC contacted various groups that had indicated their support for the Cross Alameda Trail to solicit their interest in participating in the project steering committee. While the Public Works Department was not a formal member of the steering committee, staff participated and provided input into its discussions and work products to ensure coordination with the City portion of the project. The City also provided technical support to the Steering Committee throughout the public outreach process.

- Brochure/survey: The Steering Committee developed and distributed a brochure about the proposed Cross Alameda Trail to raise awareness about the project. The brochure included a map of the trail corridor and a survey. It was distributed at meetings of numerous community groups, at local businesses, and was made available on RTC's web site.

- Community Meeting: On June 2, 2004 the Steering Committee sponsored a public meeting at Coffee for Thought, a local café on Webster Street, located a few blocks from the proposed Trail.

- Tour of Trail Corridor: The meeting was followed up by a tour of the proposed trail alignment on June 5, 2004, which was National Trails Day. This gave residents the opportunity to discuss and visualize what the corridor could potentially look like.

- Web Site: RTC posted project information on its web site (www.railtrails.org). In addition to the brochure and the survey, the site included computer-enhanced photos of the potential trail corridor to help people visualize the completed facility.

- Presentations to Community Organizations: RTC staff and steering committee members made presentations on the Trail to the Alameda Point Advisory Committee, Homebase, and the Kiwanis Club.

Comments collected in the surveys illustrated a strong preference for an off-road trail, as opposed to on-street bicycle facilities with sidewalks. When asked an open-ended question about what elements of the proposed trail would be most important to them, respondents emphasized two features:

- proximity to nature and the presence of trees or landscaping (86%), and
- off-road path, separated from vehicular traffic (75%).

On July 20, 2004, Melanie Mintz of RTC made a presentation the Alameda City Council to provide them with an overview of their work. Since that time, RTC has been awarded additional funding by the San Francisco Foundation to continue its public involvement work associated with the Cross Alameda Trail.

Feasibility Study Goals

As described in the work scope above, the Public Works Department evaluated the technical feasibility of constructing a trail in this corridor. Using the information that was collected, the input collected through the efforts of RTC and the steering committee, and existing City policies, the following goals were established for the Trail:

- Develop an off-road trail where possible.
- The Trail corridor should include landscaping and trees.
- Utilize the former alignment of the Alameda Belt Line railroad.
- Trail should be a viable transportation corridor as well as a recreational facility.
- Provide protection to bicyclists and pedestrians at intersection crossings along the Trail.
- Include amenities, such as benches, parking areas, lighting.
- Explore ways to link nearby businesses and places of interest to the Trail.

Facility Types

Based on input from the public and the City's adopted policy framework, there are multiple user groups and purposes envisioned for the Cross Alameda Trail, and the needs of some user groups may sometimes conflict. Therefore, as noted above, it was decided to develop separate facilities in some portions of the corridor so that the Trail could best serve these varied user groups.

Several different types of facilities have been recommended as an outcome from this study. In discussing bikeway facilities, this report has used the definitions from Caltrans' *Highway Design Manual:*

(1) Class I Bikeway (Bike Path). "Provides a completely separated right of way for the exclusive use of bicycles and pedestrians with crossflow minimized."

(2) Class II Bikeway (Bike Lane). "Provides a striped lane for one-way bike travel on a street or highway."

(3) Class III Bikeway (Bike Route). "Provides for shared use with pedestrian or motor vehicle traffic." Bike routes are generally indicated with signage and may also include pavement markings to help raise the awareness of motorists to the presence of bicyclists.

Bicycle "boulevards" may be another option on some low-volume, residential streets. There is no standard definition for a bicycle boulevard, but it is generally similar to a bike route in that motor vehicles share space with bicycles; however, a bicycle boulevard may also include enhanced signage, pavement markings, traffic calming devices, and other modifications to improve the street conditions for bicyclists beyond the typical Class III bikeway.

CHAPTER II

HISTORY OF THE TRAIL CORRIDOR

The City of Alameda has a rich industrial history. The northern shoreline of the City's main island has long been the home to major shipping and commercial marine activities, particularly the Northern Waterfront. However, development trends in the area are resulting in a transformation from an industrial corridor to one with more of a mix of land uses.

Industrial and Military History

The Northern Waterfront, located approximately in the center of the Cross Alameda Trail corridor, has been home to Alameda's principal industrial area for over 100 years. Around 1890, the Alaska Packers Association – then the world's largest salmon-packing company – started berthing its vessels in the area currently run by the Grand Marina. During the two world wars and the Vietnam war, large industrial, shipbuilding, and commercial uses such as Encinal Terminals, Del Monte Warehouse, Weyerhaeuser, Pennzoil, and Listo Pencil Company emerged as leading economic activities at the Northern Waterfront. However, during the 1970s, the Northern Waterfront area experienced a decline in activity when many of the commercial shipyards closed.

The other major employer in this corridor was the Alameda Naval Air Station (NAS), which was commissioned in 1940 and remained open until 1996. It was the City's largest employer, with over 18,000 military and civilian personnel. Since the closure of the base, the property – now known as Alameda Point – has been undergoing a redevelopment process. This project is anticipated to create a major new destination point at the City's west end.

Alameda Belt Line Railroad

The Alameda Belt Line railroad (ABL) played a key role in the historical development of the City of Alameda, and played an important role in the success of the companies mentioned above as well as the NAS. The City initially developed rail service through this corridor in part to ensure that shippers relying on carriers other than Southern Pacific would receive cost-effective rail service. In order to better ensure extension of the railroad, the City transferred its interests to ABL, a joint venture of the Western Pacific Railroad Company and Atchison, Topeka and Santa Fe Railway Company, pursuant to an authorization from the Interstate Commerce Commission (ICC) issued in 1926. The ICC, over the opposition of Southern Pacific, also authorized certain extensions of the rail line in its 1926 authorization. The City retained a right to repurchase the rail line, including the extensions. In accordance with the ICC order, rail service was extended to provide rail access for the Northern Waterfront area, including ultimately across the island to the NAS. ABL established the area south of Atlantic Avenue between Constitution Way and Sherman Street as a rail yard in 1926, a function it continued to serve until 1988. Pursuant to an authorization by the Surface Transportation Board (STB), Union Pacific obtained "trackage rights" on the ABL line in 1998. ABL has effectively stopped

service, as Pennzoil, Union Pacific's last remaining customer on the ABL, no longer uses rail to transport products.

The past 30 years have seen the beginning of a dramatic change for this corridor. With the closing of the NAS and the phasing out of much of the industry in the area, many of the properties have been or are proposed to be converted for mixed or residential use. Current and proposed projects are described in Chapter 3.

Current Status of the Corridor

In the transaction forming the ABL and providing for its extension as authorized by the ICC in 1926, the City retained a right to repurchase the rail line and all extensions for the original purchase (or in the case of extensions, investment) price. With the decline in freight rail use of the corridor, there has been growing interest in use of the property for other open space purposes, including a trail, or for joint rail and trail use. The City's 1991 General Plan includes an open space designation through the two primary ABL properties, the south side of Appezzato Memorial Parkway from Main Street to Webster Street, and the former ABL rail yard between Constitution Way and Sherman Street. Currently, the City of Alameda and the owners of the ABL property are in litigation to determine whether the City may exercise the repurchase option to acquire the property.

Alameda residents have also expressed their support for the use of the ABL properties as open space. In 2002 two ballot measures (Measure D & E) involving the ABL property were approved. Measure E proposed changing the designation of the property in the Land Use element of the General Plan to Parks and Public Open Space, and amending the City's zoning ordinance and zoning map to classify the property as an Open Space District. Measure D proposed delaying the implementation of Measure E until voters approve a means of funding the acquisition of the property if required.

So far as the City is aware, ABL has never sought authorization from either the ICC or the STB (the ICC's successor agency) for abandonment of any portion of its right-of-way. Nonetheless, ABL has sold, and is offering for sale, parcels in the right-of-way. Sales of regulated rights of way that are inconsistent with continued freight rail use are generally unlawful absent prior ICC or STB authorization. It is not clear that ABL can take the position that the right-of-way is not currently regulated since it was specifically authorized by an ICC order in 1926. Accordingly, the authors of this Study shall assume that STB retains jurisdiction over the right-of-way. Nonetheless, because the rail corridor is no longer actively in rail use and is being offered for piecemeal sale, it is important that the City consider measures to acquire it pursuant to the repurchase option, or otherwise, if the City wishes to preserve it intact as a transportation corridor for rail freight, passenger rail, trail, or other purpose now or in the future.

CHAPTER III

RELATIONSHIP TO ADOPTED PLANS

The Cross Alameda Trail supports adopted Regional, County and City plans. In addition, there are several City planning and development efforts currently under way in the trail corridor. This makes the Trail very timely, as there is the opportunity to integrate the Trail with these projects while they are in the early stages of project development.

Consistency with Regional and County Plans

The Bay Area has a complex governmental hierarchy, and various agencies are responsible for different aspects of transportation and shoreline development. Coordination between the City and these agencies is essential not only for acquiring the approvals needed to advance the implementation of projects, but to access the full range of funding opportunities.

Below is a description of a number of key plans relating to the development of the Cross Alameda Trail.

Bay Trail Plan

The Bay Trail Plan proposes the development of a trail around the perimeter of San Francisco and San Pablo Bays. The adopted alignment for the Bay Trail is approximately 400 miles long and links the shoreline in the nine Bay Area counties. The Cross Alameda Trail is located along the adopted alignment, and the City will meet one of the primary goals of the Bay Trail Plan by pursuing a shoreline path in this corridor as a long-term objective. The Bay Trail Project, which includes staff dedicated to planning, promoting and advocating implementation of the Bay Trail, is administered by the Association of Bay Area Governments (ABAG), which provided the primary funding for this study.

Regional Bicycle Plan

The Regional Bicycle Plan, prepared by the Metropolitan Transportation Commission (MTC) and adopted in 2001, includes regionally significant bicycle facilities throughout the nine Bay Area counties. The Alameda Bay Trail is a project in the regional plan and includes all Bay Trail segments in Alameda.

Alameda Countywide Bicycle Plan

The Countywide Bicycle Plan, completed in 2001, is a project of the Alameda County Congestion Management Agency (CMA). Most of the Cross Alameda Trail is included in the countywide plan, from the intersection of Appezzato Memorial Parkway and Fifth Street to the east end of the Trail at Tilden Way.

Consistency with City Policies and Plans

The Cross Alameda Trail will support policies contained in numerous City plans, as it will enhance bicycle and pedestrian transportation opportunities as well as shoreline access. The Trail is being included in the plans discussed below that are still being developed.

City of Alameda General Plan

This project supports a number of policies in the City of Alameda's General Plan (GP), which was adopted in 1991, as well as some policies from subsequent GP amendments. Below is a list of the relevant policies, arranged by element:

Land Use Element:

2.10.d At locations where it is infeasible to provide public access to the shoreline, or allow public use or publicly owned shoreline, such as along the Tidal Canal, continued private use should be permitted only if mitigation is provided by improving public shoreline access elsewhere in the City.

City Design Element:

3.2.a Maximize views of water and access to shorelines.

Transportation Element:

4.4.c Identify potential conflicts between bicyclists and pedestrians and develop projects to minimize such conflicts.

Parks and Recreation, Shoreline Access, Schools, and Cultural Facilities Element:

6.1.d Promote the development and retention of private open space to compensate for the shortage of public open space.

6.1.h Develop a continuous greenway, east of Main Street and north of Atlantic Avenue, and along the general alignment of the railroad right-of-way between Webster Street and Sherman Street, provided that the greenway design on each parcel allows for connection throughout the length of the greenway.

6.2.a Maximize visual and physical access to the shoreline and to open water.

6.2.b Regulate development on City-owned shoreline property to maximize public use opportunities.

6.2.e Remove impediments to enjoyment of shoreline access where legal access exists.

6.2.f Cooperate with property owners adjoining shoreline access points to ensure that public use does not cause unnecessary loss of privacy or unwarranted nuisance.

6.2.h Require shoreline access where appropriate as a condition of development approval regardless of whether development occurs within the area of BCDC regulation.

6.2.l Seek grants for implementation of Bay Trail segments

Alameda Point General Plan Amendment:

9.2.g Integrate Alameda Point into the community by creating transit and physical connections to adjacent community centers such as Marina Village and Webster Street.

9.3.mm Support a system of trails that provide public access to and within the Wildlife Refuge.

9.4.f Minimize vehicle trips to and from Alameda Point that must use the Webster/Posey tubes by providing alternative travel modes and connections to the regional transportation system.

9.4.y Provide a system of connections for pedestrians and bicyclists including sidewalks, crosswalks, bike lanes and multi-use paths connecting residential, schools, parks, transit stops, employment, commercial districts, and other areas of community activity on Alameda Point.

Northern Waterfront General Plan Amendment (draft):

The Northern Waterfront General Plan Amendment addresses development in the area that is primarily between Buena Vista Avenue and the estuary, and bounded by Sherman Street and Minturn Street. The General Plan Amendment is currently in draft form, and it is scheduled to go before the Planning Board the first quarter of 2005. As of this writing, there are numerous draft policies addressing the needs of bicyclists and pedestrians throughout the Northern Waterfront area, and including a bicycle/pedestrian pathway through the former Alameda Belt Line rail yard has been recommended.

Bicycle Master Plan Map:

The Bicycle Master Plan map (see Attachment 1) was adopted as part of the General Plan, and includes a number of proposed bicycle facilities in the proposed Trail corridor. These facilities are all components of the various alignments that were evaluated as part of this feasibility study. The relevant segments from the map are:

- Multi-use path along Ralph Appezzato Memorial Parkway from Main Street to Webster Street.
- Bike route along Atlantic Avenue from Webster Street to Constitution Way – Connects to existing bike lanes on Atlantic Avenue for an additional block to the west.
- Bike lanes along the proposed extension of Clement Avenue from Sherman Street to Grand Street – Extend the existing bike lanes on Atlantic Avenue to the east.
- Bike lanes along existing Clement Avenue from Grand Street to Oak Street.
- Bike lanes along Oak Street – Connects to Blanding Avenue.
- Bike lanes along Blanding Avenue. from Oak Street to Broadway – Connects to existing bike route on Blanding Avenue.
- Multi-use path along shoreline from Fortmann Marina to Miller-Sweeney/Fruitvale Bridge.

City of Alameda Bicycle Master Plan
The City's Bicycle Master Plan, adopted by the City Council in 1999, provides additional recommendations beyond the GP map regarding the development of bicycle facilities in the proposed trail corridor. Two of the ten high priority projects identified in the Bicycle Master Plan pertain directly to the Cross Alameda Trail corridor:

- Project #6 – Northern Bikeway Corridor and Park/Fruitvale Bridges Bicycle Access was included to enhance bicycle facilities along the north side of the main island. The plan calls for the development of a trail "possibly utilizing portions of the old Alameda Belt Line right-of-way for a new pathway" and "new bike lanes where feasible." It also states that "[a] long term goal is to provide shoreline access along the Northern Waterfront as the area develops."

- Project #10 – Atlantic Avenue Bikeway refers to the Main-to-Webster section of the proposed Cross Alameda Trail. The plan recommends that the City "move ahead with the easement acquisition and development of a linear park and pathway in this corridor to help provide an important connection to the Alameda Point area. The plan also recommends enhanced bicycle protection at the intersection of Atlantic and Webster."

Long Range Transit Plan
The City's Long Range Transit Plan, which was accepted by the City Council in 2001, does not address the issue of bicycle facilities, but does include an analysis of issues relating to the proposed Cross Alameda Trail corridor. The transit plan considers the potential of using the former Alameda Belt Line right-of-way as a transit corridor, using light rail or other technology. To that end, the City has been reserving space within this corridor to accommodate future transit service (the specific transit mode has not been defined). Based on the physical requirements for light rail, the minimum required corridor width has been determined to be 17 feet. While the Cross Alameda Trail Feasibility Study does not include an assessment of the feasibility of transit service in this corridor, and the cost estimates do not include construction of a rail transit project, the required space for such a service has been included as a constraint in our analysis.

Transportation Master Plan
The City is in the process of developing its Transportation Master Plan (TMP), which will ultimately include a comprehensive set of transportation policies as well as prioritized projects. The policy portion of the TMP will be presented as an update to the Transportation Element of the General Plan. Within the TMP will be a multimodal circulation plan as well as five mode-specific plans: motor vehicle, bicycle, pedestrian, transit, and transportation system management/transportation demand management (TSM/TDM).

Webster District Strategic Plan
Through the Strategic Plan process, the City is working with the community to develop a vision for the Webster Street business district. Through this process, the City will work with the public to prioritize key issues and identify opportunities to enhance and revitalize the Webster Street area.

Completing Sections of Trail in Conjunction with Development

Some of the proposed Trail will be located on properties that are owned by private individuals. The City has several options for constructing a trail on private property, including purchasing the required land for the trail, obtaining an easement to permit access for trail users, or when a sufficient nexus exists, working with developers to ensure that the trail is built as part of their projects. However, since opportunities to negotiate with developers for public access under the last option are triggered only at the time when property development occurs, the City's control over trail development on private property is somewhat limited. For the foreseeable future, it is anticipated that no new development will occur on several properties along the water, including the U.S. Navy facility on Clement Avenue. As a result, the City's best opportunity to build the Trail in these areas is in a piecemeal fashion, taking advantage of opportunities as they arise.

In addition to the City's role in negotiating with developers to provide segments of the Trail, agencies outside the City are involved in the development process as well. In terms of developing the Cross Alameda Trail along the shoreline, the Bay Conservation and Development Commission (BCDC) will play a key role. BCDC was created by the state to ensure, among other things, maximum feasible public access to San Francisco Bay. To help achieve this mandate, BCDC has been given authority to regulate new development within approximately 100 feet of the bay, and has already required shoreline access on a number of projects in Alameda. A portion of the Trail study area falls within 100 feet of the shoreline, so BCDC approval will be required when that land undergoes redevelopment.

Development Projects in the Study Area

There are a number of ongoing development projects in the study area that are important to consider in the development of the Trail. The main projects, which are described in Chapter 5, are:

- Alameda Point Redevelopment
- Fleet Industrial Supply Center Redevelopment
- West Alameda Neighborhood Improvement Project
- Marina Cove Phase II
- Del Monte
- Encinal Terminals
- Grand Marina
- Bridgeside Shopping Center

CHAPTER IV

CORRIDOR LAND USE AND TRAIL CONNECTIONS

The Cross-Alameda Trail will establish a major bicycle and pedestrian route to key points along the north side of Alameda's Main Island. This chapter describes how the proposed trail will provide connections to existing points of interest as well as proposed/planned projects in the vicinity of the trail corridor. For reference, the heading of each section indicates the sheet in Appendix A that displays the relevant portion of the Trail corridor.

Summary of Existing/Planned/Proposed Development in the Cross Alameda Trail Corridor

Trail Section	Site	Status	Location	Description of Project
1 – Main Street to Webster Street	Alameda Point	Planned	Former Alameda Naval Air Station, west of Main St.	Over 4 million square feet of mixed use, including nearly 2,000 residential units.
	FISC	Planned/ under construction	North of Appezzato Memorial Parkway	Up to 1.3 million square feet of office and R&D facilities, over 500 residential units, and a school.
	Harbor Island Apartments	Planned renovations to existing facility	South of Appezzato Memorial Parkway, east of Poggi Street	Renovation of 615-unit apartment complex.
2 – Webster Street to Constitution Way	Webster Square	Existing	Southeast corner of Atlantic Avenue and Webster Street	21,500 square feet of retail space.
3 – Constitution Way to Sherman St.	Marina Village	Existing	East of Constitution Way, north of former Alameda Belt Line railroad yard	1.2 million square feet of offices, 180 residential units, 240,000 square foot shopping center, marina, and hotel
4 – Sherman Street to Grand Street	Del Monte	Proposed	Northeast corner of Buena Vista Ave./ Sherman St.	250,000 square feet of commercial, including 80,595 square feet of work/live studios (60 units).
	Encinal Terminals	Proposed	East of Wind River complex	222,000 square feet of residential (165 units) and 400 marina berths
	Marina Cove	Phase I complete, Phase II proposed	East of Del Monte	45-50 new single-family units
	Pennzoil	Existing	West of Grand St.	30,000 square foot petroleum storage and distribution facility
	Grand Marina	Proposed	West of Grand St., north of Pennzoil site	Up to 180 new residential units.
5 – Grand Street to Tilden Way	Alameda Marina	Existing	Clement Avenue, east of Grand Street	530 slips, as well as marine businesses such as engine repair, marine electrician, and sailmakers
	Park Street Landing	Existing	Blanding Avenue, west of Park Street	38,000 square feet of restaurants, retail, and business services
	Bridgeside Shopping Center	Planned expansion of existing facility	Northwest corner of Blanding Ave./Tilden Way	Expansion of existing shopping center to 108,500 square feet of commercial space

Section 1: Main Street to Webster Street (Sheets 1-3)

This section of the former rail alignment links the Webster Street business district to the west end's major development projects. It is currently designated as open space in the General Plan (see Figure IV-1); it is largely zoned as multi-unit residential, with the eastern end of the property zoned commercial. This trail section will serve as both the Recreational and Commuter Routes.

Existing development:
The area south of Appezzato Memorial Parkway includes both apartments and single-family homes. Residents of this neighborhood have the lowest household income level in Alameda. Since lower-income people have relatively low levels of automobile ownership and are more reliant on walking, bicycling, and public transportation, the addition of the Trail will be of significant benefit to this community.

The eastern terminus of this section is at Webster Street, one of Alameda's primary business districts. Streetscape improvements – including transit plazas, curb extensions, and landscaping – are under construction on a portion of Webster Street, and the Trail would be an important east/west connector between this revitalized business district and Alameda Point.

The Trail will also provide an access route for students at the College of Alameda (which has an enrollment of over 5,000 students) on Appezzato Memorial Parkway and to Woodstock Elementary School (enrollment of about 300 students), located on Third Street just south of Appezzato Memorial Parkway.

Proposed/planned development:
Alameda's West End is undergoing a major transformation, as the former Alameda Naval Air Station (Alameda Point) and the former Fleet Industrial Supply Center (FISC) are being redeveloped for civilian use. The residential portion of the former FISC site – known as Bayport – is located on the north side of Appezzato Memorial Parkway and is currently under construction. The segment along the water is currently zoned for office/commercial, but due to a downturn in the commercial real estate market, the developer has not finalized its plans for this portion of the project.

The Harbor Island Apartments, a 615-unit complex just south of the proposed trail alignment, is about to undergo a major renovation.

Recreational facilities:
Woodstock Park, which includes a recreation center, ball fields and a picnic area, is adjacent to Woodstock Elementary School, just off Third Street.

Bicycle and pedestrian facilities:
The western terminus of the Trail is across the street from the existing Main Street Greenway, which has been designated as a segment of Bay Trail. The Main Street Greenway, located on the east side of Main Street, includes separate bicycle and pedestrian paths. It connects to Coast

[INSERT GENERAL PLAN LAND USE MAP]

Guard housing off Singleton Ave. and the 200 units of low-income housing at Alameda Point, which is overseen by the Alameda Point Collaborative.

It should also be noted that the proposed development of Alameda Point includes an extension of the Trail west of Main Street to the Seaplane Lagoon.

Transit:
AC Transit's 63 line operates along Appezzato Memorial Parkway every 30 minutes from 5:00 AM-1:00 PM, with stops at Main Street, Third Street, Poggi Street, and West Campus Drive. The 63 connects to the Park and Webster Street districts, South Shore Shopping Center, Alameda Point, Marina Village, as well as the 12th Street and Fruitvale BART stations in Oakland. This segment of the Trail also offers connections to bus routes operating on Webster Street. The 51 line – which serves downtown Oakland and Berkeley – stops at the corner of Atlantic Avenue and Webster Street and offers service throughout the day, including 15 minute headways during peak commute times. The O and W transbay bus routes also stop at Atlantic and Webster and offer peak-hour service. The Main Street Greenway extends to Singleton Ave., one block from the Main Street ferry terminal, where the Alameda/Oakland Ferry Service connects to San Francisco. The ferry terminal has bike lockers and the boats accommodate bicycles.

Section 2: Webster Street to Constitution Way (Sheet 4)

This section links the proposed open space areas in Section 1 with Section 3, and will serve as both Recreational and Commuter Routes. The southern side of Atlantic Avenue is designated as open space in the City's General Plan, and the property is zoned for industrial use.

Existing Development:
On the south side of Atlantic Avenue is Webster Square, a small retail complex anchored by a Walgreen's drug store. This development is at the northern end of the Webster Street business district. On the north side of Atlantic Avenue is the City of Alameda's Housing Authority and Independence Plaza, a senior housing development with 186 units.

Proposed/planned development:
None.

Recreational facilities:
Neptune Park is located north of Atlantic Avenue between Webster Street and Constitution Way.

Bicycle and pedestrian facilities:
There is an existing sidewalk along both sides of Atlantic Ave. The south side is directly across Webster Street from Section 1. There are marked crosswalks at both ends of this segment.

Transit:
This section also connects to the 51, 63, O, and W routes described in Section 1 above.

Section 3: Constitution Way to Sherman Street (Sheets 4-6)

In this section, the Trail would be routed through the former Alameda Belt Line rail yard, which may be established as public open space or redeveloped. The General Plan designates a narrow corridor along the northwest property of the rail yard as open space, and the property is zoned for industrial use.

Existing development:
North of this section is Marina Village, which includes residences, a business park, and a shopping center. South of the Alameda Belt Line property are single-family homes as well as Parrot Village, an affordable housing development owned by the City's Housing Authority.

Proposed/planned development:
Although no development is planned at this time, the Northern Waterfront General Plan Amendment recommends that the ABL property be established as open space if funding is available. Otherwise, it is recommended that no more than 100 residential units be constructed here.

Recreational facilities:
None.

Bicycle and pedestrian facilities:
Marina Village is well-served by existing bicycle and pedestrian facilities. There are sidewalks throughout the area, and bike lanes on Atlantic Avenue, Challenger Dr, and Marina Village Parkway. There is a path along the eastern side of Constitution and Mariner Square Loop, providing a connection to the Posey Tube, and eventually Oakland. While there is a pathway through the Posey Tube to enable bicyclists and pedestrians to travel between Alameda and Oakland, it is approximately three feet wide, significantly narrower than Caltrans standards for Class I facilities.

Transit:
There are no bus stops immediately adjacent to this trail segment, but line 19 has stops at Challenger Drive/Atlantic Avenue, with headways of 30 minutes throughout the day.

Section 4: Sherman Street to Grand Street (Sheets 6-8)

Although a shoreline path would provide direct connections to proposed commercial sites in the Northern Waterfront area, alternative recreational alignments would serve residential neighborhoods. The former rail alignment in this segment would best serve commuters. The Fortmann and Grand Marinas are both designated as commercial recreation areas in the General Plan, the existing and proposed sections of the Marina Cove housing development are designated residential, and the rest of the area north of Buena Vista Avenue is designated for industrial use. Pacific Avenue and the south side of Buena Vista Avenue are designated residential, with the exception of Littlejohn Park, which is classified as open space.

Existing development:
Wind River Systems, a software company, is located just north of this section. Other than Clement Avenue, the streets through this section are largely residential, featuring many Victorian homes. There are also newer homes at the recently completed 83-unit Marina Cove Phase I housing development. The Del Monte building currently hosts light industrial warehouse uses and the Encinal Terminals site is occupied by a storage and cleaning facility for freight containers. At the east end of this section, Pennzoil operates a petroleum storage and distribution facility, and the Grand Marina is just north of this site.

Proposed/planned development:
This section is undergoing significant redevelopment. The second phase of the Marina Cove residential development is expected to consist of 45-50 single-family homes. Proposals have been submitted for mixed-use projects at the former Del Monte warehouse site, Encinal Terminals, and at Grand Marina. The City has begun discussions with Pennzoil – the current property owner on the east end of this section – regarding potential acquisition of the property. The City is interested in rezoning the site for residential use, which would complement the proposed uses on adjacent properties. The extension of Clement Avenue west of Grand Street and through to Atlantic Avenue is planned to occur in conjunction with these projects.

Recreational facilities:
Littlejohn Park on the south side of Buena Vista Avenue includes a play area, picnic facilities, ball fields, and basketball courts. The Fortmann and Grand Marinas are located along the shoreline in this section.

Bicycle and pedestrian facilities:
There is a path on the Wind River property that connects to Marina Village and the shoreline park there. Fortmann Marina includes a pedestrian walkway, which connects to the recently completed waterfront park on the north side of Clement Ave. The paths through the park connect to the shoreline path at Grand Marina; the park and marina paths are wide enough to accommodate both bicyclists and pedestrians. The completed portion of Clement Avenue was designed to accommodate a bike lane, as will the planned extensions of Clement Avenue through to Sherman and Grand Streets.

Transit:
AC Transit's 19 bus operates along Buena Vista Avenue with headways of 30 minutes throughout the day.

Section 5: Grand Street to Tilden Way (Sheets 8-12)

This section will link together the Northern Waterfront area with the Park Street business district and eventually Oakland. An on-street route will be developed along the former rail alignment in the near term, with a long-term goal of completing a shoreline path for recreational users as well. For bicyclists and pedestrians traveling between Alameda and Oakland, the Trail corridor will provide connections to the Park Street Bridge and Miller-Sweeney/Fruitvale Bridge. Oakland is currently developing a shoreline trail on its side of the estuary. The shoreline area at the

Alameda Marina is designated by the General Plan for commercial recreation, while the property north of Clement Avenue carries a mixed use designation. The General Plan also designates the U.S. Navy Training Center as a federal facility, while the shoreline to the east is designated as open space, with the exception of an industrial section east of the Park Street Bridge. In terms of zoning, the properties along the shoreline are classified as industrial, with the exceptions of the commercially-zoned Park Street Landing and Bridgeside Shopping Centers. The Buena Vista Avenue and Pacific Avenue corridors are zoned residential, except for the section located in the Park Street business district, which is zoned commercial.

Existing Development:
The waterfront development in this segment includes marine and industrial uses, and there is also a U.S. Coast Guard facility. The Trail would cross the historic Park Street business district, one of the City's primary commercial areas. Park Street includes a variety of restaurants and other services, including two bicycle shops. Like Webster Street, a portion of Park Street is undergoing a streetscape project that will add curb extensions, transit plazas, landscaping, and other features to make this corridor more pedestrian- and transit-friendly.

Proposed/planned development:
The major new project in the corridor is the redevelopment of the Bridgeside Shopping Center at the corner of Blanding Avenue and Tilden Way. In the Park Street area, the new Main Alameda Public Library will be constructed on Lincoln Avenue near Oak Street just south of the rail alignment, and major renovations have been proposed for the historic Alameda Theater on Central Avenue.

Recreational facilities:
McKinley Park is located on Buena Vista Avenue and would provide a potential destination for Trail users. Adjacent to the park is Thompson Field, which is used by Alameda High School for its football games. The Trail could also provide a route to school for students at Island High School on Eagle Avenue east of Park Street.

Bicycle and pedestrian facilities:
The Trail will provide important connections to other parts of the City's bicycle facilities network in this area. There are currently bike lanes on Broadway, which connects the main island's southern (bay) shoreline to the northern (estuary) shoreline. There is also a bike route on Blanding Avenue and bike lanes on Fernside Boulevard, which is on the adopted Bay Trail alignment.

Transit:
There are numerous bus routes in proximity to this part of the Trail. AC Transit's line 50 runs on Park Street with headways of 15 minutes during the day and connects to Fruitvale BART. Line 51 begins at the Bridgeside Shopping Center and serves the Park and Webster Street areas, as well as downtown Oakland and Berkeley with service every 15 minutes. The 19 operates along Buena Vista Avenue, parallel to the proposed Trail route, with 30 minute headways with stops including the Bridgeside Shopping Center and the Fruitvale BART station at its eastern end. The OX crosses the Trail corridor at Park Street and provides service to San Francisco at 15 minutes intervals during peak commute hours.

CHAPTER V

POTENTIAL ALIGNMENT OPTIONS AND CONSTRAINTS

The Cross Alameda Trail corridor currently includes a wide variety of land uses and conditions. This section provides a visual look and general description of the current site conditions, key issues that will need to be addressed in each section, and potential commuter and recreational alignment options for the Trail corridor.

As a segment of Bay Trail, the preferred alignment for the Cross Alameda Trail is a Class I bikeway/multi-use path. In some sections of the proposed Trail corridor, where the off-street path offers a direct, uninterrupted route, the path should be able to serve the needs of both recreational users and commuters. However in many locations, such a path would result in a somewhat circuitous route, especially along the shoreline, and this would not be useful for commuter-oriented users in this corridor. For trail sections where this is the case, this project has evaluated the feasibility of on-street bicycle facilities to complement the off-street path. This "Commuter Trail Alignment" generally features Class II bike lanes, which would be designed to enable riders to reach their destinations as quickly as possible. The inclusion of both off-street and on-street routes in this corridor supports the City's Bicycle Master Plan.

An important consideration in terms of project implementation is timing. The development of a shoreline path east of Grand Street may be feasible in the long-term, and such a facility is the preferred recreational route, but the property is privately-owned and the current uses are not compatible with a trail at many locations. So while a path can be constructed parcel-by-parcel, as redevelopment occurs, the City is also pursuing interim "Recreational Trail Alignment" options. These interim options will utilize sidewalks and Class III bike routes.

The accompanying maps in Appendix A illustrate the location of each alignment option, parcel boundaries, existing infrastructure, major destination points in Alameda, connections to existing bicycle facilities, and existing shoreline access areas. The sheet numbers for each section are indicated in the heading for each section of the Trail. A summary of the features of each section is included on page V-22.

Appendix D includes typical cross-sections for each portion of the proposed Trail. The specific section(s) associated with each part of the Trail are referenced in the headings throughout this chapter.

Cross Alameda Trail Alignment Overview

Trail Section	Description of Section and Alignment Options
Section 1: Main St. to Webster St.	Commuter/Recreational Trail Alignment: Class I path would be built along the south side of Appezzato Memorial Parkway on vacant property formerly used by the Alameda Belt Line Railroad.

Section 2: Webster St. to Constitution Way	Commuter/Recreational Trail Alignment: Class I path would utilize and expand the existing sidewalk on south side of Atlantic Avenue.
Section 3: Constitution Way to Sherman St.	Commuter Trail Alignment: Maintain existing Class II facility (bike lane) along Atlantic Avenue. Recreational Trail Alignment 1: Route would be constructed as a Class I path through the former Alameda Belt Line railroad yard.
Section 4: Sherman St. to Grand St.	Commuter Trail Alignment: Route consists of bike lanes along Clement Avenue Recreational Trail Alignment 1: Route consists of bike route along Sherman Street and Buena Vista Avenue Recreational Trail Alignment 2: Recreational route consisting of bike route or bike boulevard along Sherman Street and Pacific Avenue Recreational Trail Alignment 3: Recreational route, consisting of Class I path along shoreline
Section 5: Grand St. to Tilden Way	Commuter Trail Alignment: Route consists of bike lanes along Clement Avenue Recreational Trail Alignment 1: Route consists of bike route along Buena Vista Avenue Recreational Trail Alignment 2: Route consists of bike route or bike boulevard along Pacific Avenue, Walnut Street, and Buena Vista Avenue Recreational Trail Alignment 3: Route consists of Class I path along shoreline

As discussed in Chapter III, the Cross Alameda Trail corridor coincides with the location for a proposed transit corridor extending from Alameda Point to the Fruitvale BART station in Oakland. While along some sections of the Trail, both facilities can be designed for safe operations in proximity to one another, there are some locations where the amount of available space is quite constrained. As described below, these constraints mean that at the time a transit service is implemented, additional property will have to be acquired or the bicycle facilities will have to be relocated to a parallel route.

For the purposes of this study, the main issue in determining the feasibility of locating a transit corridor is to determine the amount of space required, how that will be accommodated in the proposed cross-sections, and the impact this will have on the Trail. Earlier analysis determined that 17 feet will be sufficient to accommodate a single-track light rail or bus rapid transit system, and this is the amount of space the City has required to be reserved by other development projects in this corridor. Some locations along the corridor will require additional width for a double-tracked transit corridor or to accommodate passing sidings or station platforms. The sections of the Trail that will be constructed in open space areas – from Main Street to Webster Street, and from Constitution Way to Sherman Street – have the fewest spatial constraints and will most easily allow for these facilities.

The 17-foot right-of-way will enable the City to accommodate a range of transit technologies in this corridor. As the City moves toward implementation of transit service in this corridor, more detailed evaluation of available technologies will be conducted. If it is determined that transit service can be employed that will require less space, this may enable the inclusion of bike lanes, parking, or wider travel lanes in cross-sections throughout the corridor.

Transit Corridor in Proximity to Cross Alameda Trail – Alignment Summary

Trail Section	Location of Potential Rail Service	Alignment Characteristics
Main Street to Webster Street	South side of Appezzato Memorial Parkway, within linear park	exclusive right-of-way
Webster Street to Constitution Way	Within roadway of Atlantic Avenue	shared right-of-way with vehicle traffic
Constitution Way to Sherman Street	Within former Alameda Belt Line rail yard	exclusive right-of-way
Sherman Street to Grand Street	Center of Clement Avenue, share with bidirectional motor vehicle turn lane	shared right-of-way with vehicle traffic
Grand Street to Tilden Way	Shared with bi-directional turn lane along Clement Avenue	shared right-of-way with vehicle traffic

Section 1: Main Street to Webster Street (Sheets 1-3; Sections A-A, B-B)

The property between Main Street and Webster Street to the south of Appezzato Memorial Parkway is the former route of the Alameda Belt Line railroad. This section is approximately 4500 feet long and 70 feet wide. There are four signalized intersections – at Main Street, Poggi Street, Third Street, and Webster Street – that the Trail would cross in this section. This corridor serves an important function, as it will be the primary gateway into Alameda Point.

The two parcels in this corridor are currently owned by the Burlington Northern Santa Fe Railway and Union Pacific. The properties are currently vacant, with the exception of a wooden structure just east of Third Street (see Figure V-2). The rails and ballast have generally been removed, although rails remain in the two road crossings in this section. The smaller of the two parcels is currently being leased by the Alameda Unified School District for use as a parking lot. Adjacent properties in this corridor are developed with residential uses, with the exception of retail shops at the corner of Appezzato Memorial Parkway and Main Street and a car lot on Webster Street.

Although the rail has been removed, this property is suitable for continued transportation uses, including trail use. While the cost of residential property in Alameda has increased dramatically in recent years, the building potential of this property is constrained by several factors, including the existence of a 20 to 30-foot wide sewer easement along the southern boundary of the

property, and restrictions in the City's zoning ordinance. The unusual dimensions of the property make it well-suited for the development of a linear park, with a transit corridor along the roadway edge.

The proposed path in this section would serve as the combined Commuter and Recreational Trail Alignment. The on-street environment is not suitable for bike lanes, as the roadway between the median and the curb is 32 feet wide, which is not sufficient to accommodate two through travel lanes, bike lanes, and dedicated turn lanes that are required on Appezzato Memorial Parkway at each of the signalized intersections. The City's most recent speed surveys indicate that the 85th percentile speed on Appezzato Memorial Parkway was 39 mph for eastbound traffic, and 40 mph for westbound traffic, and the loss of the bike lanes at the intersections would create undesirable conditions for bicyclists. The straight route of the proposed Trail and limited number of street crossings in this section make this a viable option for commuters as well as recreational users.

Issues Regarding Accommodation of Combined Trail/Transit Corridor
This section is largely vacant, providing an opportunity to construct both a double-tracked transit facility as well as a multi-use path. However, there are two significant constraints along this section in terms of accommodating both the Trail and a transit corridor.

At the southwest corner of the Appezzato Memorial Parkway/Main Street intersection is a block of several retail stores. While the Trail alone could be designed to run south of the curb without impacting on this parcel, a transit corridor could not be completed through this location without the use of much of the existing parking lot.

The second concern is that just east of Third Street, the Alameda Unified School District leases a parcel from the Alameda Belt Line for use as a parking lot. The parking area is approximately 50 feet wide, leaving only about 20 feet of width, use of this property would be needed to accommodate both the Trail and a transit corridor. When the transit corridor reaches the design phase, the City will work with the school district to determine its parking needs and explore alternate configurations of the site or other parking opportunities; this will ensure that the necessary parking will be provided in addition to space for the transit corridor.

On the west side of Webster Street, near the intersection with Appezzato Memorial Parkway (and within the Webster Street business district), the transit corridor would become a single-track facility and space will be reserved for a station platform. The station would be designed to ensure safe and convenient access to the station from bus stops at the Atlantic Avenue/Webster Street intersection.

An alternative design for the transit corridor in this section is to follow a preliminary light rail feasibility study completed as part of the City's transit plan in 2001, for which the transit corridor was assumed to be located in the center of the existing roadway. To maintain the required traffic capacity, the existing curb would have to be relocated approximately 20 feet to the south of its current location along most of the segment. Nearing the intersection of Atlantic Avenue and Webster Street, the curb would be relocated up to 40 feet to accommodate an additional turn lane that will be required at this intersection. At its narrowest point, the

remaining property would still be over 20 feet wide, which would easily accommodate a multi-use path. For most of the segment, approximately 45 feet would be available.

FIGURE V-1. Former Alameda Belt Line property on south side of Appezzato Memorial Parkway, looking east from Main Street (Section 1).

FIGURE V-2. Structure located in the right-of-way, parcel behind is being leased for use as a parking lot (Section 1).

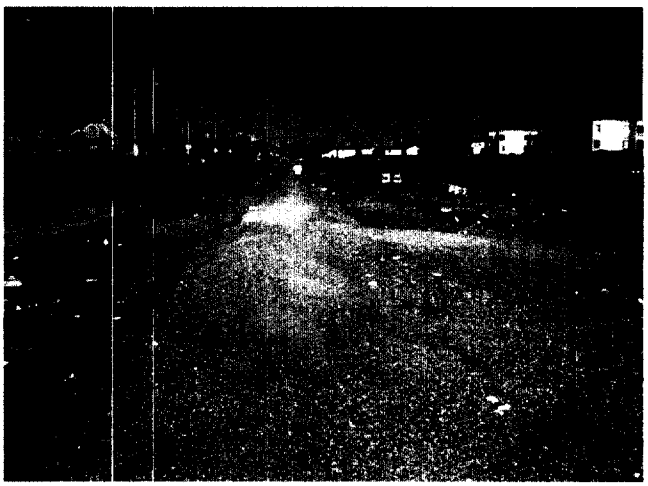


FIGURE V-3. Looking east from Poggi Street. Harbor Island Apartments are located at the right side of the photo (Section 1).

FIGURE V-4. Looking west from Webster Street (Section 1).

Section 2: Webster Street to Constitution Way (Sheet 4; Section C-C)

This section is approximately 500 feet long and continues along the south side of Atlantic Avenue. Major intersection crossings include Atlantic Avenue/Webster Street and Atlantic Avenue/Constitution Way, which are the main routes to and from the Webster and Posey Tubes and are at either end of this segment.

The two parcels in this section were developed as commercial properties, including a Walgreen's drug store and Starbuck's coffee shop. This section of the Trail would be constructed entirely within the public right-of-way and would require no land acquisition. Construction of a trail through this area was accounted for to some degree at the time this project was approved, as the developer was required to reserve space for a future greenway. A portion of this area can be seen as a landscaped area on the left side of Figure V-5. This is located at the west end of the block, where the City has a 21-foot easement for bicycle and pedestrian facilities.

However, as shown in Figure V-6, the center of the block is more constrained, due to the small space between the building and the sidewalk. As a condition of the project, the developer was required to reserve a three to seven foot area for the greenway. East of the building, the City has a 12-foot wide greenway easement, which is sufficient to accommodate the Trail.

The Trail can be accommodated by widening the existing sidewalk along the south side of Atlantic Avenue. This would serve as the combined Commuter and Recreational Trail Alignment, as it provides the only direct route between the open space areas west of Webster Street (Section 1) and east of Constitution Way (Section 3). Currently the sidewalk on this block is eight feet wide. While this meets the minimum Caltrans requirements for a Class I bikeway, a wider trail is recommended due to the large amount of pedestrian traffic in this area and the presence of a bus stop. Since the City has a greenway easement for at least three feet along this entire block, the most viable option for the Trail at this location is to widen the existing 8-foot sidewalk. It is recommended that the sidewalk be widened by an additional two feet on the south

side to create a consistent 10-foot side path in this section. In addition, it is recommended that the existing 5-foot planting strip be paved – while there are some obstructions in the planter strip, this would provide some additional width for Trail users along most of this section.

FIGURE V-5. Looking west from driveway near Walgreen's/ Starbuck's (Section 2).

Issues Regarding Accommodation of Combined Trail/Transit Corridor
The transit corridor would be located in the center of the street. Currently this space is occupied by a median (six feet wide) and turn lanes (11 feet wide). The total width of this area is equal to 17 feet, the same amount of space being reserved for the transit corridor across the rest of island. In addition to serving as a transit corridor, this space will be used as a turn lane for motor vehicles.

Since the available width is available within the existing cross-section, no additional construction would be required to accommodate the transit corridor. Interactions between transit vehicles and other traffic at the intersections of Webster Street/Atlantic Avenue and Atlantic Avenue/ Constitution Way will be addressed in the design phase of the project.

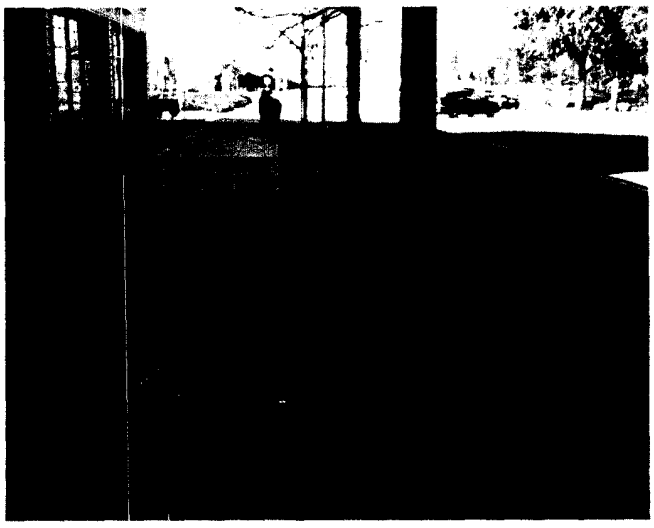


FIGURE V-6. Looking west from east end of Kinko's/Togo's /Starbuck's (Section 2).

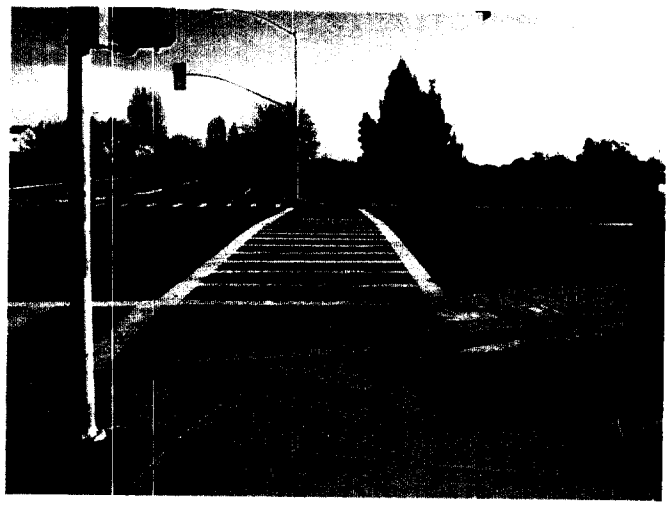


FIGURE V-7. Looking east from southwest corner of Atlantic/ Constitution intersection (Section 2).

Section 3: Constitution Way to Sherman Street (Sheets 4-6; Sections D-D, E-E)

In this section, the rail alignment turns south from Atlantic Avenue and east through the former Alameda Belt Line rail yard. There are two adjacent parcels in this area, totaling approximately 22 acres. One parcel includes a set of tracks owned by Union Pacific Rail Road, and the other is the former Alameda Belt Line rail yard. Some of the tracks have been removed from this parcel, but the status of the tracks will be fully evaluated as part of the environmental analysis. In 2002, Alameda residents voted to maintain this area as open space if funding was made available to purchase the property. Otherwise the current zoning will allow it to accommodate approximately 100 residential units. Whether this property is used as open space or developed, there will still be sufficient space available to accommodate the Trail and the transit corridor.

Commuter Trail Alignment:
The Commuter Trail Alignment would utilize the existing bike lanes on Atlantic Avenue. The lanes also connect to existing bike lanes on Challenger Drive, providing bicycle access to Marina Village. This route is being recommended primarily for bicycle commuters since Atlantic Avenue is a designated truck route and may not be preferred by recreational bicyclists. Westbound recreational bicyclists may be further discouraged from using this route since they would be required to navigate the transition from the bike lanes on Atlantic Avenue onto the Trail west of Constitution Way (Section 2), first by crossing to the south side of Atlantic Avenue and then to the west side of Constitution Way. The only improvements required for this (commuter) option are enhanced signage to facilitate the transition to the beginning and end of this trail segment and to indicate that the facility is part of the Cross Alameda Trail. Another recommended improvement is an enhanced intersection crossing at the proposed signalized intersection of Atlantic Avenue/Sherman Street/Clement Avenue at the east side of this section to facilitate access for bicyclists and pedestrians to the shoreline area near Wind River and the Northern Waterfront area. Crossing enhancements would have to be determined in the design process, but some examples are additional signage, a pedestrian paddle, or a flashing beacon.

Recreational Trail Alignment:
The Recreational Trail Alignment would consist of a 12-foot wide multi-use path through the former Alameda Belt Line rail yard, which is currently unused. The property is of sufficient width to easily accommodate the Trail as well as any proposed transit service. The Trail through the rail yard would be approximately 4000 feet long.

As noted in Chapter 2, there are legal issues that need to be resolved before the City can acquire the property. However, even if the City acquires the property there may be additional issues that need to be addressed. One constraint with the selection of this option is the possibility of hazardous waste contamination, as the rail yard property was identified in the City's analysis of the Northern Waterfront as a potential hazardous materials release site. Since this property was formerly used for train maintenance, oil and solvents may be deposited in the soil. An environmental analysis will need to be conducted following the completion of the feasibility study to fully assess if there is contamination and to estimate the potential remediation costs.

Issues Regarding Accommodation of Combined Trail/Transit Corridor
This section is sufficiently wide to accommodate the Trail as well as a double-tracked transit corridor. Additional space will be reserved for a parking area and station platforms at the eastern end of this property, on the west side of Sherman Street. The station platforms would be designed to facilitate safe and convenient access from nearby bus stops.

FIGURE V-8. Looking south from Atlantic/Constitution intersection into former Alameda Belt Line Rail Yard (Section 3).

FIGURE V-9. Looking west from east end of former Alameda Belt Line Rail Yard (Section 3).

Section 4: Sherman Street to Grand Street (Sheets 6-8; Sections F-F, G-G, H-H, I-I, J-J, J1-J1, J2-J2, K-K, L-L)

The section of the Trail from Sherman Street to Grand Street would be approximately 3000 feet in length. Located in this area is the Wind River property, Marina Cove homes (first phase completed, second phase is planned) as well as properties currently being considered for redevelopment – the former Del Monte warehouse, Encinal Terminals, Pennzoil, and Grand Marina -- as part of the Northern Waterfront General Plan Amendment. The first three sites proposed for redevelopment are currently being used for industrial purposes.

In addition to the off-street shoreline path option, three on-street Trail alignments were considered for bicyclists in this section. Since the completion of the shoreline path is anticipated to take a considerable amount of time, alignment options utilizing Buena Vista Avenue and Pacific Avenue were evaluated to serve as the interim Recreational Trail Alignment. Clement Avenue, which is to be constructed along the alignment of the former rail line, will offer the most direct on-road route. This was identified as the Commuter Trail Alignment because of the anticipated traffic volumes and planned street designation as a truck route.

Commuter Trail Alignment:
The proposed extension of Clement Avenue from Atlantic Avenue to Grand Street offers an opportunity to extend the Atlantic Avenue bike lanes to the east and complete a cross island route. The construction of bike lanes on the Clement Avenue extension is included in the City's General Plan, and preliminary discussions of proposed development in this corridor have stated the need to include the bike lanes. The portion of the Clement Avenue extension that was constructed as part of the first phase of the Marina Cove development – from Hibbard Street to Ohlone Street – was designed with sufficient width to accommodate bike lanes. Once the extension links Grand Street with Atlantic Avenue, the truck route designation on Clement Avenue (currently from Grand Street to Park Street) would be extended through this area (and the designation would be removed from Buena Vista Avenue). While there is sufficient space to accommodate bicyclists here along the current cross section, the volume of trucks traveling along this existing route could detract from the bicycling environment, especially for users not

comfortable riding with traffic. But because it is the most direct route and is designed to accommodate through traffic, it has been identified as the preferred Commuter Trail Alignment. No land would need to be acquired for this option, as improvements would be constructed within the public right-of-way.

FIGURE V-10. Looking east from Wind River along future Clement Avenue extension. Former Del Monte factory is on the right (south of the street). This road currently provides access to the Chipman container storage facility (Section 4).

FIGURE V-11. Looking west on Clement Avenue from the Clement Avenue/Hibbard Street intersection. First phase of Marina Cove homes is on the left (south of the street). The street has been constructed with sufficient width to accommodate bike lanes (Section 4).

Recreational Trail Alignments:

Recreational Trail Alignment 1 would direct bicyclists from the former rail yard (Section 3) south on Sherman Street, and east on Buena Vista Avenue. Sherman Street is a two-lane street in this section, with bus service and is currently designated as a truck route. Buena Vista Avenue is a two-lane street that is currently designated as a truck route from Sherman Street to Grand Street; traffic volumes along this segment are 12,300 vehicles per day. However, once the Clement Avenue extension from Grand Street to Atlantic Avenue is completed, it is expected that much of the cross-island traffic on Buena Vista Avenue will be diverted to Clement Avenue. In addition, the truck route designations on Buena Vista Avenue (from Sherman Street to Grand Street) and on Sherman Street (from Buena Vista Avenue to Atlantic Avenue) would be shifted to the new section of Clement Avenue to form a continuous truck route. With the traffic volumes reduced, and connection to Littlejohn Park, Buena Vista Avenue would provide an

attractive route for bicyclists and pedestrians, and is included in the adopted Bay Trail alignment. Pedestrians are served by 5- to 6-foot wide sidewalks on Buena Vista Avenue, and there is an intermittent planter strip up to 5 feet in width, which acts as a buffer from traffic. Buena Vista Avenue is one of the wider residential streets with a 42-feet width; however, to accommodate bike lanes the dedicated turning lanes in this segment would need to be removed. While this route is located two blocks south of Clement Avenue, it is the nearest street that offers a continuous cross-island route. No property would have to be acquired, as the bike routes and sidewalks would be located entirely within the public right-of-way.

Recreational Trail Alignment 2 would utilize Sherman Street and Pacific Avenue. Pacific Avenue is a two-lane residential street and also borders on Littlejohn Park. It carries an estimated traffic volume of less than 1,000 vehicles per day. Pacific Avenue is only 38 feet wide, with parking on both sides of the street, so it cannot accommodate bike lanes. One option suggested in the City's bicycle master plan is the development of a "bicycle boulevard" along Pacific Avenue, which could incorporate traffic calming techniques in addition to signage and pavement stencils to enhance bicyclist safety. In terms of pedestrian facilities, there are generally 5-foot sidewalks and a 5-foot planter strip along this street. As with Recreational Trail Alignment 1, these facilities would be located within the public right-of-way, so no property would have to be acquired for this option.

The major difficulty with Recreational Trail Alignment 2 is that, compared to the Buena Vista Avenue option, it requires Trail users to deviate an additional block off their route to an unsignalized intersection. There are additional problems associated with this option in the next segment, from Grand Street to Tilden Way (see discussion for Trail Section 5). Since Buena Vista Avenue and Pacific Avenue both have sidewalks with similar characteristics, Pacific Avenue offers no distinct advantage for pedestrians other than aesthetics, and the additional travel distance would probably reduce the usage levels of this portion of the Trail. The additional distance to reach this route may also discourage bicyclists from selecting this route.

Recreational Trail Alignment 3 would be located along the shoreline, connecting the Wind River property to Encinal Terminals, Fortmann Marina, marina waterfront park, and Grand Marina. Since the shoreline properties in this section are privately owned, the development of the trail is contingent on the completion of the associated development projects in the area, which will include the extension of Clement Avenue from Grand Street to Atlantic Avenue, as described above. Portions of the shoreline path are already complete, as indicated in Figures V-14 and V-15.

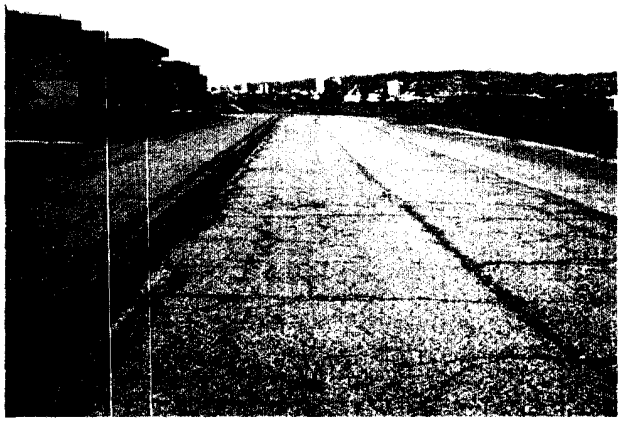


FIGURE V-12. Pier at Wind River, designated for pedestrian access (Section 4).

Currently a path through the Wind River site connects to a pier (see Figure V-12), which leads to the area of the proposed Clement Avenue extension. To provide continuous shoreline access, Wind River's BCDC permit requires Wind River to construct a path at least 10 feet wide from this pier to the adjoining Encinal Terminals property when the latter property is developed. Since portions of the Encinal Terminals site is located within 100 feet of the shoreline, BCDC approval is required, and it is assumed that BCDC will require developers of the Encinal Terminals site to include a shoreline path at least 10 feet wide, similar to requirements at Wind River and Grand Marina. This would extend a shoreline path around the western and northern portions of the site.

Fortmann Marina includes shoreline access along its entire length, and ultimately connects to the Marina Waterfront Park. The access area is approximately five feet wide, which is sufficient for pedestrians. However, it includes steps at several locations, preventing wheelchair access, and the narrow width and low railing make it unsuitable for bicyclists. Further development at Fortmann Marina would offer an opportunity to discuss providing a path that meets Class I standards as well as modifying the existing facility to comply with ADA requirements.

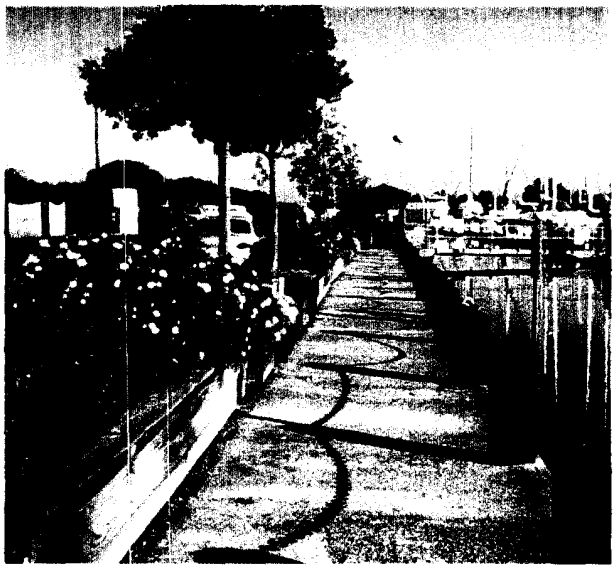


FIGURE V-13. Public access area at Fortmann Marina (Section 4).

East of the Fortmann Marina, the marina waterfront park was constructed as part of the Marina Cove Phase I project, per BCDC and City requirements. The park includes a network of multi-use paths ranging from 5-12 feet in width. The park, in turn, connects to the shoreline access area at the Grand Marina, which has a 10-foot wide Class I path. The Grand Marina path continues east to Grand Street. The waterfront park includes a playground and seating areas. Public rest rooms are available at both Fortmann and Grand Marinas.

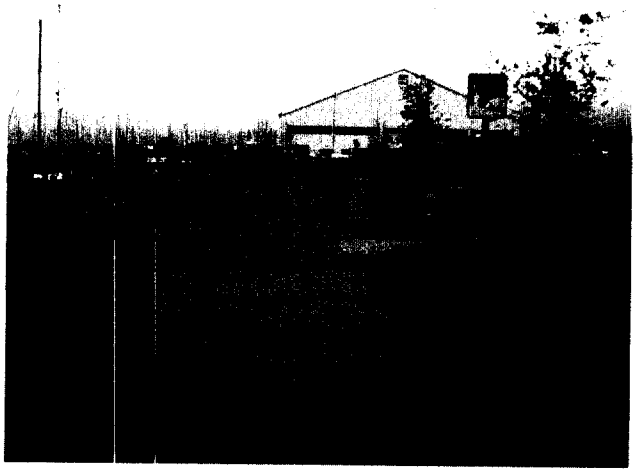


FIGURE V-14. Path at Marina Waterfront Park, looking toward Grand Marina (Section 4).

FIGURE V-15. Public access area at Grand Marina (Section 4).

Although the property in this section is privately owned, the City would not have to purchase it for the Trail, assuming BCDC continues to implement its public access requirements the way it has in the past.

Issues Regarding Accommodation of Combined Trail/Transit Corridor

There is a very limited right-of-way available in this section, and accommodating both a transit corridor and bicycle facilities will be difficult. The City would have to work with developers of properties in this area to ensure that sufficient space is available. As part of this study, sample cross-sections have been developed and the portions of property that need to be acquired have been identified to enable this portion of the corridor to accommodate all transportation users.

Beginning at the proposed Atlantic Avenue/Clement Avenue/Sherman Street intersection and proceeding eastward (see Sections F-F, G-G, and H-H), the transit service will share a bi-directional turn lane with eastbound and westbound motor vehicle traffic. Clement Avenue is slated to function as a truck route, so the City's goal is for the through travel lanes to be at least 12 feet wide. As indicated in the sections referenced above, the transit corridor and the bike lanes would both be able to be accommodated between Sherman Street and Entrance Road by removing the planter strip on the north side of the street.

About 160 feet east of Entrance Road is an existing pump station. Between Entrance Road and the pump station (see Section I-I), 10 feet of additional right-of-way is required on the north side of Clement Avenue (from Fortmann Marina). On the south side of the street, the site of the proposed Marina Cove Phase II housing project, accommodating the transit corridor would require the City to condition the property owner to provide an additional 17 feet of right-of-way for any new development to move forward.

From the pump station to the west end of the Marina Cove Phase I project (just west of Ohlone Street, see Section J-J), the marina waterfront park borders on the north side of Clement Avenue. Due to the narrow width of the property, a portion of the park could not be used for the street without damaging the park's integrity. Therefore the potential available right-of-way narrows considerably. As in the previous section, the property owner would have to provide an additional 17 feet of right-of-way to accommodate both the transit corridor and the proposed bike lanes. As indicated in Section J-J, the proposed transit service would operate in a space that would also serve as a bi-directional turn lane for motor vehicles.

From the west end of the Marina Cove Phase I development to the east end of the waterfront park, about 140 feet east of Ohlone Street (see Sections J1-J1 and J2-J2), the Marina Cove Phase I development exists along the south side of Clement Avenue. As part of the Marina Cove project, a City-owned shoreline park was constructed on the north side of Clement Avenue. The park is located within 100 feet of the shoreline, so the park design was approved by BCDC and includes a public access dedication. To add the transit corridor and maintain the bike lanes along Clement Avenue, the City would need 10 feet of right-of-way from the existing park. The City requested that BCDC approve the use of a portion of the park for a future transit corridor. BCDC opposed the inclusion of this provision in the permit for the project, although they didn't completely rule out the possibility that such a use of the property would be approved if the City had exhausted other options. As stated in the permit: "[t]he Commission ... hereby notifies the City of Alameda that the Commission may not authorize an alternative transportation corridor that would be located within the ... waterfront park, that the City of Alameda should continue to look for alternative transportation corridors and facilities that would not encroach on the waterfront park, and that the development of the Clement [Avenue] alternative transportation corridor would likely only be approved if it was designed to minimize impacts to the remaining portions of the shoreline access and provided safe, convenient, and multiple connections to the shoreline access area from inland areas. The City of Alameda agreed to explore alternative locations and designs for the alternative transportation corridor that would not overlap with the ...waterfront park."

The available right-of-way cannot accommodate the proposed bike lanes and the transit corridor, and the existing houses on the south side of Clement Avenue preclude widening of the roadway in that direction. Therefore, the only available option is to use a portion of the park (ranging from 9-20 feet in width) on the north side of the street. This requires shifting the entire street to the north. Also, while the transit corridor and bike lanes will both fit in the available space, the on-street parking along the south side of Clement Avenue would have to be removed. If BCDC refuses to allow the City to use the park property in this way, the bike lanes would have to be replaced by a bike route (shared roadway) along this segment of Clement Avenue (see Section J2-J2). Under this scenario, it is also possible to relocate the Commuter Trail Alignment to Buena Vista Avenue.

FIGURE V-16. The marina waterfront park north of the proposed Clement Avenue extension. To accommodate motor vehicle travel lanes, bike lanes, and the proposed transit corridor, a portion of the park would have to be used. This would be almost entirely taken from the grass strip visible in this photo.

From the eastern end of the park to Hibbard Street (see Section K-K), the limited right-of-way is also a significant constraint. On the south side of Clement Avenue is the recently completed Marina Cove Phase I housing development, so to accommodate the proposed transit corridor, Clement Avenue would have to be widened by relocating the curb 17 feet to the north, replacing the existing sidewalk and landscaping. As in the adjacent section, the transit corridor would utilize the bi-directional turn lane. From Hibbard Street through the current Pennzoil site to Grand Street (Section L-L), the configuration would be similar to the section west of Hibbard Street.

Section 5: Grand Street to Tilden Way (Sheets 8-12; Sections M-M, N-N, O-O, P-P, Q-Q)

The section of the Trail from Grand Street to Tilden Way is approximately 6200' feet in length. The character of this corridor alignment varies considerably by street. Clement Avenue is primarily industrial, with a limited number of residential properties. Buena Vista Avenue is primarily residential, with other land uses including McKinley Park and a few commercial properties near Park Street. Pacific Avenue is entirely residential along this segment. The shoreline area, between Clement Avenue and the estuary, includes industrial uses, a Navy facility, and two shopping centers. Any future development of these properties within 100 feet of the shoreline will have to conform with BCDC public access requirements.

Commuter Trail Alignment:
The Commuter Trail Alignment would continue east from Section 4 with bike lanes on Clement Avenue from Grand Street to Tilden Way (see Sections M-M and Q-Q)). This could be accomplished by constructing the currently unfunded Clement Avenue extension from Broadway to Tilden Way. Although this alignment has sidewalks and sufficient street width to accommodate bike lanes, the sidewalks are obstructed in many locations by utility poles, and there are no planter strips to help buffer pedestrians from parked vehicles. These factors, combined with the largely industrial character of the neighborhood, may make it a less attractive place to walk for many Trail users. Removing the utility poles by placing all overhead utilities underground – as is being done in other locations in the City – would enhance the pedestrian environment, but would be prohibitively expensive due to the presence of high voltage lines.

FIGURE V-17. Looking east on Clement Avenue from east of Grand Street (Section 5).

Clement Avenue currently terminates at Broadway at its eastern end, and the City will need to acquire the necessary property from the Alameda Belt Line and/or Union Pacific to extend Clement Avenue through to Tilden Way. This extension would include bike lanes, enabling the development of a continuous bicycle lane from Constitution Way through to Tilden Way (Trail sections 3, 4, and 5). From this point, bicyclists could transition to the 7-foot wide sidewalk along Tilden Way, which provides access to Oakland via the Miller-Sweeney/Fruitvale Bridge.

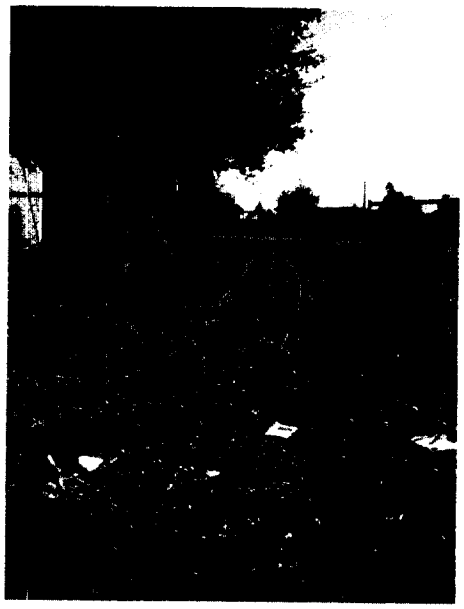


FIGURE V-18. Looking east at the property which could be acquired to extend Clement Avenue to Tilden Way (Section 5).

Recreational Trail Alignment:
The preferred Recreational Trail Alignment in this section is along the shoreline. However, since a number of the current uses are incompatible with a trail, interim recreational alignment options were also evaluated below.

Recreational Trail Alignment 1 continues the use of Buena Vista Avenue from Section 4 located west of Grand Street. This section of Buena Vista Avenue (see Section N-N) is lined with trees and includes many historic homes, making it an attractive route for the Trail. The land uses are primarily residential (see Figure V-19) until Buena Vista Avenue reaches the Park Street area. Since this is an older neighborhood where off-street parking is minimal, on-street parking is at a premium, and public support for the removal of parking is unlikely. However, there are other signing and striping options that could enhance the environment on Buena Vista for bicyclists (see Appendix C). East of Park Street to Tilden Way, Buena Vista Avenue has more of a mixed-use character. As in Recreational Trail Alignment 1 in the adjacent trail section, purchase of right-of-way for the Trail will not be necessary.

FIGURE V-19. Buena Vista Avenue looking east (Section 5).

Recreational Trail Alignment 2 continues the Pacific Avenue option from west of Grand Street. Unlike Buena Vista Avenue, Pacific Avenue (see Section O-O) ends at Park Street, and does not provide a direct connection to Tilden Way. To avoid routing recreational bicyclists onto the heavily traveled Park Street or Oak Street, this alignment includes a deviation north onto Walnut Street and then east onto Buena Vista Avenue, which completes the connection to Tilden Way.

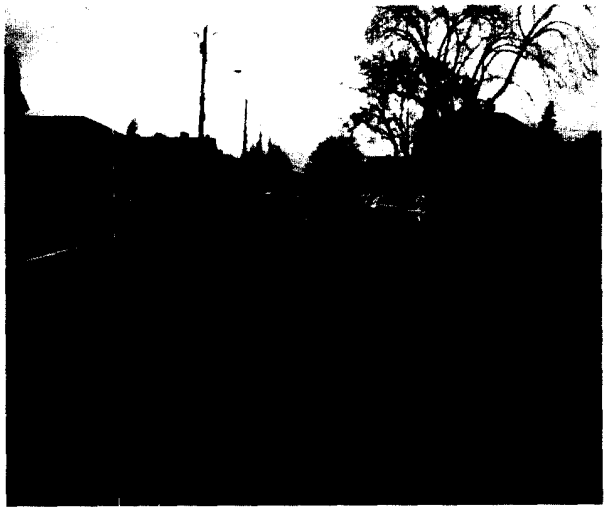


FIGURE V-20. Pacific Avenue looking westbound (Section 5).

Like Buena Vista Avenue, Pacific Avenue (Figure V-20) is a tree-lined street with many historic homes, and has 5-foot sidewalks on both sides of the street. However, Pacific Avenue has traffic volumes of only 800 per day, significantly less than Buena Vista Avenue. Pacific Avenue is only 38 feet wide, with two travel lanes and on-street parking, so there is not sufficient space to accommodate bike lanes, as the removal of parking is not likely at this location. However, given the low traffic volumes, a bike route designation or bike boulevard treatment could be sufficient to provide safe bicycle access. Walnut Street is only 24 feet wide from Pacific Avenue to Buena Vista Avenue and includes parking on one side of the street, so it would have to be signed as a bike route, similar to Pacific Avenue, if Alignment 3 were chosen as the recreational route. No additional right-of-way would have to be purchased to implement this alignment.

In addition to offering a route with low traffic volumes, which should serve a wide range of users, Pacific Avenue would provide a good route in terms of overall network connectivity, as it is signed as a bike route west of Grand Street. However, Pacific Avenue is three blocks south of Clement Avenue, so cross-island travelers would be required to take a significant detour. It is also further from the shoreline, which is the ultimate goal of the Trail, and the deviations required to reach Tilden Way may discourage usage by bicyclists. Since the sidewalks along this alignment are similar to those along Buena Vista Avenue, pedestrians would have no incentive to walk the extra distance required.

Recreational Trail Alignment 3 would be located along the shoreline (see Section P-P). While several parcels in this section currently include a public access area, other properties between the shoreline and Clement Avenue have uses which may conflict with the presence of a trail.

There is public access on the east side of Grand Street by the City's central garage (see Figure V-21). A direct connection to Alameda Marina is prevented by a chain link fence (see Figure V-22). There are some public access areas in the marina itself and the adjacent marine-related properties (see Figures V-23 and V-24), as required by BCDC, to serve pedestrians. However, as at the Fortmann Marina, the public access area is only five feet wide, too narrow to be used by bicyclists. The marina public access areas are only accessible to the public when the gates are open, which is generally dawn to dusk.

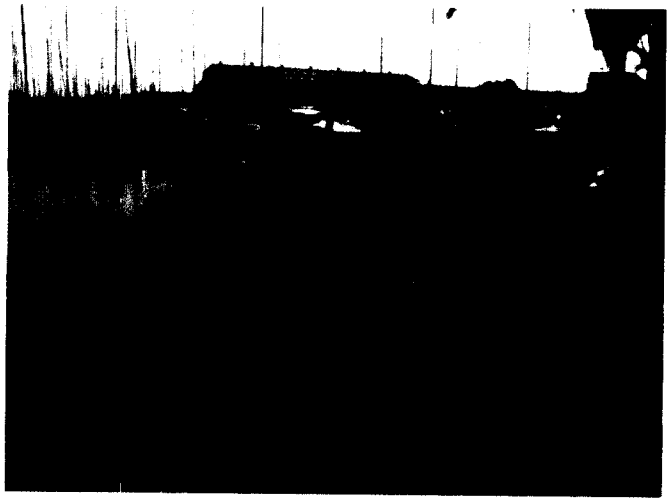


FIGURE V-21. Public access area east of Grand Street, near City's central garage (Section 5).

FIGURE V-22. Fence between public access area east of Grand Street and at the Alameda Marina (Section 5).

FIGURE V-23. Picnic area located in Alameda Marina public access area (Section 5).

FIGURE V-24. Public access area east of the marina includes obstructions that make passage difficult (Section 5).

East of the marina is a U.S. Navy Marine Training Center, which could pose a significant constraint to the completion of this segment of the shoreline Trail. There is no indication that the Navy plans to relocate this facility in the foreseeable future, and security concerns prevent the use of the shoreline for recreational purposes.

The property owners of three sites to the east of the Navy facility have engaged in preliminary discussions with the City about redeveloping the parcels as residential sites. Part of this area is designated as parks and open space in the GP and may be potentially developed as a soccer field. Due to the proximity of these sites to the shoreline, they would be required to meet BCDC public access conditions.

A path has been constructed at the Park Street Landing shopping center (see Figure V-25), located north of Blanding Avenue just west of the Park Street Bridge. This path would connect any required public access area on the adjacent site to the west, should the parcel be redeveloped.

FIGURE V-25. Path behind Park Street Landing shopping center, west of the Park Street Bridge (Section 5).

Another major constraint in completing the shoreline path is the Park Street Bridge. There is not sufficient space to route the Trail under the bridge, so the path would have to veer away from the shoreline and cross Park Street at the intersection with Blanding Avenue.

In addition, a convalescent home just east of the Park Street Bridge is developed to the edge of the shoreline (Figure V-26). This development further constrains the potential extension of the shoreline trail. In addition to the convalescent home, there are several industrial properties and some existing structures close to the shoreline in this section east of the Park Street Bridge. Therefore the shoreline path will have to be rerouted.

FIGURE V-26. Shoreline area just east of the Park Street Bridge (Section 5).

The Stone Boat Yard recently ceased operations and plans for the property are unclear. This may provide an opportunity to develop a shoreline path at this location.

On the easternmost portion of the Cross Alameda Trail, a waterfront path is included in the preliminary designs for the remodeled Bridgeside Shopping Center (Figure V-27 shows the existing path). The path will connect from Tilden Way to the water and to the west end of the shopping center property, then will lead out to Blanding Avenue. Since this path could potentially have heavy pedestrian use, the compatibility with bicycle use will need to be examined.

FIGURE V-27. Path behind Bridgeside Shopping Center, west of Tilden Way and the Miller-Sweeney Bridge (Section 5).

While it is anticipated that several parcels in Section 5 of the Trail corridor will be redeveloped, others are expected to remain in their current uses for the foreseeable future, so it is anticipated that the implementation of this section will take a considerable amount of time. In addition, while the Alameda Marina, Park Street Landing, and Bridgeside Shopping Center do currently include a public access area, the characteristics of these access areas are not consistent from

parcel to parcel. As individual parcels are developed, the City will have the opportunity to work with developers and BCDC to construct new or improved public access areas that would enhance the environment for bicyclists and pedestrians. The City is currently considering the implementation of its own shoreline standards, in order to tailor the requirements to Alameda's needs. As noted in the discussion of Recreational Trail Alignment 3 in the adjacent Trail section, it is not anticipated that right-of-way will have to be purchased for the shoreline path, as the Trail will be privately owned but with public access permitted.

Once the Clement Avenue extension is completed – this is anticipated to be between 5 and 10 years – the recreational route should be established on Buena Vista Avenue. At that point, the traffic on Buena Vista will have been largely shifted to Clement Avenue, so Buena Vista Avenue will become a more attractive bicycling option. Buena Vista also offers a direct connection to Tilden Way, unlike Pacific Avenue.

For a more direct, transportation-oriented route for bicyclists, the Clement Avenue bike lanes are recommended. However, as future development occurs, this route may have to be reconsidered, due to the limited width of the cross-section. As noted above, Clement Avenue is designated as a truck route, and it has also been proposed for use as a major transit corridor. While bicyclists will not be prohibited from using Clement Avenue, the City may decide to shift the designated Trail route to a less-congested street if it appears that there will be significant conflicts between bicyclists, transit vehicles and trucks on Clement.

Issues Regarding Accommodation of Transit Corridor

As in the Sherman Street to Grand Street section, the width of the available right-of-way along Clement Avenue restricts the options in terms of accommodating the transit corridor and bicyclists. If Clement Avenue is reconstructed before transit service is implemented, bike lanes can easily be included. However, if transit service is implemented, it will need to share a bi-directional turn lane with motor vehicles, and there will not be sufficient width available to accommodate both the bike lanes and on-street parking. The proposed cross-section – which maintains the existing curb-to-curb width of 48 feet – assumes that the transit corridor/turn lane will remain in the center of the roadway and that motor vehicles and bicyclists will share the 15½ foot travel lanes. Since Clement Avenue serves as a truck route, the City does not believe that it is safe to stripe 10½ foot travel lanes – the maximum width that would allow for 5-foot bike lanes – through this corridor. The proposed extension of Clement Avenue from Tilden to Broadway would be developed with a similar cross-section as the portion west of Broadway.

PREFERRED TRAIL ALIGNMENTS

Based on the constraints observed in this corridor, input from the public, and consistency with adopted City plans, a recommended Commuter Trail Alignment and Recreational Trail Alignment were selected for the Cross Alameda Trail. The alignments are summarized in the table below. Note that for Sections 1 and 2 the Preferred Alignment would be designed to serve both Commuter and Recreational users.

Section	Alignment Option	Recreational/ Commuter Trail Alignment	Facility Type
1 – Main Street to Webster Street	South side of Appezzato Memorial Parkway	Combined Recreational and Commuter	Multi-use path
2 – Webster Street to Constitution Way	South side of Atlantic Avenue	Combined Recreational and Commuter	Multi-use path
3 – Constitution Way to Sherman Street	Atlantic Avenue	Commuter	Bike lane and sidewalk
	Former Alameda Belt Line rail yard	Recreational	Multi-use path
4 – Sherman Street to Grand Street	Clement Avenue	Commuter	Bike lane and sidewalk
	Buena Vista Avenue	Interim Recreational/ Commuter Alternate*	Bike route and sidewalk
	Shoreline path	Recreational	Multi-use path
5 – Grand Street to Tilden Way	Clement Avenue	Commuter	Bike lane (bike route if transit corridor implemented) and sidewalk
	Buena Vista Avenue	Interim Recreational/ Commuter Alternate*	Bike route and sidewalk
	Shoreline path	Recreational	Multi-use path

* Will be considered if design of transit corridor precludes bike lanes for Commuter Trail Alignment on Clement Avenue.

Whether the proposed transit corridor is ultimately implemented may have implications for the identification of an optimal Commuter Trail Alignment. As noted above, it will not be possible to include bike lanes along the entire length of Clement Avenue if the full 17 feet is required for transit use. Once a full evaluation of transit technologies is completed, and the precise spatial requirements are determined, it will be possible to more accurately assess the tradeoffs of maintaining the Commuter Trail Alignment on Clement Avenue or relocating it to Buena Vista Avenue, which would provide the next most direct route.

Summary of Trail Alignment Details and Features

	1-Main to Webster	2-Webster to Constitution	3-Constitution to Sherman		4-Sherman to Grand				5-Grand to Tilden			
Route	Combined Recreational/ Commuter Route	Combined Recreational/ Commuter Route	Atlantic Ave.: Commuter Route (C)	Belt Line Path: Recreational Route (R)	Clement Ave.: Commuter Route (C)	Shoreline Path: Long-Term Recreational Route (R1)	Buena Vista Ave: Short-Term Recreational Route (R2)	Pacific Ave: Short-Term Recreational Route (R3)	Clement Ave.: Commuter Route (C)	Shoreline Path: Long-Term Recreational Route (R1)	Buena Vista Ave: Short-Term Recreational Route (R2)	Pacific/ Walnut/ Buena Vista: Short-Term Recreational Route (R3)
Length	4300'	500'	4000'		3000'				6200'			
Facility width	12-foot Class I path	10-foot Class I path	5' sidewalks and 5' Class II bike lanes	12-foot Class I path	5' sidewalks and 5' Class II bike lanes	10-foot Class I path	5' sidewalks and Class III bike route	5' sidewalks & Class III bike route/bike boulevard	6' sidewalks & 5' Class II bike lanes	10-foot Class I path	5' sidewalks and Class III bike route	5' sidewalks & Class III bike route/bike boulevard
Street width	N/A (off-street)	N/A (off-street)	50'	N/A (off-street)	42'-52'	N/A (off-street)	42'	38'	48'	N/A (off-street)	42'	Pacific: 38' Walnut: 24'
Street constraints	N/A (off-street)	N/A (off-street)	Turn lanes and parking near Sherman	N/A (off-street)	Parking in some sections	N/A (off-street)	Parking both sides	Parking both sides	Turning lane	N/A (off-street)	Parking both sides	Parking both sides
Key destinations	Alameda Pt., FISC, Woodstock School, College of Alameda, Webster St.	Shopping center (Walgreen's, Starbuck's, etc.), Housing Auth., senior housing	Marina Village – residences, business park, and shopping center	Marina Village – residences, bus. park, and shopping center; Parrot Village	Wind River, Del Monte, Encinal Terminals, Fortmann & Grand Marinas, waterfront park		Littlejohn Park, Del Monte site, McKinley Park	Littlejohn Park	Alameda Power &Telecom, Alameda Marina, Navy facility, Thompson Field		Park Street business district, McKinley Park	Park Street business district, McKinley Park
Adjacent land uses	Single- & multi-family resid, commercial, schools	Commercial, multi-family residential	Commercial, single-& multi-family residential	Commercial, single-& multi-family residential	Marinas, commercial, single-family residential		Commercial, open space, single-family residential	Open space, single-family residential	Industrial, commercial, single-fam. residential	Industrial, commercial	Single-family residential, commercial	Single-family residential, commercial
Truck/bus route	None (off- street)	None (off- street)	Truck route; AC Transit #19	None (off-street)	Potential truck route	None (off-street)	AC Transit #19	None	Truck route	N/A (off-street)	AC Transit #19	AC Transit #19 on Buena Vista
Traffic volume (vehicles/day)	None (off- street)	None (off- street)	10,800	None (off-street)	N/A –not yet completed	None (off-street)	Buena Vista: 12,302	Pacific: 1,065	5,946	N/A (off-street)	10,538	Pacific: 718 Walnut: 2,322 Buena Vista: 10,538
Network connectivity/ directness of route	Main Street Greenway at western terminus	Shortest possible link between adjacent segments	Connects to Marina Village bike lanes	Connects to path along east side of Constitution	Connects to Atlantic Ave. bike lanes	Connects to Wind River path & existing shoreline access	Circuitous route – located 2 blocks from long-term route	Circuitous route – located 3 blocks from long-term route	Most direct connection	Connects to existing shoreline access areas	Circuitous route – located 2 blocks from long-term route	Circuitous route – 3 blocks from long-term route; additional turns required

Summary of Trail Alignment Details and Features (continued)

	1-Main to Webster	2-Webster to Constitution	3-Constitution to Sherman		4-Sherman to Grand				5-Grand to Tilden			
Route	**Combined Recreational/ Commuter Route**	**Combined Recreational/ Commuter Route**	**Atlantic Ave.: Commuter Route (C)**	**Belt Line Path: Recreational Route (R)**	**Clement Ave.: Commuter Route (C)**	**Shoreline Path: Long-Term Recreational Route (R1)**	**Buena Vista Ave: Short-Term Recreational Route (R2)**	**Pacific Ave: Short-Term Recreational Route (R3)**	**Clement Ave.: Commuter Route (C)**	**Shoreline Path: Long-Term Recreational Route (R1)**	**Buena Vista Ave: Short-Term Recreational Route (R2)**	**Pacific/ Walnut/ Buena Vista: Short-Term Recreational Route (R3)**
Traffic controls	5 signalized intersections	2 signalized intersections, 1 commercial driveway	3 existing & 1 planned signalized intersection	2 signalized intersections (at ends of segment)	2 planned signalized intersections	No planned intersections	2 existing signalized intersections	3 stop signs	1 traffic signal & 2 stop signs	1 traffic signal	4 traffic signals & 2 stop signs	3 traffic signals & 7 stop signs
Property Acquisition	Value of property currently the subject of litigation, but City is engaged in discussions with property owners to purchase this section	None required – within public right-of-way	None required – within public right-of-way	Value of property currently the subject of litigation	City will purchase property for Clement Ave. extension in conjunction with development project; Pennzoil site also to be purchased	None required – public access will be permitted on private property	None required – within public right-of-way	None required – within public right-of-way	None required – within public right-of-way	None required – shoreline path to be privately owned and maintained	None required – within public right-of-way	None required – within public right-of-way
Issues with Accommoda-ting Transit Corridor	Must accommodate double tracking, and station platforms west of Webster. Access required through parking lot at corner of Main/Appezzato and through AUSD parking lot leased from Belt Line	Relocation of curbs, narrowing of lanes, and removal of medians	None required – not used as transit corridor	Must accommodate double tracking, and station platforms and parking area west of Sherman Street	Developer will be conditioned to provide right-of-way to accommodate the proposed cross-section	None required – not used as transit corridor	None required – not used as transit corridor	None required – not used as transit corridor	None required – within public right-of-way	None required – not used as transit corridor	None required – not used as transit corridor	None required – not used as transit corridor

CHAPTER VI

STREET CROSSINGS

The recommended alignment for the Cross Alameda Trail will include numerous roadway crossings. Since a significant portion of collisions between motor vehicles and bicyclists or pedestrians occurs at intersections, a primary concern in terms of designing multi-use paths, on-street bicycle facilities, and pedestrian facilities is where they cross streets with high traffic volumes. Since some segments of the Trail will be developed as off-road facilities and other segments will be on-street bicycle facilities with adjacent sidewalks, the specific street crossing issues will vary considerably by location. This section of the report summarizes the conditions at the proposed crossing locations, and identifies issues that should be further investigated in the design phase of the project.

Intersections of Off-Street Paths with Streets

Intersections of multi-use paths and streets can be complex, as motorists may not be anticipating trail users – especially bicyclists – approaching from both sides of a crosswalk. Such crossings will generally be designed in accordance with Caltrans' *Highway Design Manual* (HDM), the *Manual on Uniform Traffic Control Devices* (MUTCD), and the *MUTCD California Supplement*, although alternative treatments may be considered depending on the specific site conditions. The HDM highlights several issues that should be accounted for in the design of paths that cross arterial streets:

> Location of crossing: "[T]he crossing should occur either at the pedestrian crossing, where motorists can be expected to stop, or at a location completely out of the influence of any intersection to permit adequate opportunity for bicyclists to see turning vehicles."
>
> Signage: "When crossing within or adjacent to the pedestrian crossing, stop or yield signs for bicyclists should be placed to minimize potential for conflict resulting from turning autos." "In some cases, Bike Xing signs may be placed in advance of the crossing to alert motorists."
>
> Accommodation of people with disabilities: "Ramps should be installed in the curbs, to preserve the utility of the bike path. Ramps should be the same width as the bicycle paths. Curb cuts and ramps should provide a smooth transition between the bicycle paths and the roadway."[1]

There are five locations along the multi-use path portion of the Trail where users will have to cross an intersecting street. City staff surveyed the proposed Trail/street intersections to assess the current features of these crossings and to determine whether it any additional design elements should be considered to enhance safety. The table below summarizes the characteristics of the proposed crossings.

[1] *Highway Design Manual*, Caltrans, Chapter 1000, p.6.

Characteristics of Cross Alameda Trail Proposed Street Crossings (Multi-Use Path Sections)

Crossing Location	Marked Cross-walk?	Cross-walk Length	Existing Traffic Control Device	Ped Heads?	Ped Push Buttons	Ramp Width (W leg)	Ramp Width (E leg)	Existing Signal Phasing	Level of Service
Third St., S side of Appezzato Memorial Pkwy.	√	40'	Signal	√ (count-down; vibratory)	√	Flush	4	protected left for WB traffic	N/A
Poggi St., S side of Appezzato Memorial Pkwy.	√	38'	Signal	√ (count-down; vibratory)	√	4	Flush	protected left for WB traffic	N/A
Webster St., S side of Appezzato Memorial Pkwy./ Atlantic Ave.	√	82'	Signal	√	√	4	4.5	protected left for WB traffic	D
Constitution Way, S side of Atlantic Avenue	√ (ladder)	90'	Signal	√ (auditory)	√	4.5	4	no protected turns from Atlantic	D
Sherman St./Atlantic Ave./ Clement Ave.	Intersection to be reconstructed in conjunction with proposed extension of Clement Avenue from Ohlone Street to Sherman Street								

Where possible, intersections of streets with the multi-use path sections of the Cross Alameda Trail should include the following:

- Enhanced crosswalk markings, such as a ladder- or zebra-style crosswalk or colored pavement, should be used to enhance visibility of Trail users to motorists.
- Right turns on red across the Trail should be prohibited where feasible. Each intersection should be evaluated for the impact that a prohibition of right turns on red would have on traffic flow. Currently all the affected intersections permit this movement.
- Curb ramps should be the same width as the path leading to it to facilitate a smooth transition for Trail users across the intersection.

Intersections should also be evaluated for additional treatments, as appropriate, such as:

- Wide streets should be evaluated for medians or curb extensions to shorten crossing distances for Trail users.
- The pedestrian signal timing at each location should be evaluated to facilitate street crossings for Trail users. In addition to longer crossing times, options include a leading pedestrian interval (LPI), which would allow Trail users to begin crossing before motor

vehicles are permitted to turn. Locations crossing wide streets, especially near senior housing or schools, are often good candidates for longer pedestrian crossing times.

- All traffic signals should include pedestrian-activated push buttons and pedestrian heads, as well as auditory and vibrational signals.
- Flashing beacons or in-roadway lights to provide additional visibility for Trail users.

Intersections of Streets with Class II Bicycle Lanes and Sidewalks

For other sections of the Trail, bicyclists using either bike lanes have the option of navigating intersection much as motor vehicle users would or acting more like a pedestrian. In the former case, left-turning bicyclists would have to wait for a sufficient gap and merge into the flow of traffic before turning. For bicyclists who do not feel comfortable with this maneuver, they can make a two-legged turn, similar to the movements used by pedestrians in crosswalks.

For bicyclists traveling on streets with Class II bike lanes, there are two primary types of collisions: 1) between straight-through bicycle traffic and right-turning motorists, and 2) between left-turning bicyclists and motorists traveling in both the same and opposite direction as the bicyclists. The City will use the HDM guidelines for striping and signing bike lanes at intersections. The proposed Commuter Route includes bike lanes along Clement Avenue from Sherman Street to Tilden Way. While there are numerous intersections along this stretch of the Trail, there are only six intersections with streets that have significant traffic volumes (over 6,000 vehicles per day) – Sherman Street, Grand Street, Oak Street, Park Street, Broadway, and Tilden Way. The remaining intersections are with low-volume streets that serve local neighborhoods.

Beyond striping and signing, additional facilities can help establish a more bicycle-friendly environment. For example, bicyclists often experience difficulty negotiating intersections controlled with actuated signals, as the signals may not detect bicycles. The City has recently installed loop detectors to detect bicycles at selected locations to address this concern. In addition, the City has adopted a standard of Type D loop detectors for new actuated signals, which supports the recommendation in the countywide bicycle plan, as Type D detectors can be set to detect bicycles. Where possible, the City installs separate detectors for bicycles in bike lanes to minimize detection of turning motor vehicles. The City also uses bicycle-sensitive loop detectors in left turn lanes at some locations in accordance with anticipated need.

Intersections of Streets with Class III Bike Routes and Sidewalks

Where the Trail consists of bicycle routes and sidewalks, the Trail intersections will coincide with existing street intersections. Bike routes are a shared environment for bicycles and motor vehicles, and no additional treatments beyond conventional intersection design are necessary. Crosswalks will serve pedestrians.

Intersections along these routes will be evaluated for various types of improvements that will enhance pedestrian and bicycle safety. Examples of such treatments are:

- Marked crosswalks where they do not currently exist
- Bicycle-sensitive loop detectors at actuated traffic signals

Along Pacific Avenue, which includes one of the Trail's recreational alignments, the City's Bicycle Master Plan recommends consideration of developing a "bicycle boulevard." Such facilities generally include measures to discourage vehicle traffic, while not impeding bicycles. There are many potential ways to accomplish this goal, such as potentially eliminating some of the stop signs along this section of Pacific Avenue, and introducing traffic calming measures (e.g. speed lumps, curb extensions, or pedestrian paddles) to impede the flow of vehicular traffic. The application of traffic calming would have to be done in accordance with the *Traffic Calming Toolbox* adopted by the Alameda City Council.

CHAPTER VII

TRAIL DESIGN CHARACTERISTICS

There are many aspects of the Trail that will need to be addressed during the Cross Alameda Trail's design phase. While the design details are beyond the scope of this feasibility study, this chapter describes the factors that will have to be considered in selecting design elements. In addition to the Trail's general characteristics as it pertains to bicyclists and pedestrians – e.g. width, slope, types of materials – considerations include conforming to the requirements of the Americans with Disabilities Act (ADA), interaction of trail users with adjacent traffic, installation of amenities, and use of appropriate signage along the Trail.

Trail Design Standards

As noted in Chapter I, due to existing development and other constraints, the Cross Alameda Trail will include a range of facility types throughout the corridor. While the preferred design is for a Class I multi-use path, some portion of the Trail will consist of sidewalks and either bicycle lanes or bicycle routes. The design of amenities such as unique Trail signage, directional signs, and historical markers along the route will help to unify the Trail segments and provide a sense of continuity for users.

The Caltrans *Highway Design Manual*, Chapter 1000, entitled "Bikeway Planning and Design," is the design standard for all bicycle facilities in California. This document will be used for Class I, II and III bikeways throughout the Trail alignment. Included in this section are criteria for trail width, vertical and horizontal clearance to obstructions, sight distance, grades, drainage, lighting, and signing and striping.

Caltrans Highway Design Manual

	Class I (2-way paths)		Class II (1-way bike lanes)	
	minimum	**recommended**	**minimum**	**recommended**
width	2.4 m (7.9')	3.6 m (11.8')	1.2 m (3.9') without gutter, 1.5 m (4.9') with gutter	1.8 – 2.4 m (5.9'-7.9')
vertical clearance	2.5 m (8.2')	3.0 m (9.8')	N/A	N/A
horizontal clearance	0.6 m (2.0')	1.0 m (3.2')	N/A	N/A
grade	5% maximum		N/A	N/A

Signalized intersections along the trail route will include bicycle-sensitive loop detectors on the roadway. If there are bike lanes on the intersecting street, the City will, wherever possible, install separate detectors in the bike lanes. Push-button signals or loop detectors will be provided for Trail users to facilitate crossing the intersection.

User Groups

A wide range of users are anticipated to benefit from the Trail, and they will have very different needs from one another. For example, elderly users tend to have slower reaction times, vision constraints and reduced endurance. Children, on the other hand, may be more difficult for drivers to see, exercise less peripheral vision than adults, and may not be able to accurately

assess complex intersections or the speed of approaching vehicles. People with disabilities – which include mobility, sensory, and cognitive impairments – may also have needs that are different from the majority of the population[1]. The Trail will be designed to conform to the standards established through the Americans with Disabilities Act (ADA), but certain locations may be enhanced for specific user groups where their presence is anticipated to be high. For example, there are two elementary schools in proximity to the Trail, as well as a senior housing complex. Potential design elements that can improve the safety and accessibility for these user groups, including adjusting traffic signal timing to create more time for people to cross intersections, installation of tactile or audible signals, or constructing refuge islands to provide pedestrians with protection if they pause while crossing the street.

Another important consideration for users is the mode they will be using on the Trail. Pedestrians, bicyclists, and wheelchair users each require different amounts of space and travel at different speeds.

User Amenities

Amenities for Trail users will be determined based on a variety of factors, including the level of usage at a particular location, the existence of such amenities in the vicinity of the Trail, funding, community support, and the amount of physical space available. Trail amenities may include benches, bike racks, information kiosks, drinking fountains, trash receptacles, or a playground.

There are amenities at some of the existing segments of public shoreline access that would be included in the Cross Alameda Trail. The newly constructed marina waterfront park – between the Fortmann and Grand Marinas – includes a playground, picnic tables, drinking fountains, benches, and an eight-space parking lot. The Fortmann Marina has a public restroom, public parking, picnic tables, benches, and a fountain. A public restroom is also available at Grand Marina.

FIGURE VI-1. Amenities at public shore area by Fortmann Marina.

[1] See *Designing Sidewalks and Trails for Access, Part I of II: Review of Existing Guidelines and Practices*, US Department of Transportation, July 1999.

FIGURE VI-2. Lighting, water fountain, and trash receptacle at marina waterfront park.

Rail-with-Trail Issues

As noted in Chapter 3, the Cross Alameda Trail could potentially co-exist with a rail system in the same corridor. While an evaluation of the feasibility of a rail system is beyond the scope of this study, the trail design and alignment options will be evaluated with consideration of the rail line as a constraint. This has implications in terms of the amount of space available for the Trail.

In terms of future design issues, there are many examples in the U.S. of active rail systems safely coexisting with trails in the same corridor. In 2002, the U.S. Department of Transportation published a study, which analyzed the characteristics of 65 rail-with-trail projects across the country[2]. While there are no formal guidelines for rail-with-trail projects, this study does offer some valuable case studies regarding the safe design of such a multi-use corridor.

Parking

For Trail users who drive motor vehicles to get access to the Trail, they will be able to use the designated public access parking located at many of the segments of shoreline access. An 8-space parking lot has been constructed in the waterfront park on Clement Avenue, at approximately the mid-point of the Trail. For most other sections of the Trail, on-street parking is available.

Signage

A variety of sign types should be considered for use along the trail to enhance the trail users' ability to navigate the trail and to provide a safe environment for trail users. These include:

Trail identification signs: Bay Trail signage should be installed to indicate that the Cross Alameda Trail is part of the Bay Trail.

Directional signs: To help promote usage of the Trail and orient users, directional signs may be designed and installed. These signs will help users access many of the key

[2] *Rails with Trails: Lessons Learned,* U.S. Department of Transportation, August 1, 2002.

destinations throughout Alameda and will encourage the use of the Trail as a means of accessing those destinations. Also, since the Trail will be constructed in phases, directional signs will enable users to more easily identify interim routes.

Educational/interpretive signs: To provide information to the public on the unique history and character of various sites within the Trail corridor, educational and interpretive signs may be created and installed at selected locations along the trail alignment. Existing examples of such signage are already in place at the Wind River site.

Safety/etiquette signs: Signage may also be used as a means of enhancing user safety along the Trail route. There will be numerous points along the Trail where bicyclists and pedestrians may encounter potential conflicts, either with motor vehicles or each other. Traffic safety signs can raise the awareness of motorists to the presence of bicyclists and pedestrians, and can help ensure that the range of Trail users – including bicyclists, pedestrians, and wheelchair users – are respectful of one another are behave in a safe manner.

Regulatory signs: Regulatory signs will provide information on the operational requirements for Trail users – this includes right-of-way (e.g. bicyclists yield to pedestrians), speed limits, stop signs, and prohibitions on motor vehicles. Warning signs are generally used near intersections, where a trail narrows, near driveways, and other locations where there is a change that could impact user safety. The usage of regulatory signs is specified in the Manual of Uniform Traffic Control Devices.[3]

FIGURE VI-3. Interpretive sign at the Wind River office park, overlooking the Encinal Terminals site.

Intersection Design

Pedestrians using the Trail will face the same issues along the trail alignment as they would at intersections in other locations throughout the City. However, motorists may not expect to encounter bicyclists at intersections, especially if they are riding against traffic. For example, along Section 1, south of Appezzato Memorial Parkway, eastbound motor vehicle traffic turning

[3] *National Bicycle and Pedestrian Clearinghouse Technical Brief*, Technical Assistance Series, Number 9, August, 1996.

right onto Third Street, Poggi Street, or Webster Street may encounter bicyclists heading west toward Alameda Point. There are numerous devices that can be used to enhance safety where trails cross streets.

Signage for drivers and trail users, curb ramps whose width equal that of the Trail, and lighting should be considered at all locations along the Trail corridor where the facility is a Class I path and intersects with a street.

Where funding is available, the enhancements such as pavers, pedestrian heads, countdown signals, or auditory signals may be considered as a way to enhance the visibility and safety of pedestrians at intersections.

CHAPTER VIII

COST ESTIMATES

Cost estimates were prepared for the Cross Alameda Trail for each trail section. Below is a brief description of the facility and assumptions that were made in developing the cost calculations. The detailed cost estimates are included on the following sheets.

A significant portion of the Trail's overall cost will be right of way acquisition. As discussed in Chapter II, the cost will depend on the outcome of current litigation. Based on California Railroad Commission reports and ICC orders, it appears that the original investment cost of the ABL was about $1,000,000. If the repurchase option held by the City and covering the ABL and its extensions is exercised by the City, the right of way acquisition cost would presumably be less than $1,000,000.

If the right of way were acquired in derogation of the repurchase option, the right of way acquisition cost has been estimated at $3,455,000, assuming the ABL holds the parcels in question in fee absolute. The purchase price of the property to be acquired was estimated merely to provide an order of magnitude of the total project costs. For the ABL property located between Main Street and Appezzato Memorial Parkway, the estimate was based on an appraisal of the property, and it was assumed that the entire property would be purchased.

For the portion of the Trail that would be located in the former rail yard, which is much larger and has more potential uses than the property west of Webster Street, it was assumed that only the portion of the property to be used for the Trail itself would be purchased. Therefore the estimated cost assumed that just over 3 acres would be purchased out of a 22-acre parcel.

Section 1: Main Street to Webster Street (Sheets 1-3)

Cost: $1.87 million + right-of-way purchase

Construction costs assumed that the path would be twelve feet wide. Since there are bus stops along the south side of Appezzato Memorial Parkway, costs also include the construction of connecting sections of sidewalk to link the path to the bus stop areas. It was also assumed that the Trail would be constructed near the southern property line, so the cost estimate included a five-foot landscaping strip between the Trail and the property line.

Section 2: Webster Street to Constitution Way (Sheet 4)

Cost: $153,000

This section requires construction of an additional two feet of concrete to supplement the existing eight-foot sidewalk. Also, the crosswalk across Constitution Way at the intersection with Atlantic Avenue would be slightly re-oriented, and therefore restriped,

to enable Trail users to more easily access the Recreational Alignment through the former Alameda Belt Line rail yard. Other required expenses include the relocation of traffic signals at both ends of the section to avoid conflicts with Trail users, widening of the curb ramps to match the width of the Trail, and reconfiguring the existing irrigation system.

Section 3: Constitution Way to Sherman Street (Sheets 4-6)

Cost: $1.53 million + right-of-way purchase

The cost estimates for this section only concern the proposed Recreational Alignment through the former Alameda Belt Line rail yard, as the Commuter Route on Atlantic Avenue already exists. The estimates assume a twelve-foot asphalt path through the property, with a five-foot landscape strip on both sides. Other costs included in the estimate are for the purchase of the portion of the right-of-way that would be associated with the path and the landscape buffer, installation of lighting, irrigation, and required drainage improvements.

Section 4: Sherman Street to Grand Street (Sheets 6-8)

Cost: $31,000

- Commuter Alignment (Clement Avenue): $19,008
  Striping and signing for Class II bike lane.
- Recreational Alignment 2 (Buena Vista Avenue): $11,880
  Pavement marking and signing for Class III bike route.
- Recreational Alignment 3 (shoreline): N/A (trail to be constructed as condition of development)

Section 5: Grand Street to Tilden Way (Sheets 8-12)

Cost: $65,000

- Commuter Alignment (Clement Avenue): $33,000
  Signing and striping for Class II bike lane.
- Recreational Alignment 2 (Buena Vista Avenue): $31,995
  Pavement marking and signing for Class III bike route.
- Recreational Alignment 3 (shoreline): N/A
  Pavement marking and signing for Class III bike route.

ESTIMATED TOTAL PROJECT COST

Construction:	**$3.65 million**
Right-of-way acquisition:	**< $1 million to $3.455 million**
Total project costs:	**$3.65 million to $7.1 million**

APPEZZATO MEMORIAL PARKWAY LINEAR PARK IMPROVEMENTS - Main St. to Webster St.

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	Permits	1	Lump Sum	$ 10,000	$ 10,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 70,000	$ 70,000
4	Temporary Construction Fencing	1	Lump Sum	$ 10,000	$ 10,000
5	Clearing and Grubbing	272,000	Sq. Ft.	$ 0.18	$ 48,960
6	Grading (including bio-swale)	3,667	Cu. Yd.	$ 35	$ 128,345
8	Import Borrow	1,000	cu.yd.	$ 35	$ 35,004
9	Geotextile Fabric	5,400	Sq. Yd.	$ 3	$ 16,201
10	2"AC/6"AB Bike/Ped Path	48,000	Sq. Ft.	$ 3	$ 144,000
13	PCC Sidewalk	7,600	Sq. Ft.	$ 10	$ 76,000
14	PCC Curb and Gutter	1,000	Lin. Ft.	$ 25	$ 25,000
15	PCC Handicap Ramps	8	Each	$ 4,000	$ 32,000
16	Storm Drain Manhole	3	Each	$ 3,000	$ 9,000
17	Grate Catch Basin	12	Each	$ 2,500	$ 30,000
18	12" RCP Pipe	480	Lin. Ft.	$ 150	$ 72,000
19	Connect to Existing SDMH	12	Each	$ 500	$ 6,000
20	Adjust Manholes to Grade	43	Each	$ 500	$ 21,500
21	Street Patch	2,000	Sq. Ft.	$ 12	$ 24,000
24	Riprap bio-swale shoulder	1,700	Ton	$ 50	$ 84,983
25	Import Topsoil	2,900	Cu. Yd.	$ 25	$ 72,494
26	Mulch	12,000	Sq. Ft.	$ 0.5	$ 6,000
27	Trees (15 gallon)	100	Each	$ 300	$ 30,000
28	Landscape (strip)	20,000	Sq. Ft.	$ 3	$ 60,000
29	Hyrdro Seed - Wildflower Mix (LRV area)	90,000	Sq. Ft.	$ 0.35	$ 31,500
30	Hyrdro Seed - Lawn (Main to 3rd)	45,900	Sq. Ft.	$ 0.35	$ 16,065
31	Landscape (bio-swale)	39,000	Sq. Ft.	$ 0.35	$ 13,650
32	Irrigation	1	Lump Sum	$ 150,000	$ 150,000
33	Water Meter	2	Each	$ 36,000	$ 72,000
34	Electrolier w/Pull Box	40	Each	$ 3,000	$ 120,000
35	Electrical Conduit, conductors and trenching	4,000	Lin. Ft.	$ 10	$ 40,000
36	Service Pedestal & tie-in	1	Each	$ 5,000	$ 5,000
37	Groundwater Storing, Treatment and Dispoal	20,000	Gallons	$ 1	$ 20,000
38	Stockpile, Off Haul & Disposal of Contaminated Soil	250	Ton	$ 60	$ 15,000
	Sub-total Cost of Improvements			**cost/sf $5.84**	**$ 1,498,703**
	Admin, design, env, site assess	1	Lump Sum	15%	$ 224,805
	Contingencies	1	Lump Sum	10%	$ 149,870
	Construction Total				**$ 1,873,378**
39	**Right-of-Way**	248,000	Sq.Ft.	$ 9	$ 1,650,000
	Project Total				**$ 3,523,378**

ATLANTIC AVENUE IMPROVEMENTS - Webster Street to Constitution Way (500 ft)

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
	Not Site Specific				
1	Permits	1	Lump Sum	$ 5,000	$ 5,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 6,000	$ 6,000
4	Temporary Construction Fencing	1	Lump Sum	$ 5,000	$ 5,000
	Site Specific				
5	Grading	1,000	Sq. Ft.	$ 2.50	$ 2,500
6	PCC Sidewalk	3,500	Sq. Ft.	$ 10	$ 35,000
7	PCC Reconstruct Intersection Curb Returns	3	Each	$ 1,200	$ 3,600
8	Landscape Reconstruction	1,000	Sq. Ft.	$ 3	$ 3,000
9	Relocate Back Flow Preventer Cage	2	Each	$ 1,000	$ 2,000
10	Reconstruct Door Access Ramps	40	Sq. Ft.	$ 50	$ 2,000
11	Reconfigure Irrigation	1	Lump Sum	$ 10,000	$ 10,000
12	Retaining Curb (back of sidewalk)	130	Lin. Ft.	$ 50	$ 6,500
13	Re-Sriping	1	Lump Sum	$ 3,000	$ 3,000
14	Relocate Signals, Pullbox and Conduits (2 corners)	1	Lump Sum	$ 25,000	$ 25,000
15	Relocate Electrical Vault Box	2	Each	$ 5,000	$ 10,000
	Sub-total Cost of Improvements				**$ 122,600**
	Admin, design, env, site assess	1	Lump Sum	15%	$ 18,390
	Contingencies	1	Lump Sum	10%	$ 12,260
	Construction Total				**$ 153,250**

FORMER ALAMEDA BELT LINE RAIL YARD - Constitution Way to Sherman Street (approx. 3,500 ft)

ITEM	DESCRIPTION	QUANTITY	UNIT		UNIT COST		COST
	Not Site Specific						
1	Permits	1	Lump Sum	$	10,000	$	10,000
2	Project Funding Sign	2	Each	$	2,000	$	4,000
3	Mobilization	1	Lump Sum	$	70,000	$	70,000
4	Temporary Construction Fencing	1	Lump Sum	$	10,000	$	10,000
	Site Specific						
5	Clearing and Grubbing	150,500	Sq. Ft.	$	0.25	$	37,625
6	Grading	150,500	Sq. Ft.	$	0.50	$	75,250
7	Import Borrow	6,700	Cu. Yd.	$	35	$	234,500
8	Geotextile Fabric	6,300	Sq. Yd.	$	3	$	18,900
9	4"AC/6"AB Bike/Ped Path	42,000	Sq. Ft.	$	3	$	126,000
10	Landscape (strip)	35,000	Sq. Ft.	$	2.5	$	87,500
11	Irrigation	1	Lump Sum	$	150,000	$	150,000
12	Water Meter	2	Each	$	36,000	$	72,000
13	Electrolier w/Pull Box	35	Each	$	4,000	$	140,000
14	Electrical Conduit, conductors and trenching	3,500	Lin. Ft.	$	20	$	70,000
15	Service Pedestal & tie-in	1	Each	$	5,000	$	5,000
16	Groundwater Storing, Treatment and Dispoal	20,000	Gallons	$	1	$	20,000
17	Stockpile, Off Haul & Disposal of Contaminated Soil	250	Ton	$	60	$	15,000
18	50 lin ft SDR26 PVC w/rock bedding	18	Each	$	3,500	$	63,000
19	Bollards	6	Each	$	500	$	3,000
20	Relocate Signals, Pullbox and Conduits	1	Lump Sum	$	12,500	$	12,500
	Sub-total Cost of Improvements					**$**	**1,224,275**
	Admin, design, env, site assess	1	Lump Sum		15%	$	183,641
	Contingencies	1	Lump Sum		10%	$	122,428
	Construction Total					**$**	**1,530,344**
21	**Right-of-Way**	150,500	sq. ft.	$	12	$	1,806,000
	Project Total					**$**	**3,336,344**

CLEMENT AVENUE - Sherman Street to Grand Street

COMMUTER ALIGNMENT - Clement Avenue bike lanes

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	Permits	1	Lump Sum	$ 1,000	$ 1,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 1,200	$ 1,200
4	Striping for Bike Lane	5,480	Lin. Ft.	$ 1	$ 5,480
5	Signage for Bike Lane	16	Each	$ 150	$ 2,400
	Sub-total Cost				**$ 14,080**
	Admin, design, env, site assess	1	Lump Sum	25%	$ 3,520
	Contingencies	1	Lump Sum	10%	$ 1,408
	Construction Total				**$ 19,008**

RECREATIONAL ALIGNMENT 1 - Buena Vista Avenue bike route (Sherman Street and Buena Vista Avenue)

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	New share striping	5,200	Lin. Ft.	$ 1	$ 5,200
2	Bike Route signs	24	Each	$ 150	$ 3,600
	Sub-total Cost				**$ 8,800**
	Admin, design, env, site assess	1	Lump Sum	25%	$ 2,200
	Contingencies	1	Lump Sum	10%	$ 880
	Construction Total				**$ 11,880**

RECREATIONAL ALIGNMENT 2 - Pacific Avenue bike route (Sherman Street, Pacific Avenue, Walnut Street and Buena Vista Avenue)

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	New share striping	6,800	Lin. Ft.	$ 1	$ 6,800
2	Bike Route signs	23	Each	$ 150	$ 3,450
	Sub-total Cost				**$ 10,250**
	Admin, design, env, site assess	1	Lump Sum	25%	$ 2,563
	Contingencies	1	Lump Sum	10%	$ 1,025
	Construction Total				**$ 13,838**

CLEMENT AVENUE - Grand Street to Tilden Way

COMMUTER ALIGNMENT - Clement Avenue bike lanes

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	Permits	1	Lump Sum	$ 1,000	$ 1,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 3,000	$ 3,000
4	Relocate Utilities Underground	1	Lump Sum	TBD	TBD
5	Striping for Bike Lane	12,400	Lin. Ft.	$ 1	$ 12,400
6	Signage for Bike Lane	40	Each	$ 150	$ 6,000
	Sub-total Cost				**$ 26,400**
	Admin, design, env, site assess	1	Lump Sum	15%	$ 3,960
	Contingencies	1	Lump Sum	10%	$ 2,640
	Construction Total				**$ 33,000**

RECREATIONAL ALIGNMENT 1 - Buena Vista Avenue bike route (Buena Vista Avenue)

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	Permits	1	Lump Sum	$ 1,000	$ 1,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 2,600	$ 2,600
4	New share striping	12,200	Lin. Ft.	$ 1	$ 12,200
5	Bike Route signs	26	Each	$ 150	$ 3,900
	Sub-total Cost				**$ 23,700**
	Admin, design, env, site assess	1	Lump Sum	25%	$ 5,925
	Contingencies	1	Lump Sum	10%	$ 2,370
	Construction Total				**$ 31,995**

RECREATIONAL ALIGNMENT 2 - Pacific Avenue bike route (Pacific Avenue, Walnut Street, and Buena Vista Avenue)

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT COST	COST
1	Permits	1	Lump Sum	$ 1,000	$ 1,000
2	Project Funding Sign	2	Each	$ 2,000	$ 4,000
3	Mobilization	1	Lump Sum	$ 2,700	$ 2,700
4	New share striping	11,600	Lin. Ft.	$ 1	$ 11,600
5	Bike Route signs	27	Each	$ 150	$ 4,050
	Sub-total Cost				**$ 23,350**
	Admin, design, env, site assess	1	Lump Sum	25%	$ 5,838
	Contingencies	1	Lump Sum	10%	$ 2,335
	Construction Total				**$ 31,523**

CHAPTER IX

TRAIL MANAGEMENT STRATEGY

The City of Alameda currently oversees and maintains several trail projects as well as bike lanes and sidewalks throughout the City. The City has the experience to manage the Trail's full range of facility types – paths, bicycle lanes, and bicycle routes – once it is completed. City-owned trails are maintained by the Recreation and Parks Department, while bike lanes, sidewalks, and traffic control devices within the City's street right-of-way are under the jurisdiction of the Public Works Department (although sidewalk maintenance is the responsibility of the adjacent property owner).

The off-road portions of the Trail will be managed by the City of Alameda Recreation and Parks Department. ARPD currently manages other park facilities in the City, the most similar to the Trail being the Main Street Greenway. Funding is not currently allocated for maintenance of the Cross Alameda Trail, but if the community identifies it as a high priority, the City Council will need to earmark the required funds and staffing.

Stakeholder Support

Perhaps the most important factor in determining the success of the Trail is the number of users. An important part of attracting users is the cultivation of stakeholders in the community to assist in marketing the Trail.

The Cross Alameda Trail is envisioned not only as a facility for transportation and recreational travel, but in many locations as a destination in itself. The emergence of the corridor as a series of destinations can already be seen with the development of the marina waterfront park between the Fortmann and Grand Marinas, as the park includes a playground, benches, tables, and a parking area. The preliminary plans for the Bridgeside Shopping Center include the Trail in close proximity to an outdoor seating area for restaurants. The former railroad yard between Constitution Way and Sherman Street could also potentially become an attraction, depending on how the property is ultimately developed.

There is a broad range of potential stakeholders who would have a direct interest in the Trail's success. Chapter III discussed the various development projects, business districts, schools, and other sites in proximity to the Trail. The Trail can provide a convenient and attractive way for residents, employees, business customers, students, and others to access many of these places or to connect to the regional transit network. Businesses and organizations with a stake in the success of the Trail can help raise awareness about the Trail by either passing information to their employees or customers, or as part of a "friends" organization, as described below. Other potential partners in a marketing initiative include locally-based advocacy organizations, such as Bike Alameda and Pedestrian Friendly Alameda, that have indicated their strong support for the project.

Operations and Maintenance

Maintenance costs include tasks such as pavement stabilization, landscape maintenance, facility upkeep, sign replacement, mowing, litter removal and painting.

Trail Design and Public Safety

Management issues will largely be addressed in the trail design process. The design of the Trail itself offers many opportunities to address management issues up front, as design choices can often help to significantly reduce maintenance costs. For example, it will be important to consider the impacts of different materials used to construct the trail, the type of landscaping to be included, and location of amenities needing electric or water connections and where they are situated with respect to existing utility lines.

However, there are other potential safety concerns as well. People who live in the vicinity of the Trail may be concerned about the potential for crime and vandalism – The potential for crime associated with the development of a trail – whether founded or not – can be deterred by careful design and maintenance of the facility. Crime Prevention Through Environmental Design (CPTED) techniques, which include the appropriate use of lighting, sufficient sight lines, a high quality of maintenance, visibility from adjacent roadways, and other strategies, have proven to be effective ways of deterring crime on trails as well as other types of projects. It will also be important to enable emergency vehicles to access the Trail.

But perhaps the best way to prevent crime from becoming a problem is for the Trail to be heavily used. The more "eyes" on the Trail – from trail users, neighbors, drivers on adjacent roadways, or people working or doing business at locations in the vicinity – the safer the facility will be. It will be important to have input from law enforcement personnel and members of the community to identify major security concerns early in the design process.

Financial and Community Support

An approach that many successful communities around the country have adopted to ensure the long-term success of their trail projects is to develop active partnerships with local individuals and organizations to form "friends of the trail" groups. In Alameda, the Rails to Trails Conservancy established a steering committee to help oversee the public outreach component of the Cross Alameda Trail project, and through this process a number of members of the community have taken on the role of advocate for the Trail. However, once a trail has been constructed, there is the need for additional types of support. Friends of the trail groups can play a vital role in the long-term success of trails, and may take responsibility for volunteering labor for cleanup crews, maintenance projects, surveillance to protect the security of users, fundraising support, political support, and help with outreach to the community at large.

As trail supporters shift from an advocacy role to one that is engaged in procuring resources and implementing trail enhancement projects, the composition of the group will need to evolve. While some members may remain, it will be important to involve new members with appropriate skills and community connections. For example, key roles could potentially be assumed by members of the business community, major employers located near the Trail, and local churches and homeowners associations.

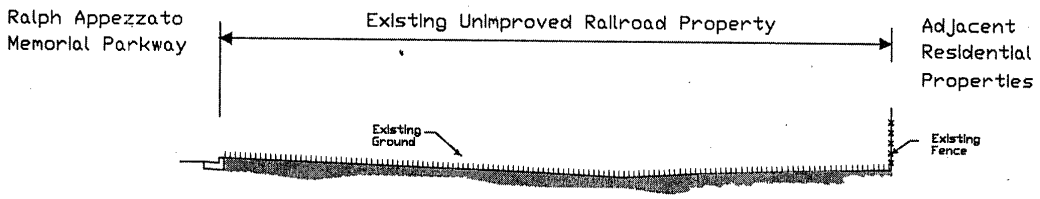
An example of a successful group of this type is the Friends of Anne Arundel County Trails, based in suburban Maryland. The group was originally formed to support the Baltimore-

Annapolis Trail – a 13-mile rail-trail with over 2 million estimated users per year – and has since expanded to include other trail projects in Anne Arundel County. Activities the group has been involved with to date include obtaining funding for a variety of improvements, such as garden and public art projects along trails. In addition to supporting the public agency in its work as trails operator, the organization has helped build a strong sense of ownership for the trail system in the community.[1]

[1] David Dionne, Anne Arundel County Superintendent of Trails, personal communication, 8/2/04.

APPENDIX A

Alignment Sheets



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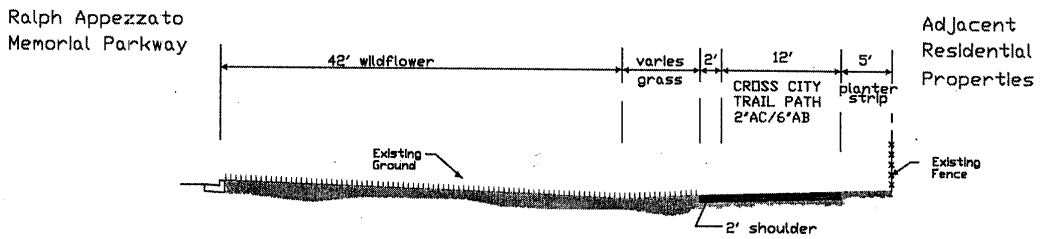

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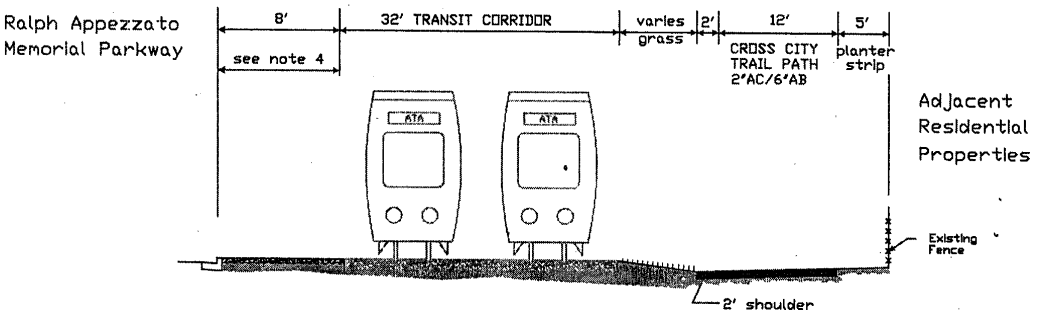


PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

1) Alternate transit corridor alignment down center of Appezato Memorial Parkway would require curb to be relocated into the railroad property approximately 20' south.

(no scale)

2) Facility Type - Minimum 12' Class I Multiuse path.

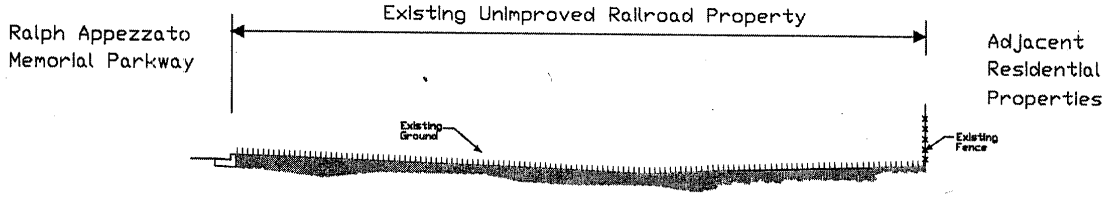
3) property lines not shown

4) Transit stop.

COMMUTER/RECREATION ALIGNMENT - SECTION A-A

Appezzato Memorial Parkway

Main Street to 3rd Street



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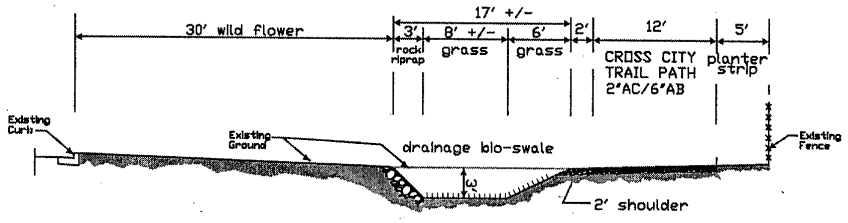
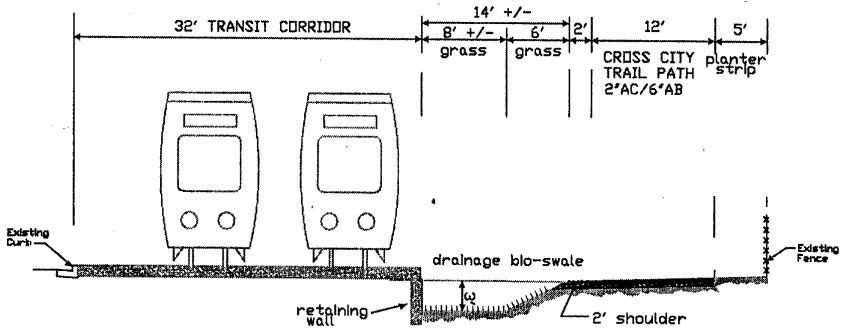


PROPOSED SECTION
WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION
WITH TRANSIT CORRIDOR

Notes:

1) Alternate transit corridor alignment down center of Appezato Memorial Parkway would require curb to be relocated into the railroad property approximately 20' south.

(no scale)

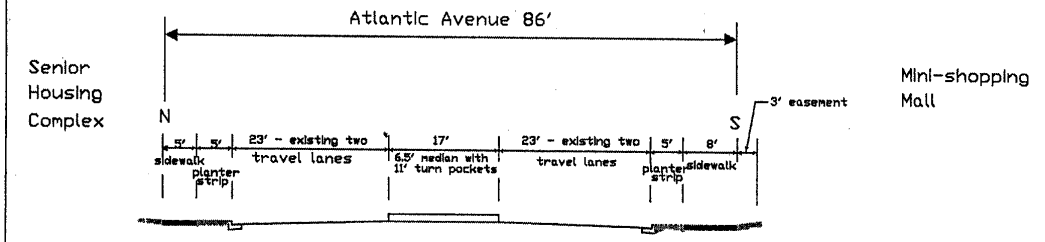
2) Facility Type - Minimum 12' Class I Multiuse path.

3) property lines not shown

COMMUTER/RECREATION
ALIGNMENT - SECTION B-B

Appezzato Memorial Parkway

3rd Street to Webster Street



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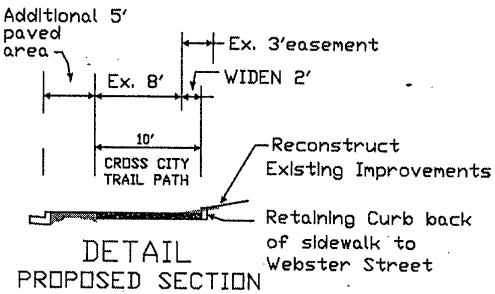

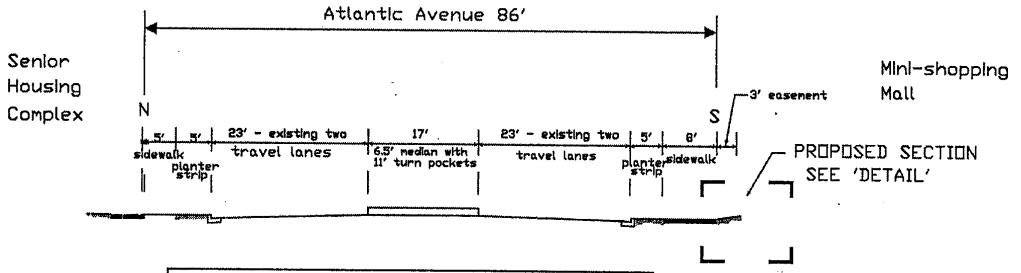

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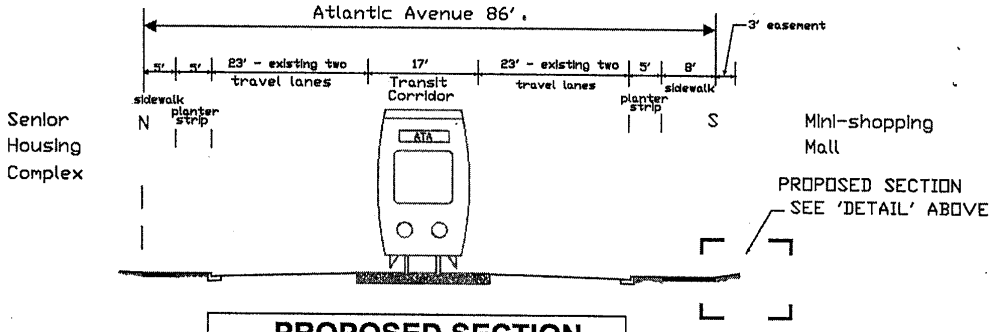


PROPOSED SECTION WITH TRANSIT CORRIDOR

(no scale)

Notes:

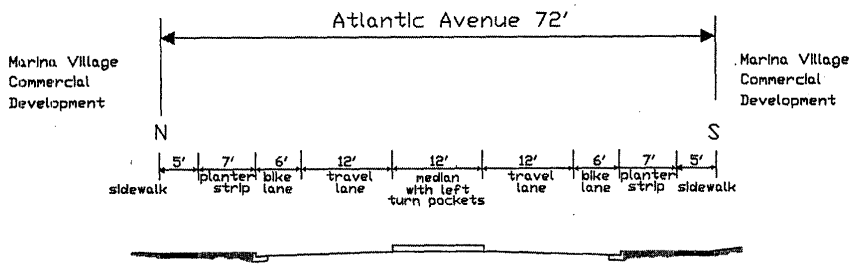
1) Facility Type - 10' Class I Multiuse path.

2) property lines not shown

COMMUTER/RECREATION ALIGNMENT - SECTION C-C

Atlantic Avenue

Webster Street to Constitution Way



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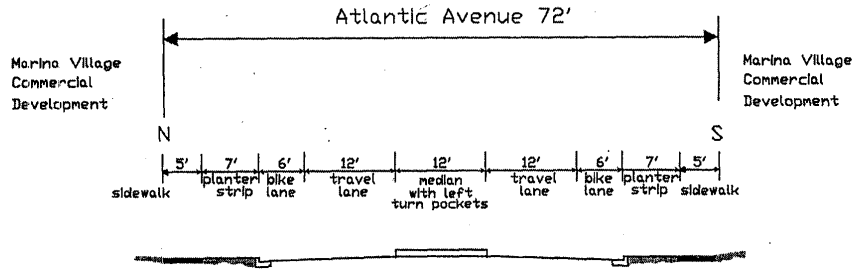


PROPOSED SECTION

NO TRANSIT CORRIDOR ALONG THIS SECTION

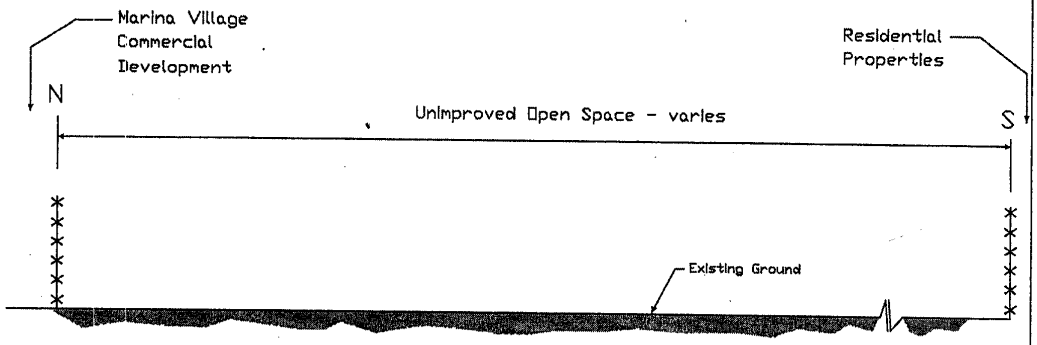
Notes: 1) Facility Type - existing 6' Class II bike lanes, 5' sidewalk.
2) property lines not shown
3) No change between existing and proposed.

(no scale)

COMMUTER ALIGNMENT - SECTION D-D

Atlantic Avenue

Constitution Way to Sherman Street



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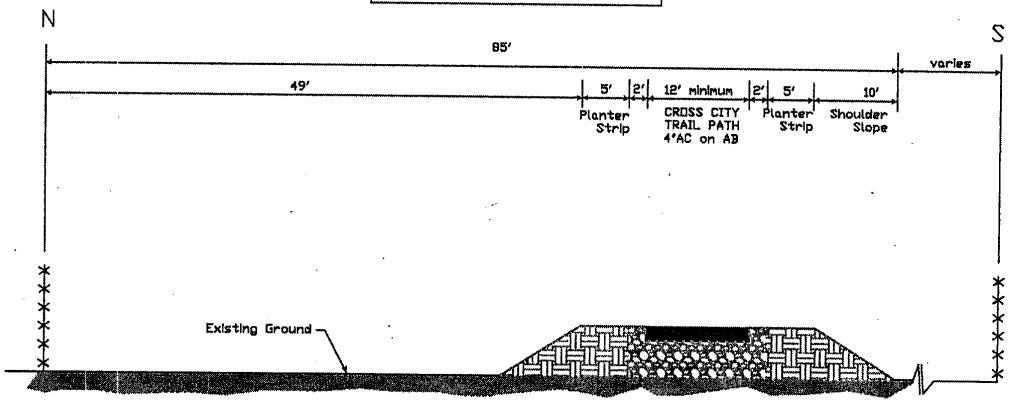
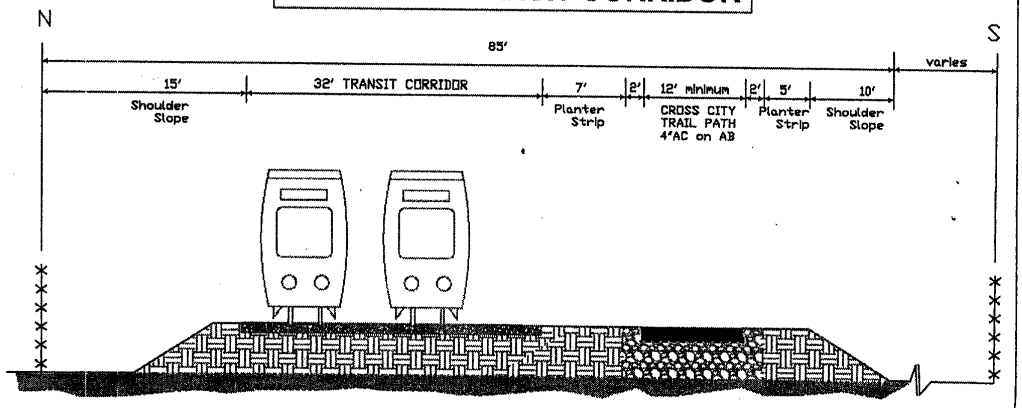


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes: 1) Facility Type - Minimum 12'

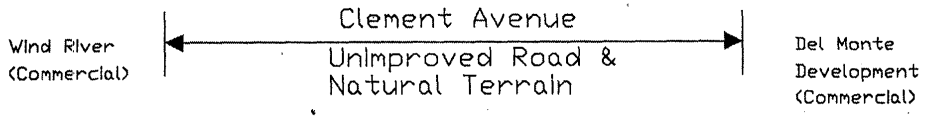
(no scale)

1) Facility Type - Minimum 12' Class I Multiuse path.
2) Property lines not shown
3) Install storm drain pipe across section for cross drainage as necessary.
4) Site is located within the Northern Waterfront Specific Plan.

RECREATION ALIGNMENT 1 - SECTION E-E

Belt Line Railroad Property

Constitution Way to Sherman Street



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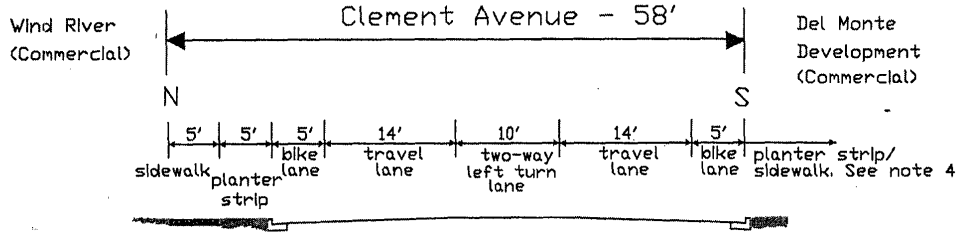
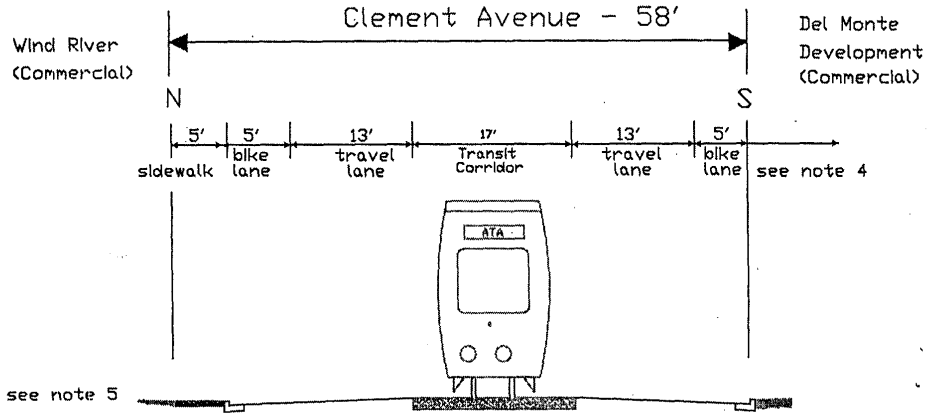


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

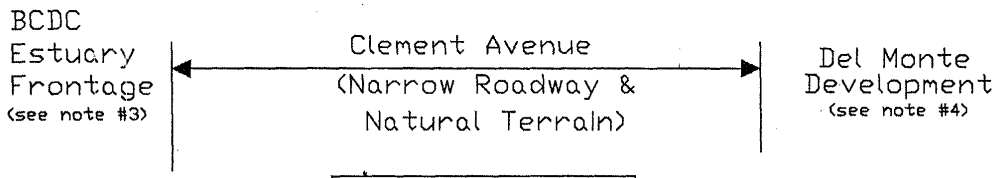
1) Facility Type - Sidewalk and Class II Bike Lane.
2) Property lines not shown.
3) Site is located within the Northern Waterfront Specific Plan.
4) Landscaping and sidewalk improvements. Minimum sidewalk 5' Minimum planter strip 5'
5) Planter strip deleted.

(no scale)

COMMUTER ALIGNMENT - SECTION F-F

Clement Avenue

Sherman Street to BCDC Jurisdiction



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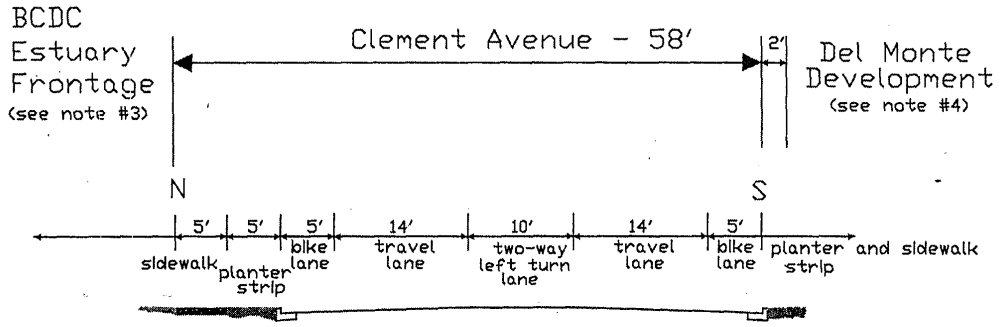
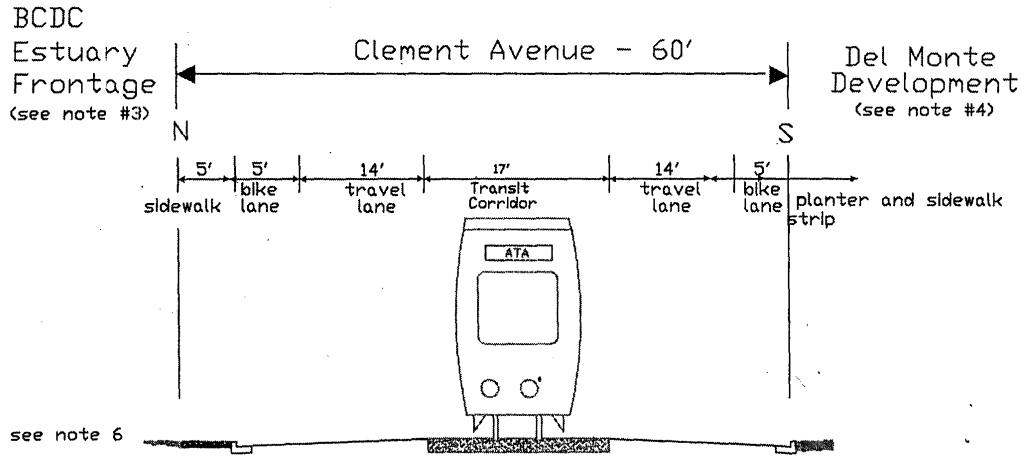


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

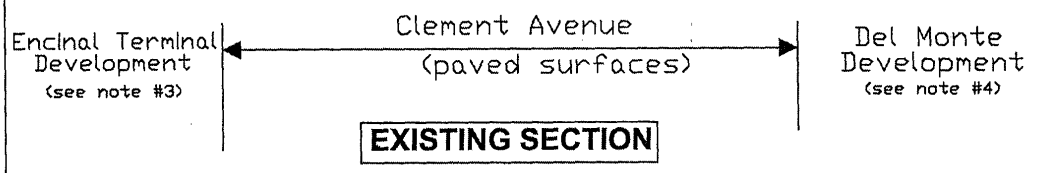
Notes:

1) Facility Type - To be determined
2) Property lines not shown
3) Public improvements along shoreline to be determined by Bay Conservation & Development Commission in conjunction with adjacent Del Monte development.
4) Landscaping and sidewalk improvements, including limits, to be determined at time of Del Monte development.
   2' reserve for transit corridor.
   5' minimum reserve for planter strip
   5' minimum reserve for sidewalk
5) Site is located within the Northern Waterfront Specific Plan.
6) Planter strip deleted.

(no scale)

COMMUTER ALIGNMENT - SECTION G-G

Clement Avenue
Within BCDC Jurisdiction



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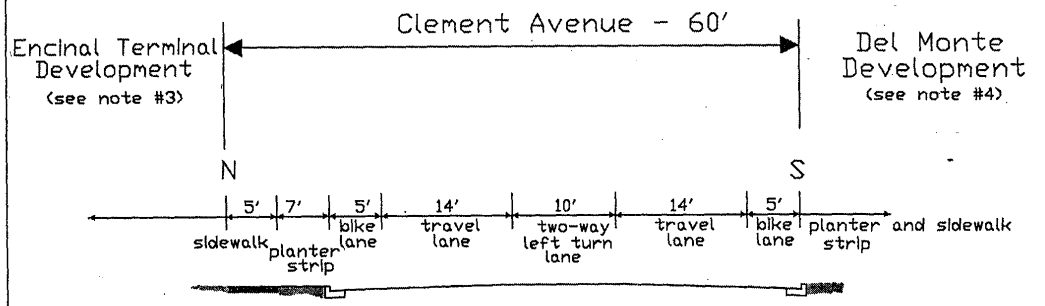
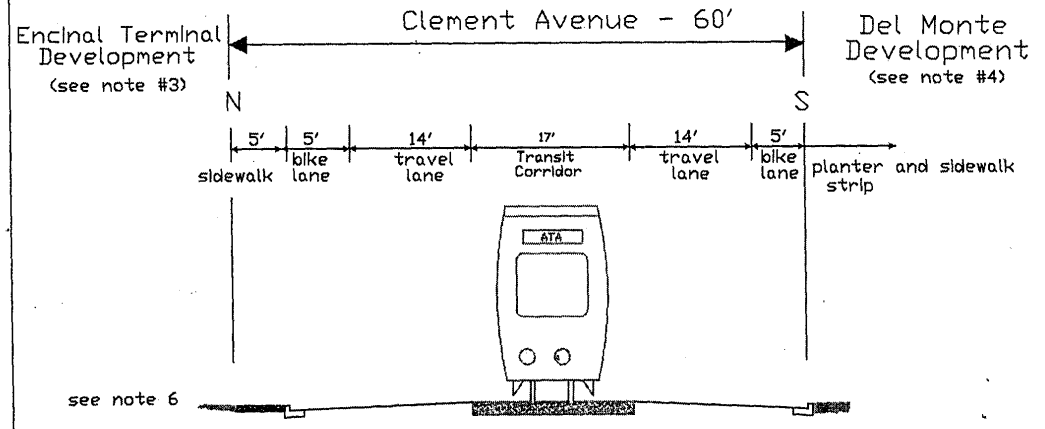


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

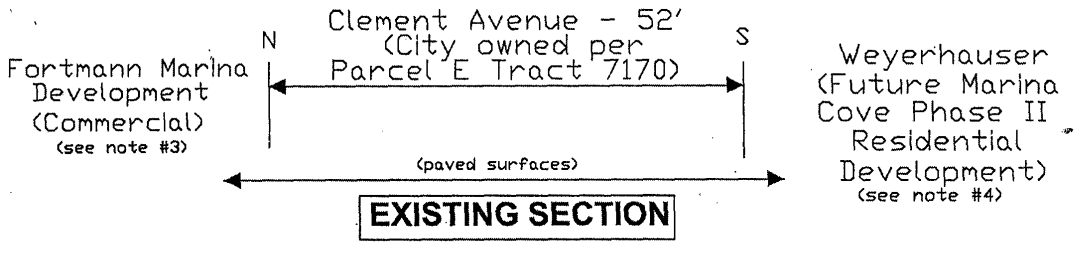
1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) Landscaping and sidewalk improvements, including limits, to be determined at time of Encinal Terminal development.
   5' minimum reserve for sidewalk
   5' minimum reserve for planter strip
4) Landscaping and sidewalk improvements, including limits, to be determined at time of Del Monte development.
   5' minimum reserve for sidewalk
   5' minimum reserve for planter strip
5) Site is located within the Northern Waterfront Specific Plan.
6) Planter strip deleted.

(no scale)

COMMUTER ALIGNMENT - SECTION H-H

Clement Avenue

BCDC Jurisdiction to Entrance Road



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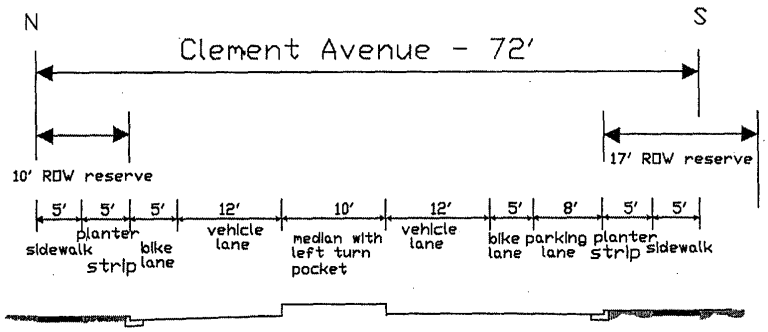
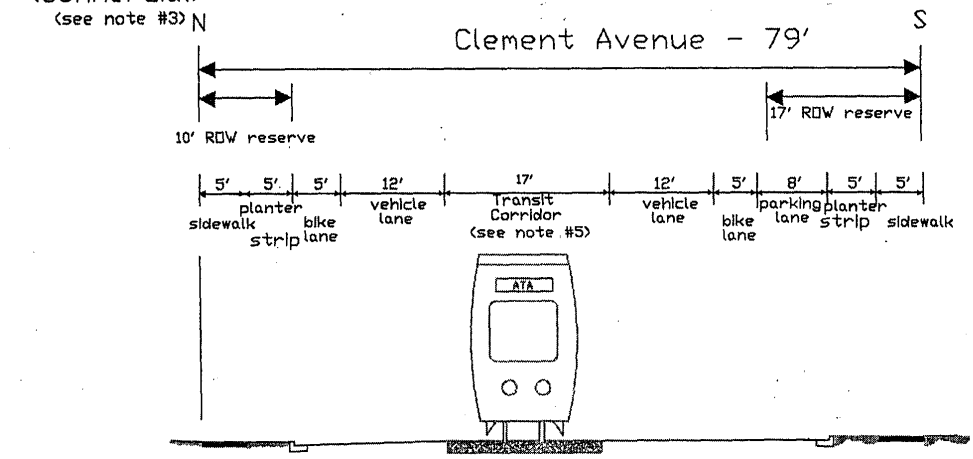


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

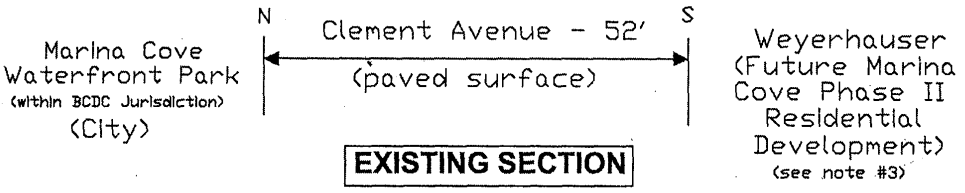
1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) 10' Right-of-Way reserve space required for landscape and sidewalk improvements. Limits to be determined at time of Fortmann Marina development.
4) 17' Right-of-Way reserve space required for future transit corridor.
5) Left turn movement shared with transit corridor.

(no scale)

COMMUTER ALIGNMENT - SECTION I-I

Clement Avenue

Entrance Road to 160' East



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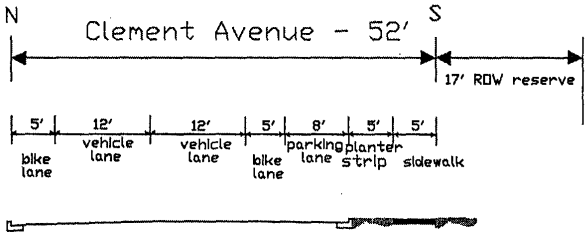
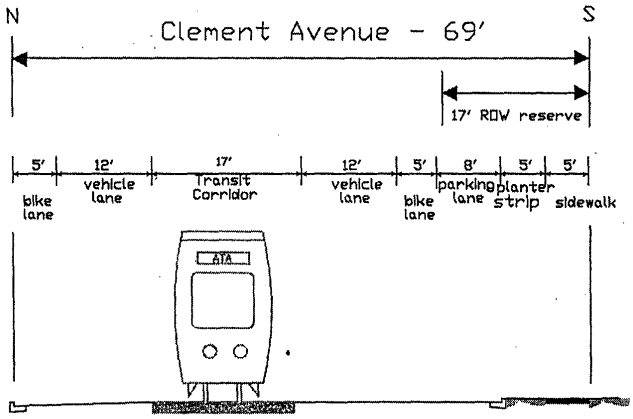


PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

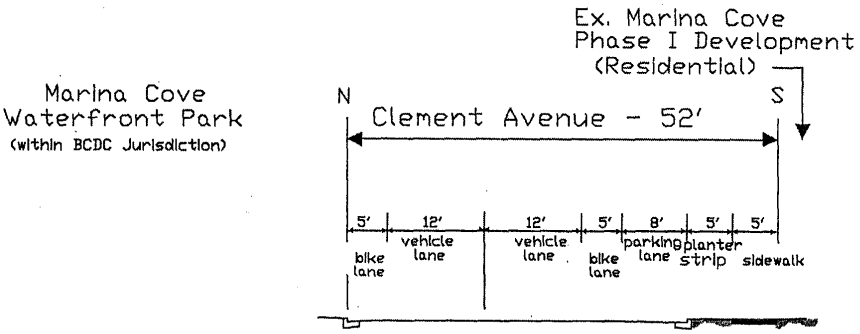
1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) 17' Right-of-Way reserve space required for transit corridor

(no scale)

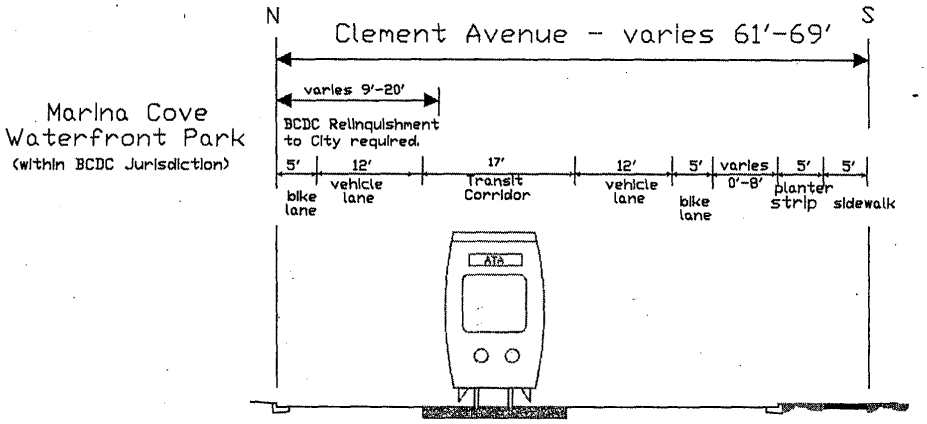
COMMUTER ALIGNMENT - SECTION J-J

Clement Avenue

Waterfront Park and Marina Cove Phase II



EXISTING SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) Park BCDC right-of -way relinquishment required to maintain separate bike/vehicle lanes.
4) Existing Section same as proposed section without transit corridor.

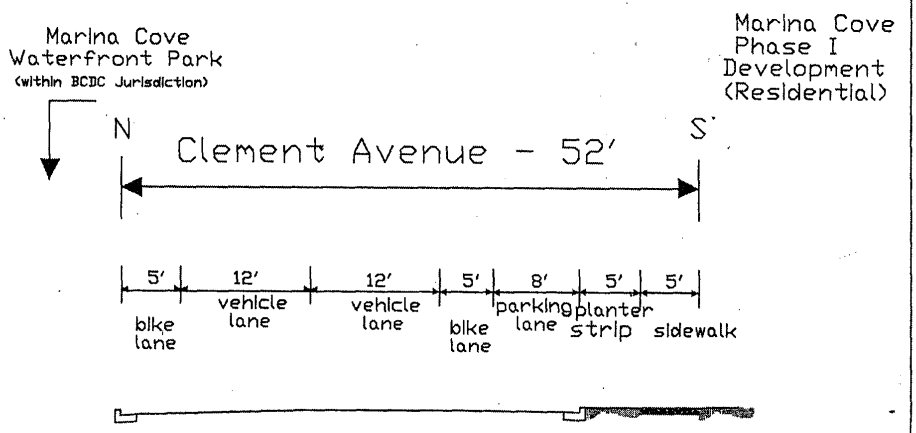
(no scale)

COMMUTER ALIGNMENT - SECTION J1-J1

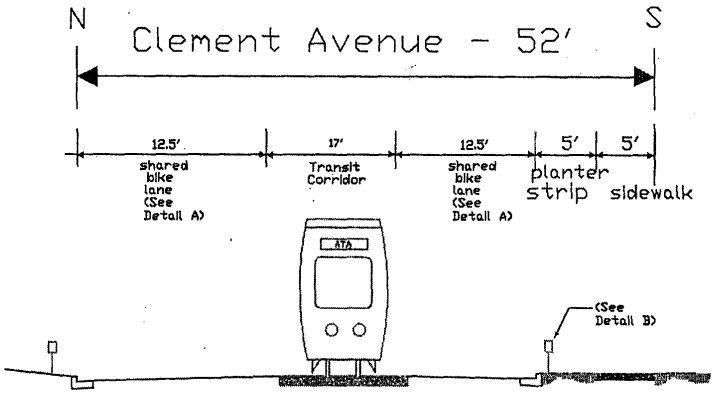
Clement Avenue

West End Marina Cove Phase I to East End of Waterfront Park (~140' East of Ohlone)

THIS ALTERNATE MAINTAINS SEPARATE DRIVING AND BIKE LANES ASSUMING BCDC RELINQUISHES A PORTION OF THE PARK.

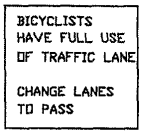


EXISTING SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Street Pavement Marking
DETAIL A



Street Sign
DETAIL B

(no scale)

Notes:

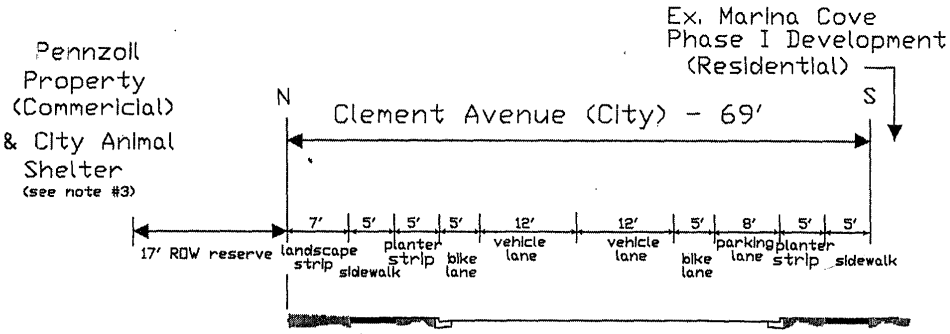
1) Facility Type - Class II bike lanes transit corridor.
2) Facility Type - Shared bike/vehicle lane with transit corridor.
3) Property lines not shown.
4) Existing Section same as proposed section without transit corridor.

COMMUTER ALIGNMENT - SECTION J2-J2

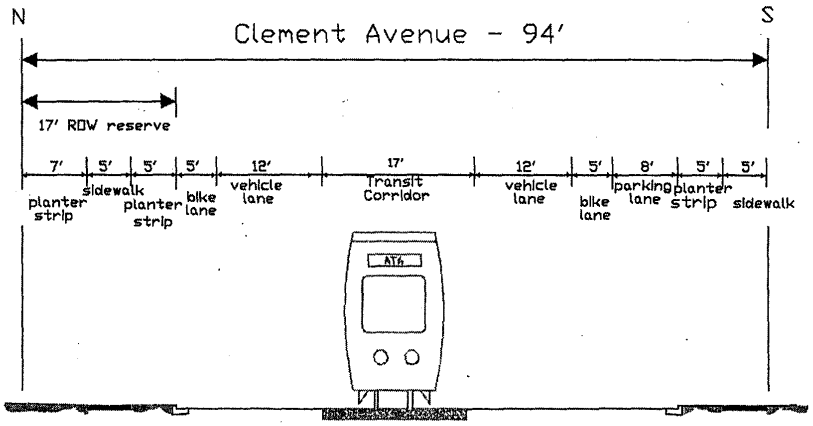
Clement Avenue

West End Marina Cove Phase I to East End of Waterfront Park (~140' East of Ohlone)

THIS ALTERNATE PROVIDES FOR A SHARED TRAFFIC LANE AND BIKE LANE ASSUMING THAT BCDC DOES NOT RELINQUISH A PORTION OF THE PARK.



EXISTING SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

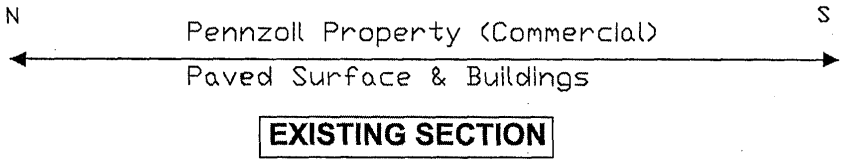
1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) 17' additional Right-of-Way reserve space required for transit corridor
4) Existing Section same as proposed section without transit corridor.

(no scale)

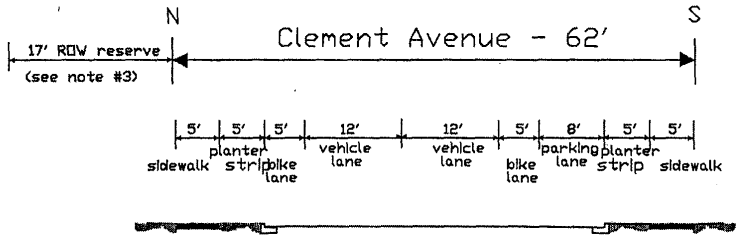
COMMUTER ALIGNMENT - SECTION K- K

Clement Avenue

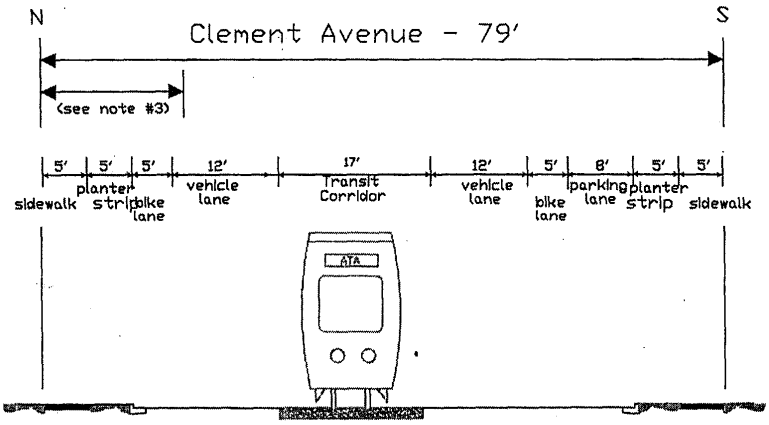
East End of Park (Marina Cove Phase 1) to Hibbard Street



EXISTING SECTION



PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

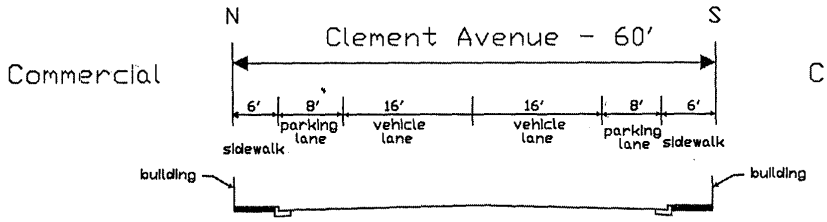
1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) 17' additional Right-of-Way reserve space required for transit corridor

(no scale)

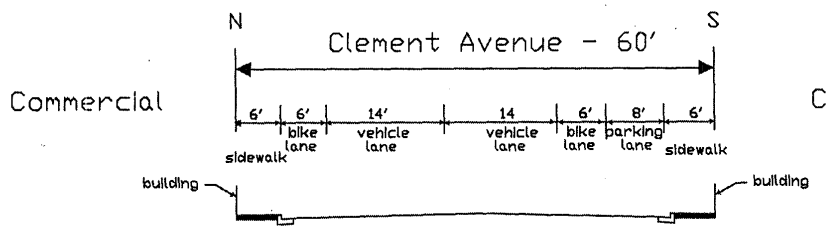
COMMUTER ALIGNMENT - SECTION L- L

Clement Avenue

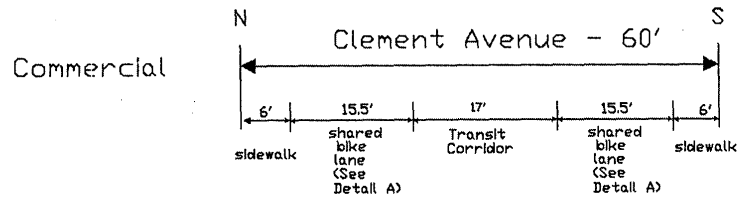
Hibbard Street to Grand Street



EXISTING SECTION



PROPOSED SECTION WITHOUT TRANSIT CORRIDOR

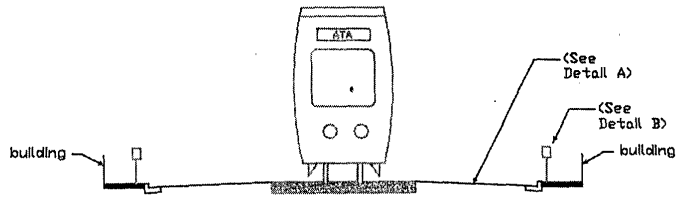


BICYCLISTS HAVE FULL USE OF TRAFFIC LANE

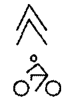
CHANGE LANES TO PASS

Street Sign

DETAIL B



PROPOSED SECTION WITH TRANSIT CORRIDOR



Street Pavement Marking

DETAIL A

Notes:

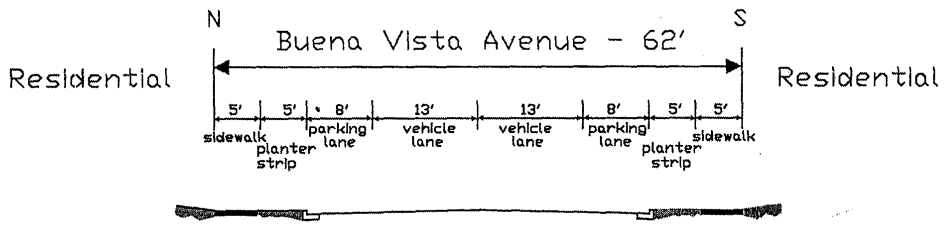
1) Facility Type - Class II bike lanes without transit corridor.
2) Facility Type - Shared bike/vehicle lane with transit corridor.
3) Property lines not shown
4) Parking removed on north side for section without transit and on both sides for section with transit corridor.

(no scale)

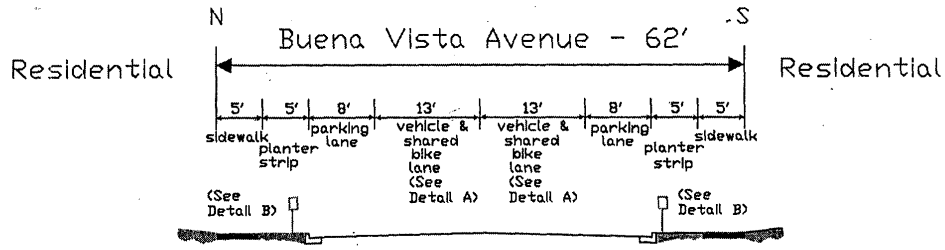
COMMUTER ALIGNMENT - SECTION M-M

Clement Avenue

Grand Street to Broadway



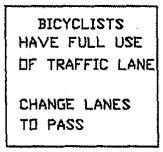
EXISTING SECTION



PROPOSED SECTION

Street Pavement Marking

DETAIL A



Street Sign

DETAIL B

NO TRANSIT CORRIDOR ALONG THIS SECTION

Notes: 1) Facility Type - Sidewalk and Class III bike routes.

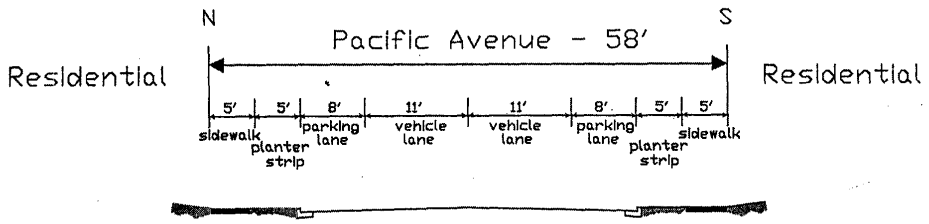
2) Property lines not shown

(no scale)

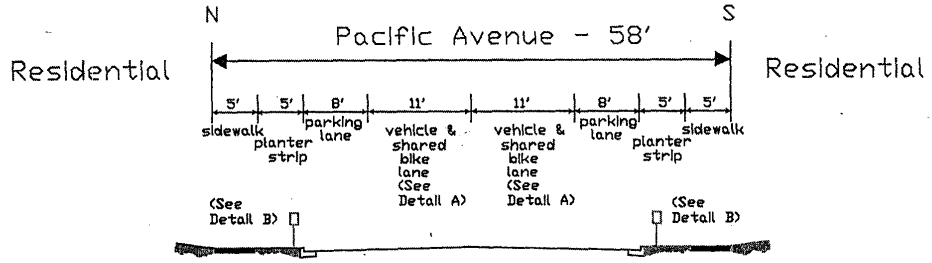
RECREATION ALIGNMENT 1 - SECTION N-N

Buena Vista Avenue

Sherman Street to Broadway



EXISTING SECTION



PROPOSED SECTION

Street Pavement Marking

DETAIL A

Street Sign

DETAIL B

NO TRANSIT CORRIDOR ALONG THIS SECTION

Notes: 1) Facility Type - Sidewalk and Class III bike routes.

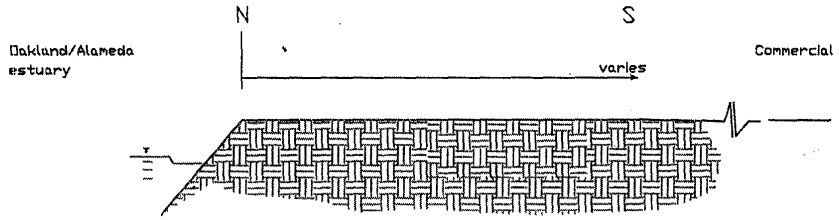
2) Property lines not shown

(no scale)

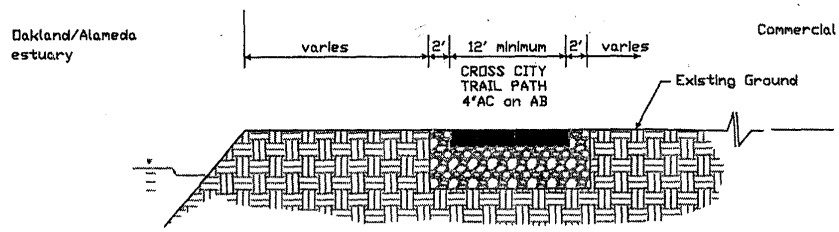
RECREATION ALIGNMENT 2 - SECTION O-O

Pacific Avenue

Sherman Street to Walnut Street



EXISTING SECTION



PROPOSED SECTION

NO TRANSIT CORRIDOR ALONG THIS SECTION

Notes:

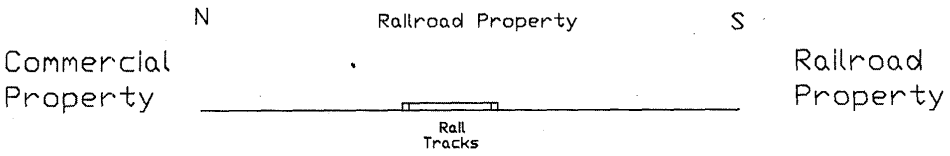
1) Facility Type - Recreational Multiuse Shoreline Class I path.
2) Property lines not shown
3) Facility within BCDC jurisdiction.

(no scale)

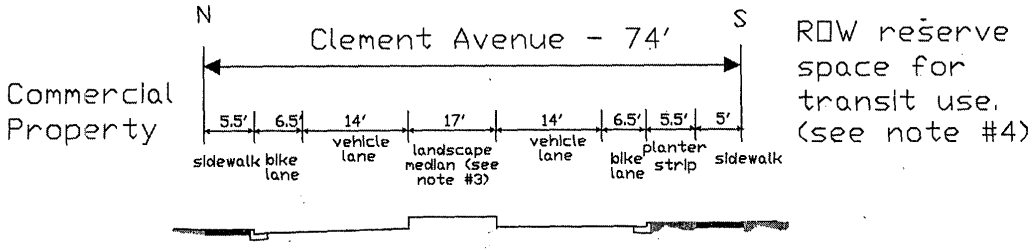
SECTION P-P

Recreational Shoreline Path

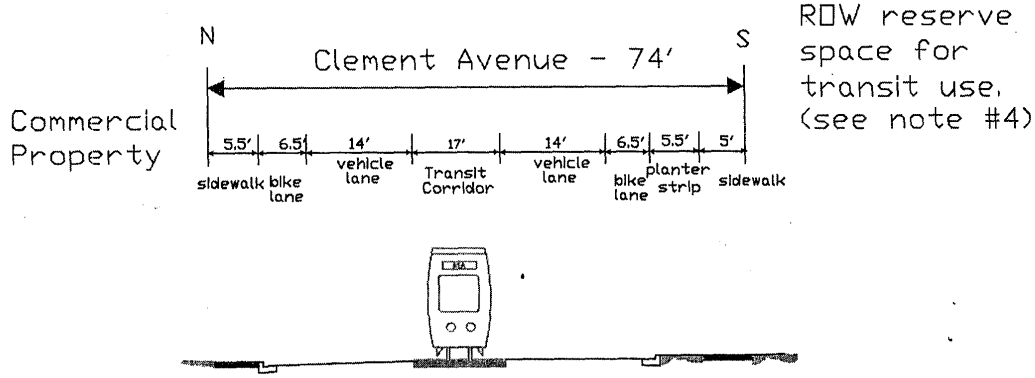
Marina Cove to Tilden Way



EXISTING SECTION



PROPOSED SECTION WITHOUT TRANSIT CORRIDOR



PROPOSED SECTION WITH TRANSIT CORRIDOR

Notes:

1) Facility Type - Sidewalk and Class II bike lanes.
2) Property lines not shown
3) Landscaping median reserved for future transit corridor.
4) Reserve space for transit platform and/or parking. Limit - triangular area Broadway/Tilden/Clement.

(no scale)

COMMUTER ALIGNMENT - SECTION Q-Q

Clement Avenue

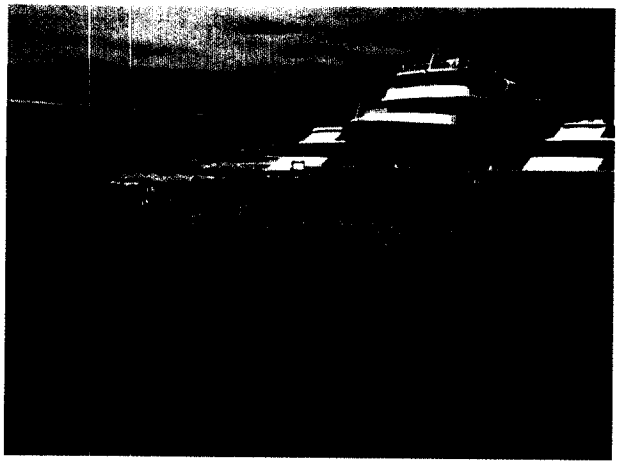
Broadway to Tilden Way

APPENDIX B

Shoreline Access Areas Connecting To the Trail

To help provide the context for the Cross Alameda Trail, below is an overview of existing facilities for this adjacent area. To help locate these sites on the trail corridor map, each photograph includes a description of where it lies relative to the proposed Trail.

Shoreline in front of Pasta Pelican restaurant, east of the FISC site (north of Trail Section 1, Sheet 3). This is part of the location for the future Mariner Square Waterfront Esplanade (see page B-1).

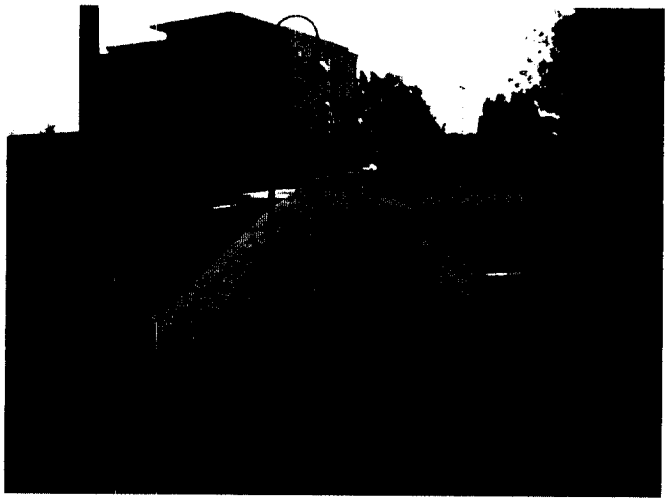


Shoreline east of Pasta Pelican restaurant, future site of Mariner Square Waterfront Esplanade (north of Trail Section 1, Sheet 3).

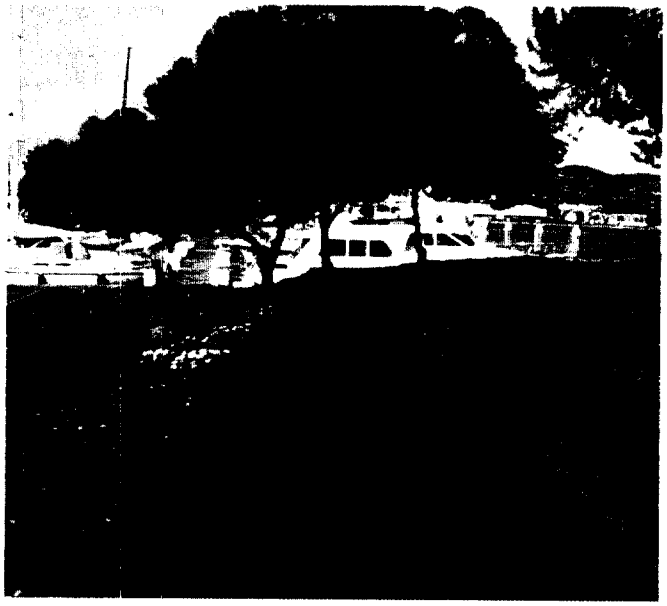
Walkway adjacent to Chevy's restaurant, in front of 2402 Mariner Square Drive, described on page B-1 (north of Trail Section 2, Sheet 4).

Shoreline access behind Chevy's restaurant (north of Trail Section 2, Sheet 4).

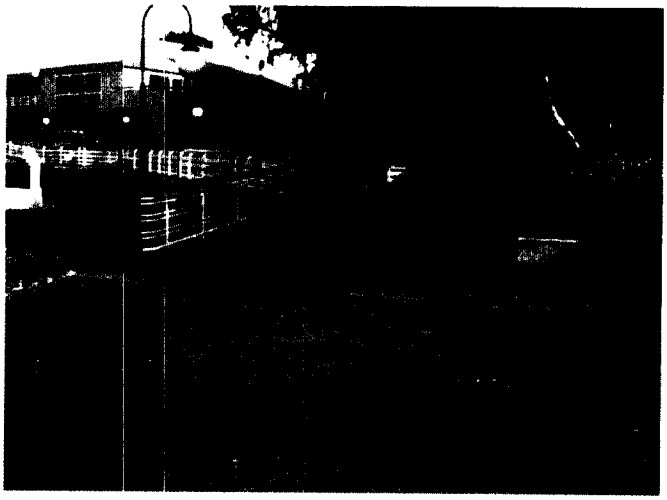
Shoreline access at Barnhill Marina (north of Trail Section 2, Sheet 4).



Shoreline access at Extended Stay Hotel (north of Trail Section 2, Sheet 4).

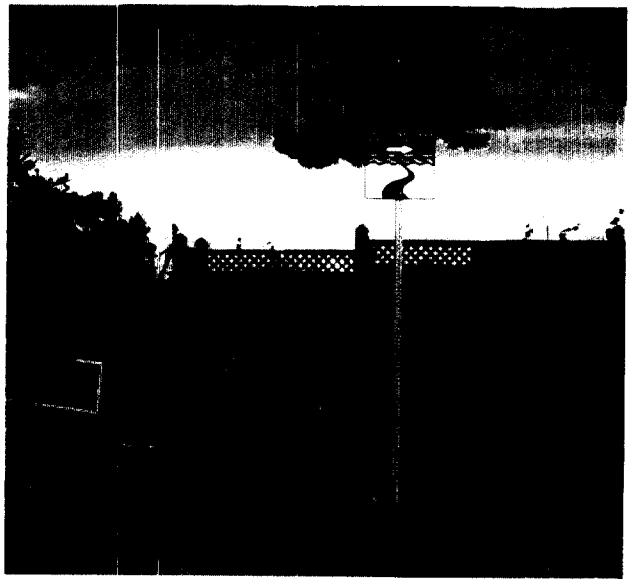


Marina Village shoreline path (north of Trail Section 3, Sheet 5).

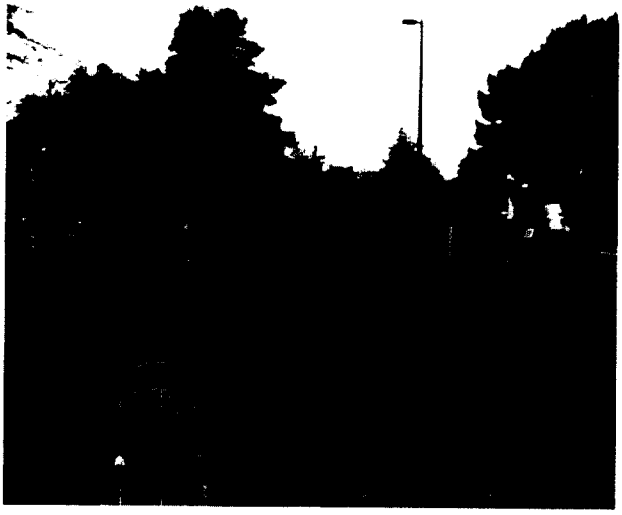


Path at Marina Village leading onto boardwalk area (north of Trail Section 3, Sheet 5).

Path at Shoreline Park in Marina Village (north of Trail Section 3, Sheet 5).



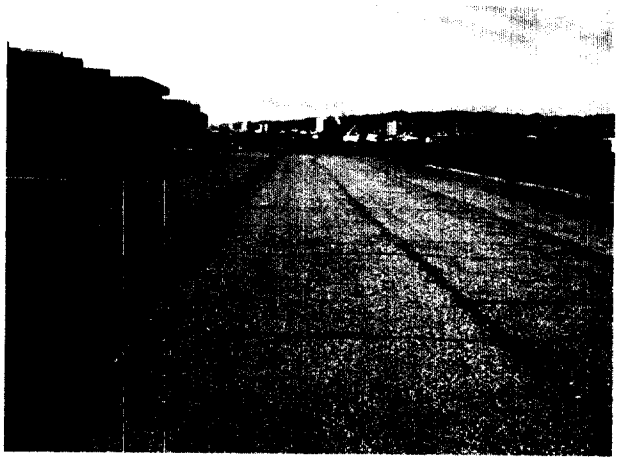
Bay Trail route stops at boundary of Encinal Yacht Club and is routed through a parking lot (north of Trail Section 3, Sheet 6).



Path at Wind River connects to Marina Village shoreline park through parking lot (north of Trail Section 3, Sheet 5).

Path connecting Wind River to parking lot at Encinal Yacht Club (north of Trail Section 3, Sheet 6).

Path through Wind River campus (north of Trail Section 3, Sheet 6).



Pier at southeastern end of Wind River site (north of Trail Section 3, Sheet 6).

APPENDIX C

Alternative Pavement Markings for Shared Roadway Facilities

APPENDIX C

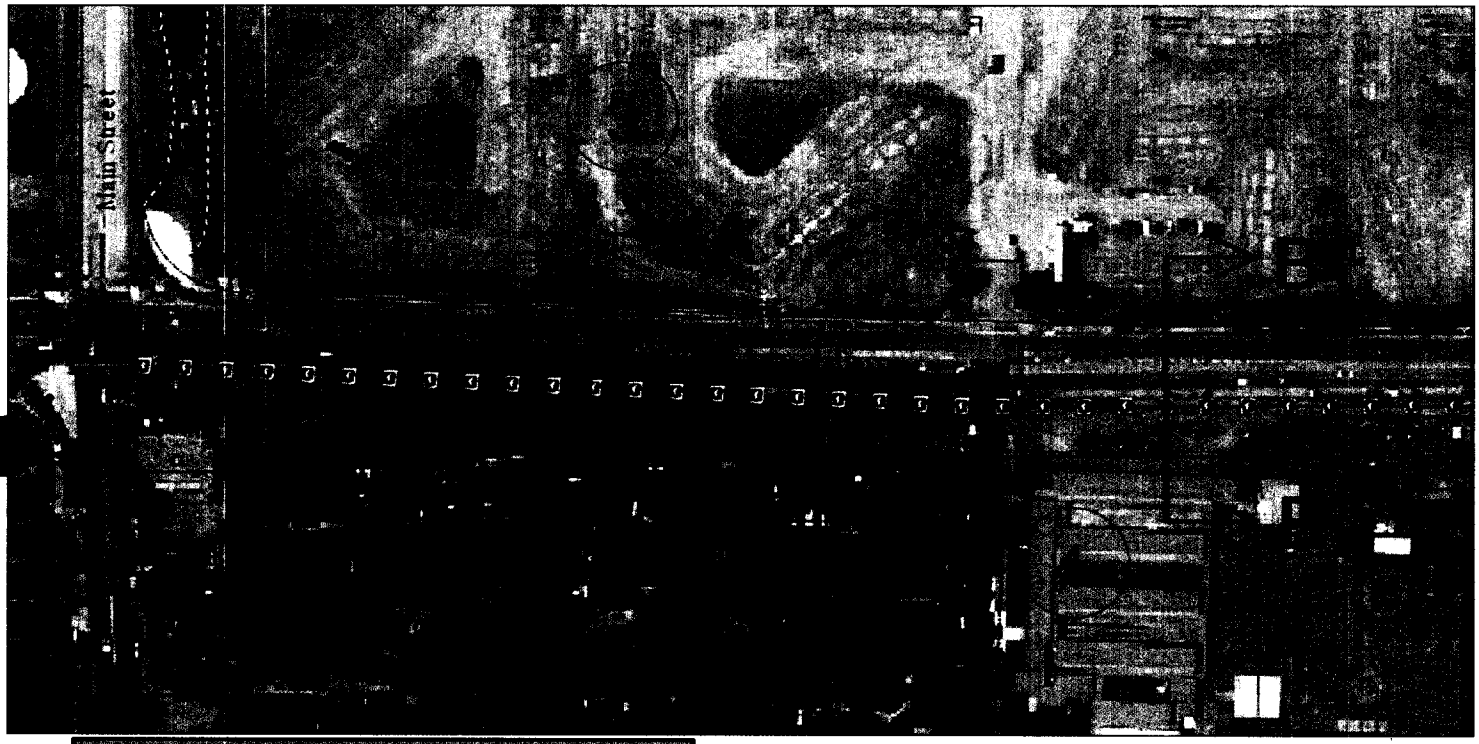
Alternative Pavement Markings for Shared Roadway Facilities

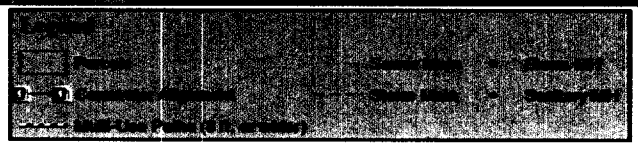
Cambridge, MA – The line was used in locations that were not wide enough to accommodate a bike line. The line is striped 11 feet from the curb. City of Cambridge staff have indicated that bicyclists tend to adhere very close to the line (source: *San Francisco's Shared Lane Pavement Markings,* 2004).

San Francisco, CA – This symbol indicates that although the street is not wide enough to accommodate a bike lane, the lane should be shared by motorists and bicyclists (source: *San Francisco's Shared Lane Pavement Markings,* 2004). The stencil has been recommended by the California Traffic Control Device Committee (CTCDC) for inclusion in the Manual of Uniform Traffic Control Devices (MUTCD) 2003 California Supplement.

APPENDIX D

Trail Cross-Sections





DRAFT- REV 2-10-03

CROSS ALAMEDA TRAIL

0 50 100 150 200 FEET

Scale: 1"=100'

KEY POINTS OF INTEREST

2. Main Street Greenway
3. Former Fleet Industrial Supply Center (Bayport Housing Development)
4. Woodstock Elementary School/ Woodstock Park

Sheet 1 of 12

DRAFT-REV 2-10-05

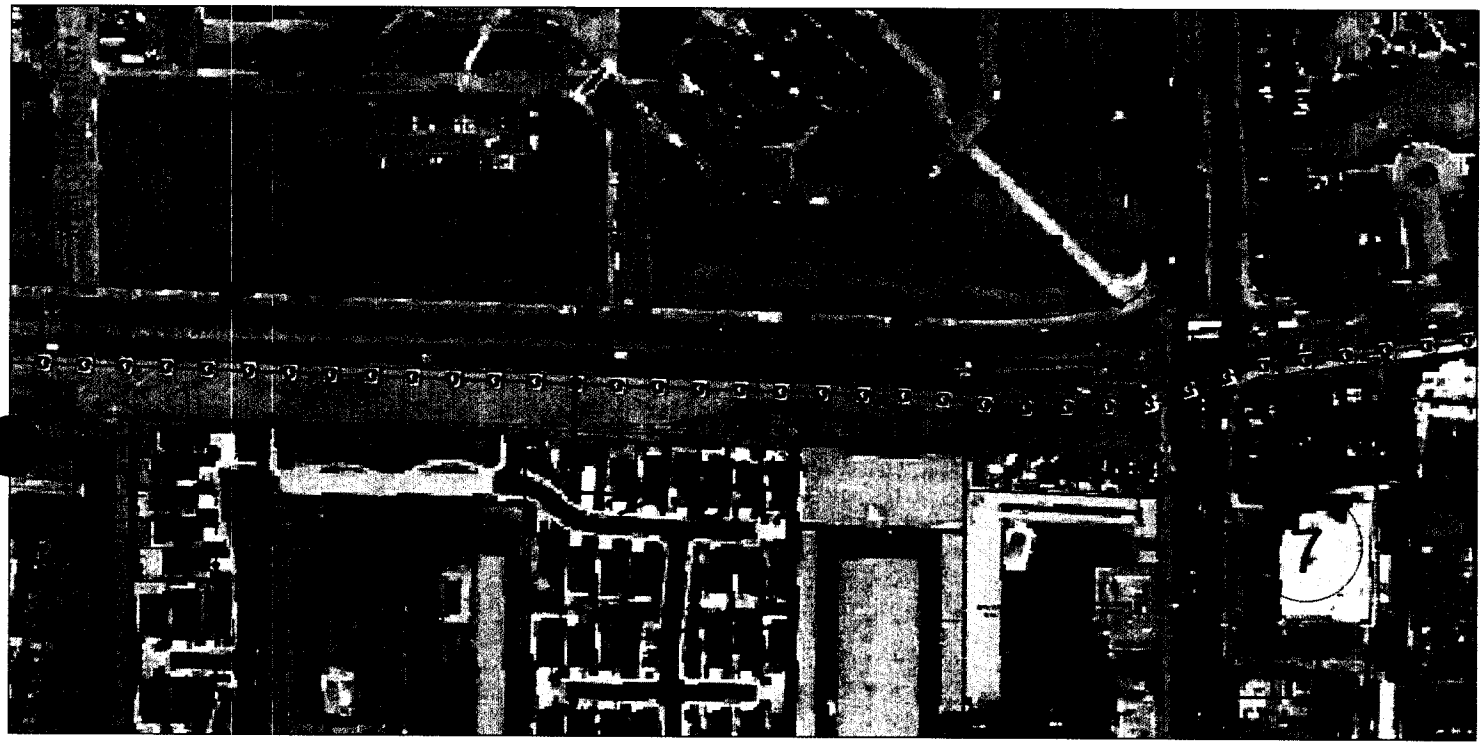
CROSS ALAMEDA TRAIL

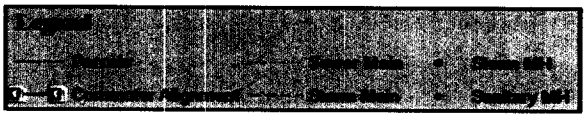
0 50 100 150 200 FEET

Scale: 1"=100'

KEY POINTS OF INTEREST

3. Former Fleet Supply Center (Bayport Housing Development)
5. Harbor Island Apartments





DRAFT-REV 2-10-05

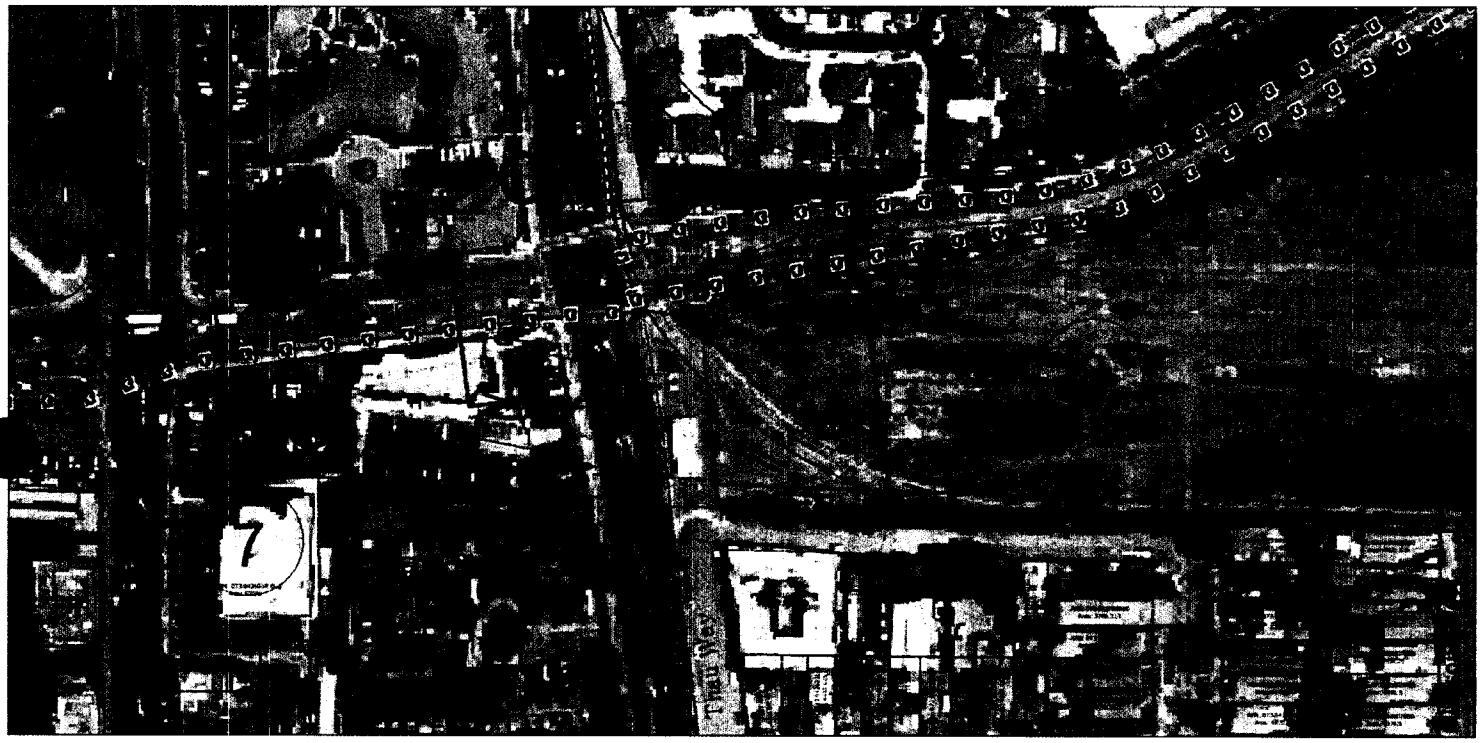
CROSS ALAMEDA TRAIL

0 50 100 150 200 FEET

Scale: 1"=100'

KEY POINTS OF INTEREST

6. College of Alameda
7. Webster Square



DRAFT-REV 2-10-05

CROSS ALAMEDA TRAIL

0 50 100 150 200 FEET

Scale: 1"=100'

KEY POINTS OF INTEREST

7. Webster Square
8. Former Alameda Belt Line Rail Yard

Legend

Parcels — Commuter Alignment — Sewer Main — Storm MH

Recreation Alignment 1 — Storm Main — Sanitary MH

CROSS ALAMEDA TRAIL

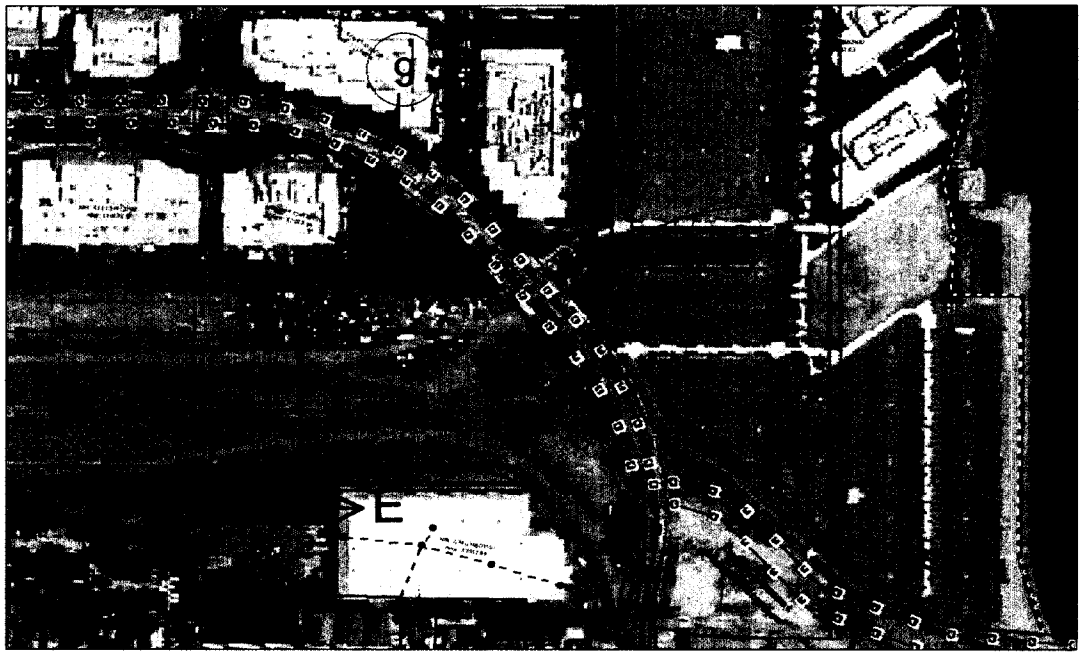
0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

8. Former Alameda Belt Line Rail Yard
9. Marina Village

DRAFT-REV 2-10-05



Legend

Commuter Alignment
Recreation Alignment 1
Multi-Use Paths (8 ft. or wider)
Parcels
Storm Main
Storm Main
Sanitary MH

CROSS ALAMEDA TRAIL

0 75 150 225 300 FEET

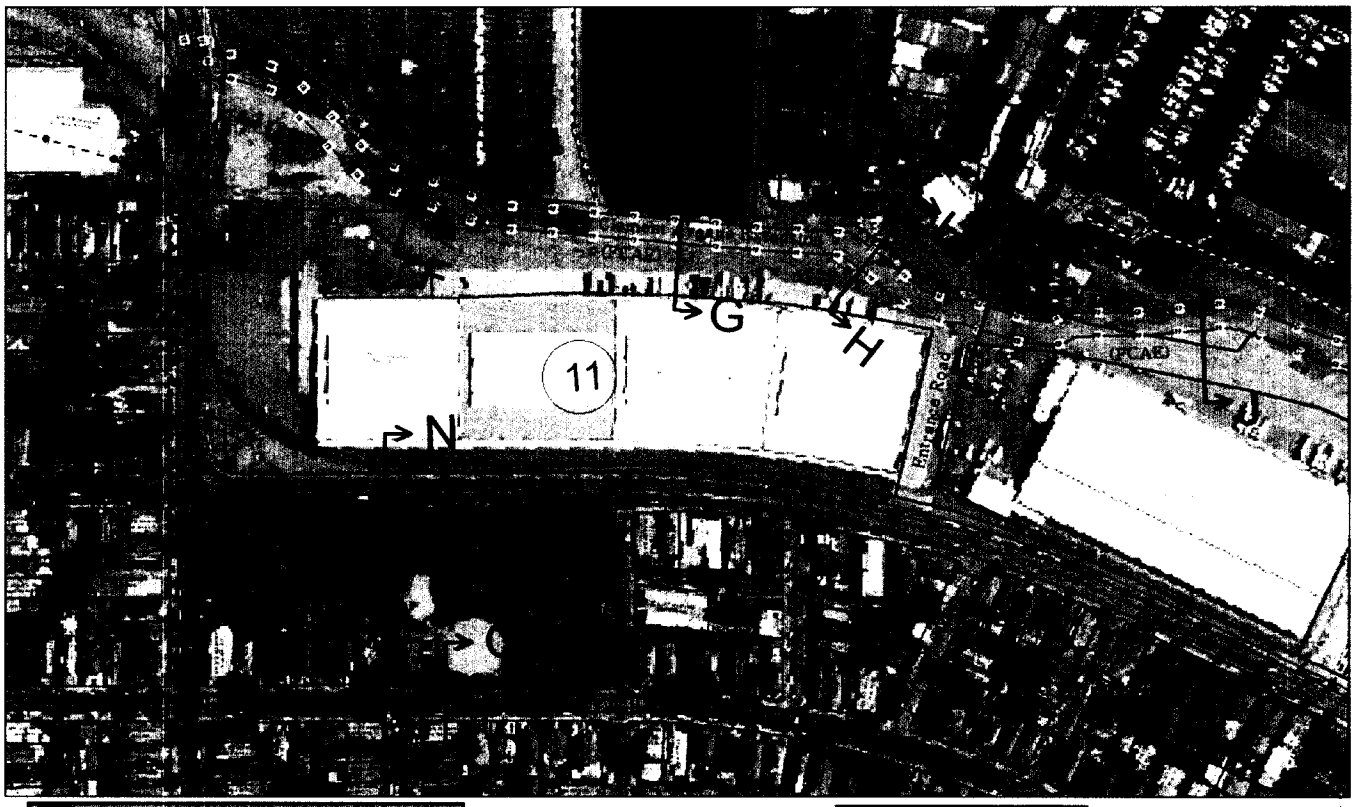
Scale 1"=150'

KEY POINTS OF INTEREST

8. Former Alameda Belt Line Rail Yard
9. Marina Village
10. Wind River

Sheet 6 of 12

DRAFT-REV 2-10-05



CROSS ALAMEDA TRAIL

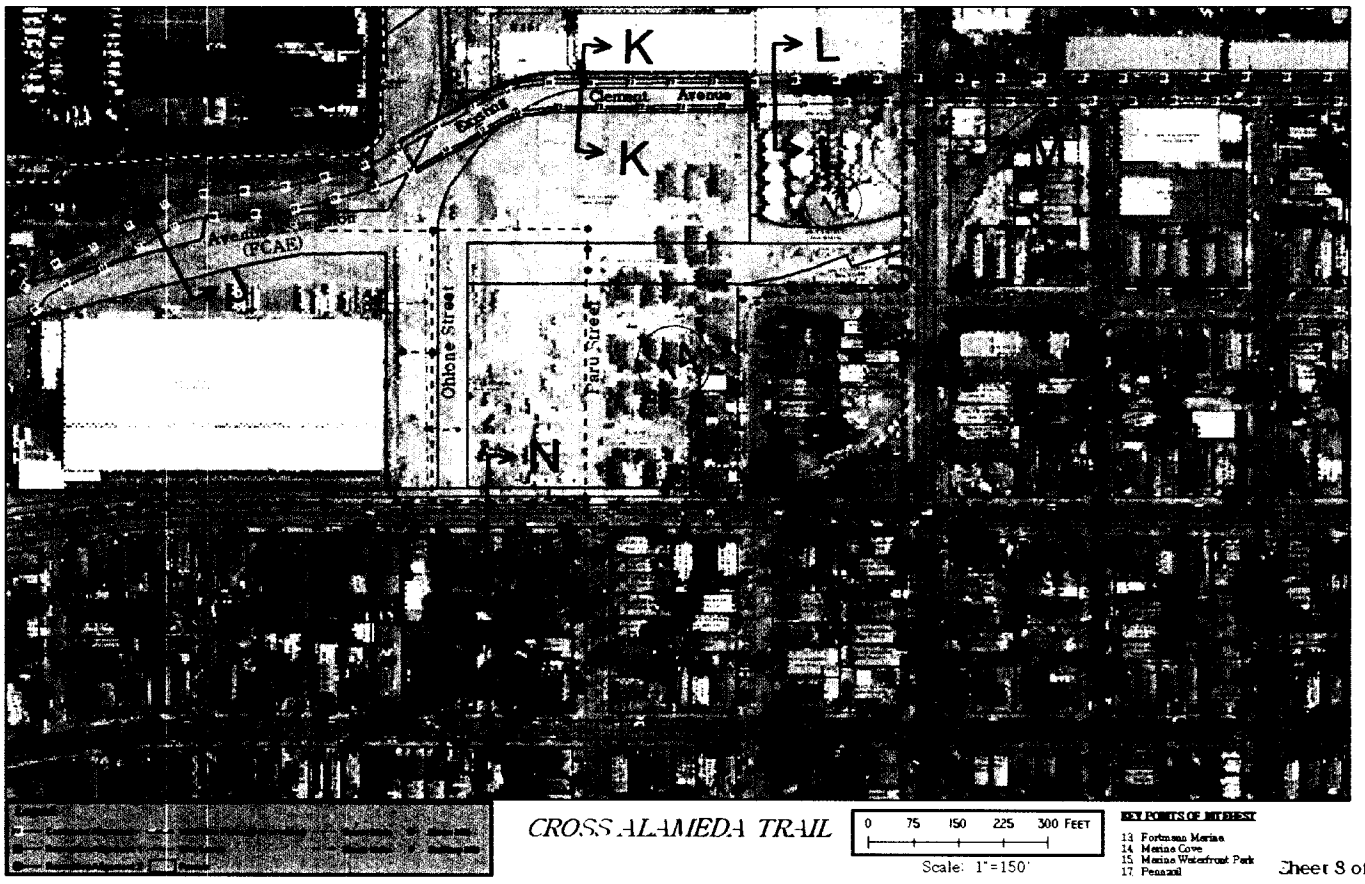
0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

11. Del Monte
12. Encinal Terminals
13. Fortmann Marina

DRAFT REV 2.14.05



CROSS ALAMEDA TRAIL

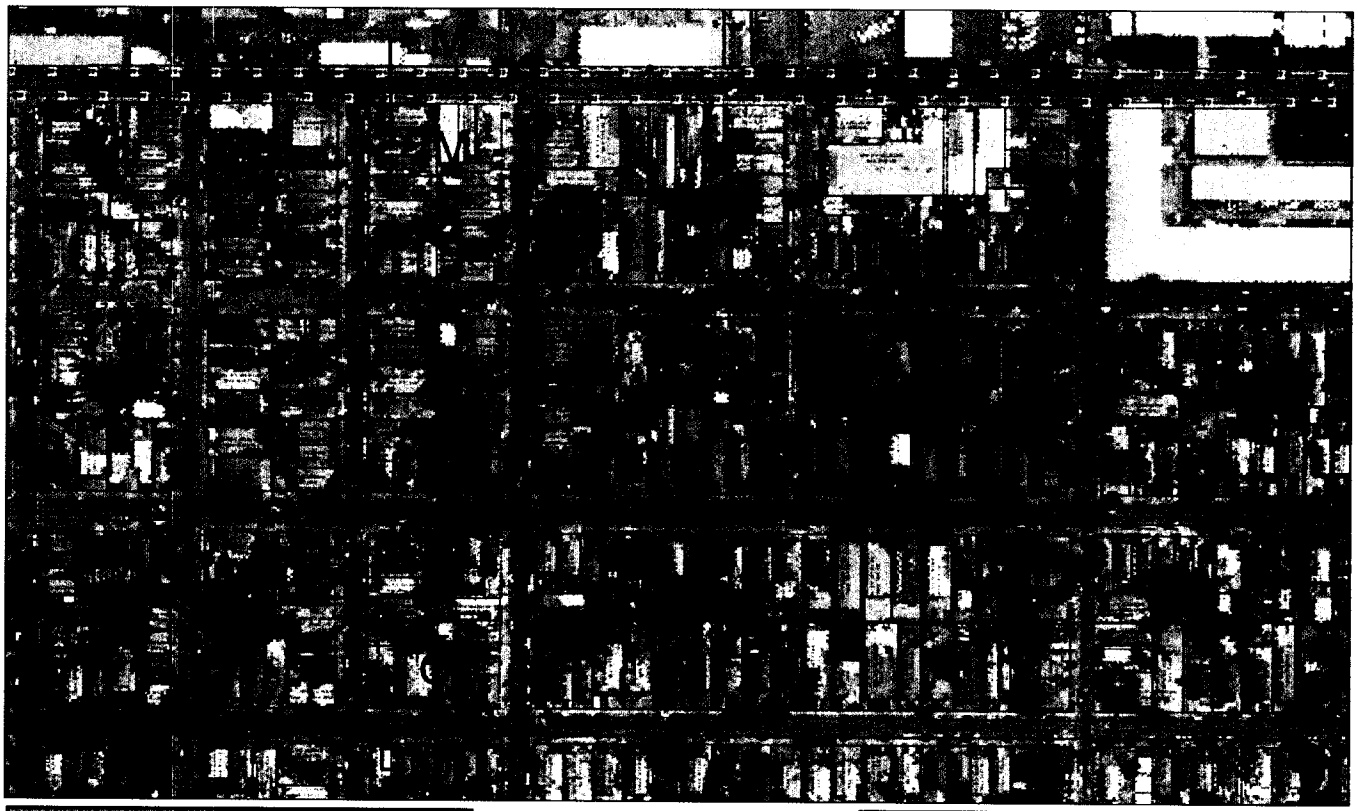
0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

13 Fortmann Marina
14 Marina Cove
15 Marina Waterfront Park
17 Penasol

DRAFT-REV 2-14-05



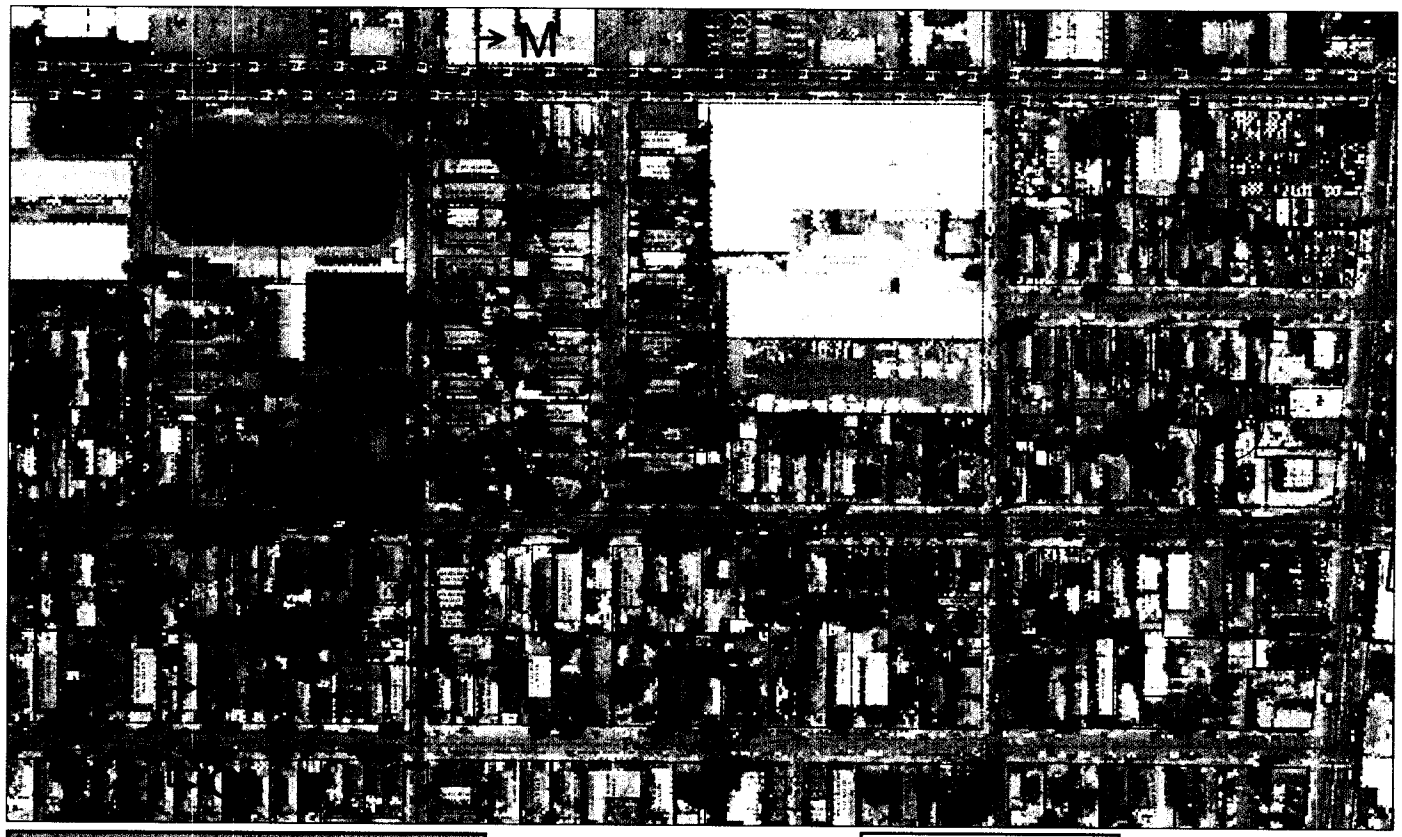
DRAFT -REV 2-14-05

CROSS ALAMEDA TRAIL

0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST



DRAFT - REV 2-14-06

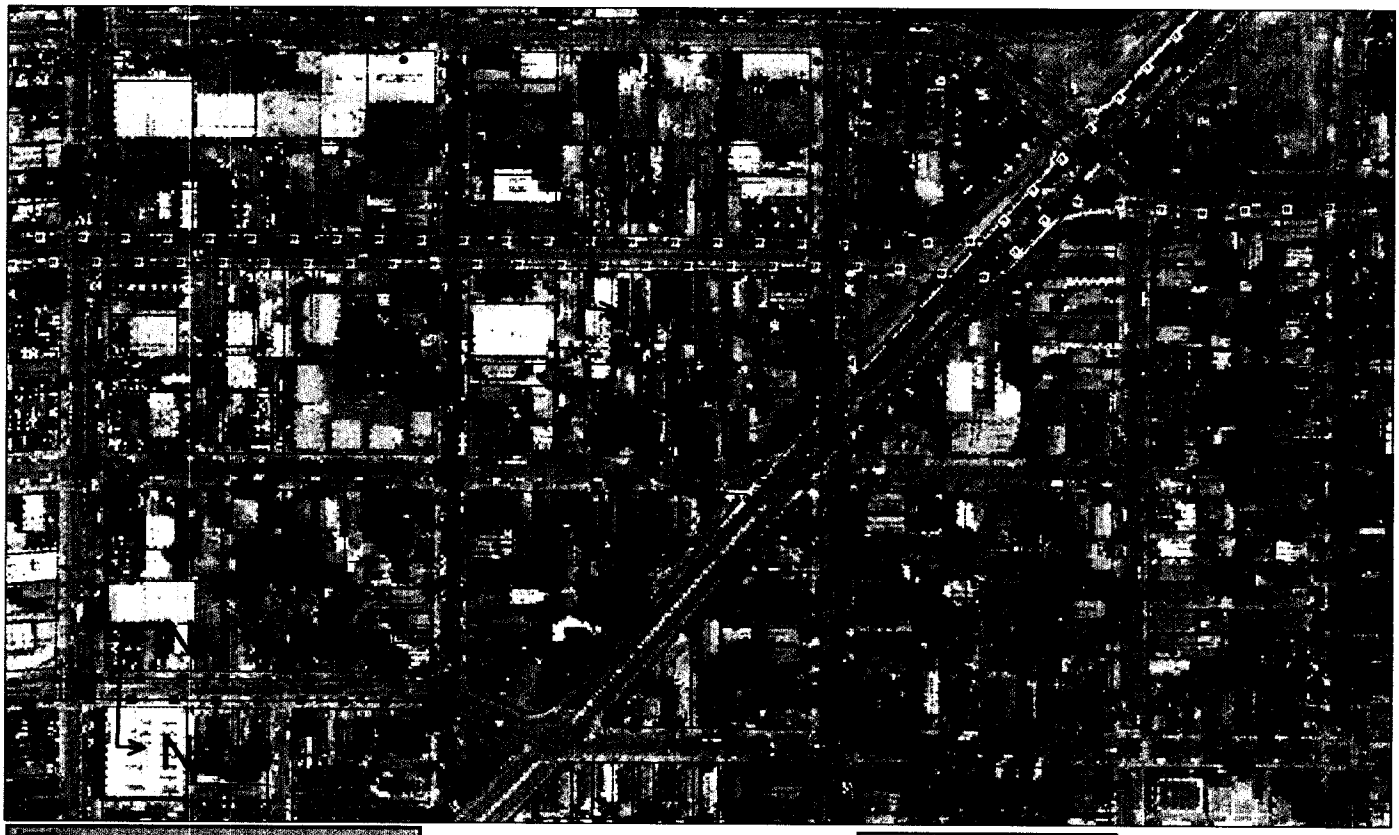
CROSS ALAMEDA TRAIL

0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

20. McKinley Park/Thompson Field
26. Park Street Business Association (PSBA)



CROSS ALAMEDA TRAIL

0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

DRAFT -REV 2-14-06

CROSS ALAMEDA TRAIL

0 75 150 225 300 FEET

Scale: 1"=150'

KEY POINTS OF INTEREST

23. Bridgeside Shopping Center
24. Miller Sweeney Bridge

Sheet 12 of 12

DRAFT :REV 2014-05

APPENDIX E

Public Comments

APPENDIX E

PUBLIC COMMENTS

Planning Board

Discussion from April 25, 2005 Planning Board meeting:

In response to an inquiry by Ms. McNamara, Ms. Hawkins explained the difference between commuter alignment and recreational alignments #1 and #2. She noted that in the past, Bike Alameda has proposed a bicycle boulevard down Pacific, which would enhance bicycle opportunities by creating less of a desired route for vehicles.

Mr. Lynch did not believe that a bike rider considered a Class 1, 2 or 3, but that they moved to avoid traffic upon perception of that traffic. As bike paths are being created, he suggested that other traffic calming techniques be considered that are not currently in place, and that may mean additional inconvenience in terms of travel time for vehicles.

Ms. Hawkins advised that the Transportation Master Plan will feature a grid system for vehicles, pedestrians, and bicyclists.

In response to an inquiry by Mr. Piziali regarding funding, Ms. Hawkins replied that they had a grant in to the MTC for $2 million, for Atlantic to Webster to Main. She noted that they would pursue grants whenever they were available, and that the feasibility study provided the needed weight as the grant-seeking process goes forward. She noted that the grant would make a bare-bones trail with some landscaping possible; they would find out within the next week. She was optimistic about the chances of getting the grant.

Ms. Kohlstrand wished to ensure that policies ensuring bicycle uses and future transit system rights-of-way were preserved in the plan. She noted that there would be limitations to getting a continuous trail along the waterside, but believed it should be reflected as an ultimate goal to have a pathway designated along the waterfront.

Ms. Hawkins noted that the entire length was examined during the study, and a 17-foot width was reserved for potential Bus Rapid Transit or rail.

Ms. McNamara did not believe the costs of removing the rails were included in the estimates. Ms. Hawkins detailed the costs contained in the estimate.

President Cunningham inquired about the aspirations of the trail, and whether the text allowed for modifications or improvements. Ms. Hawkins replied that it was a corridor that would connect residential with commercial, and that surrounding businesses may wish to contribute to it because of their proximity to the trail.

President Cunningham inquired whether the bike path would be adopted in a landscape strip, and whether that would be a general policy. He referenced the section by Starbucks. Ms. Hawkins replied that was the most difficult section in the whole alignment. In trying to accommodate that

option, along with the pedestrians, the landscaping was sacrificed. If that area is not used for the bus rapid transit corridor, it would not be sacrificed. She noted that would not be a typical policy.

Transportation Commission

Discussion from February 23, 2005 Transportation Commission meeting:

Commissioner Parker asked if the proposed routes would undermine the ultimate goal of shoreline route. Staff Bergman responded that the shoreline route is the preferred recreational route.

Staff Bergman noted that the City has applied for funding from the Metropolitan Transportation Commission for funding for the first phase of the Trail, from Main Street to Webster Street.

Staff Bergman stated that Lucy Gigli of BikeAlameda had expressed concerns regarding the proposed striping and lane widths on Clement Avenue. He distributed the letter from Ms. Gigli to the Commissioners.

Mr. Spangler noted that there is an additional former railroad right-of-way east of Constitution Way that connects to the former FISC site, which could potentially connect to the Cross Alameda Trail.

Chair Knox White suggested that the Commissioners e-mail comments to staff prior to the April meeting, and the comments would be brought to the Commission at that time for approval.

Discussion from March 23, 2005 Transportation Commission meeting:

Chair Knox White noted that the proposed bike lanes on Clement Avenue are only five feet wide, yet the connecting bike lanes on Atlantic Avenue are six feet wide. He stated that the proposed travel lanes on Clement Avenue are 12 to14 feet wide. Chair Knox White noted that Caltrans requires lanes to be less than 12 feet wide on highways, and stated that the travel lanes on Clement Avenue could be narrower, even with the presence of a truck route. He recommended that the bike lanes be widened to six or seven feet in width along this corridor.

Chair Knox White recommended that the proposed off-street paths include separate bicycle and pedestrian facilities since sufficient space appeared to be available. This should help avoid conflicts, as trail users would not have to compete for space as they currently do along the path adjacent to Shoreline Drive.

Commissioner Krueger also recommended that wider bike lanes be used along Clement Avenue. He noted that at times he bikes and rides along Atlantic Avenue, which has 12-foot travel lanes and six-foot bike lanes, and believes that this configuration works well. Commissioner Krueger noted that this section of Atlantic Avenue is a designated truck route, similar to the proposed Clement Avenue extension. He expressed concern that wider travel lanes would encourage speeding by motor vehicles.

Public Comments

BikeAlameda (comments submitted by Lucy Gigli, President of BikeAlameda):

"We recommend that optimum bike lane widths from the Alameda Countywide Bike Plan be used. Funding for completion of this project will be heavily dependent on grants. A large part of that may be the Alameda County Transportation Improvement Authority Measure B Discretionary funds. The recommendations are found in Table 6-2. The more that our plans align with recommendations in the Countywide Bike Plan, the more likely we are to receive their grant funds.

"It is critical that portions of the bike lanes on Clement Avenue that will continue to have parking allow adequate distance from car doors. 13 feet is the minimum parking plus bike lane width for a posted speed below 35 MPH, 14 feet for faster speed limits.

"These on-road portions of the Cross Alameda Trail are intended to be pleasant and inviting. They are also continuations of off-road paths. It is important to make those portions even, without parking as comfortable as possible. Wider widths of 6 feet, where street widths allow will be more attractive and inviting to all bicyclists."

Jon Spangler:

From April 25, 2005 Planning Board meeting minutes:

[He] commended the Public Works staff for their efforts in finding a logistical solution for a difficult trail. He noted that it would provide an east-west transportation link for pedestrians and bicyclists; it will provide better links to BART; it will provide the possibility of a bus-rapid transit or ultralight rail right-of-way. The eventual development of Alameda Point would make those items necessary. He noted that it would be easier to address the section between Main Street and Webster Street, which he believed would have a great effect on the Webster/Atlantic intersection, if grant money could be obtained.

Mr. Spangler noted that the Marina waterfront access on the Estuary was very important to many people. He noted that the concerns were: toxic pollution from industrial uses, such as shipyards, the ownership issues, and the security for all the boat owners, particularly those who reside on liveaboards. He noted that Pacific was a Class 1 route, which was signed, and with no extra line or striping on the pavement; stop signs were placed on every block to maintain pedestrian safety and lower traffic speeds. He noted that those stop signs were obstructions for bicycle commuters, and a bicycle boulevard would allow straight-through, non-stop bike traffic. He believed that would enhance safety.

Monika Slay Pitchford:

"I would like to express my support for the Cross Alameda Trail. However, I would like to suggest that the trail in photo #4, 5, and 6 be altered so that it is located along the southern length of the Belt Line property. This will provide more convenient access for the residents of the streets dead-ending at the Belt Line."

Debra Arbuckle:
"The NWSP designates the southern side of the property as the best location for the pathway. A broad section of interests were involved in making this choice. An important note is the contaminated portion of the RR site is on the northern side.

"On the use of Pacific Ave. for recreational bikes and walking. This street is so much quieter traffic wise and there fore much safer and a much more enjoyable walk or ride.

"Adding one block out of the way is really worth the effort unless only being used for a couple blocks. Pacific is really a much better experience for someone not in a car.

"Ask the neighborhood we all walk or bike up one more block to use Pacific.

"Use of
- Educational/Interpretive signs very nice idea to include
- ADA or different use planning for the various sections of the trail tailored to specific to that areas use.
- Varied landscaping along with variety in views and terrain.

"These type of use issues properly addressed give the trail that extra bit of class.

"Section 3 on Costs between Constitution and Sherman it would seem within reasonable expectations to assume two costs here. We may very well prevail on the lawsuit with ABL. So how about an estimate assuming we don't have to pay for the right of way?

"The Annapolis Trail is an excellent example of what the citizens and neighbors involved in this issue and the larger Open Space issues here in Alameda want to do. The Neighborhood Network which is basically but not exclusively a group of neighbors from the Streets on the South boundary of the RR Yard have stated they would like participation. Way back when the Developer Mike Valley came to us we had several meeting and the almost all the neighbors wanted a greenway with path on the South side of the property (At the end of the dead end street away from traffic). The developer had planned just that with neighborhood input. The neighborhood has been very supportive."

Donald K. Hardiman:

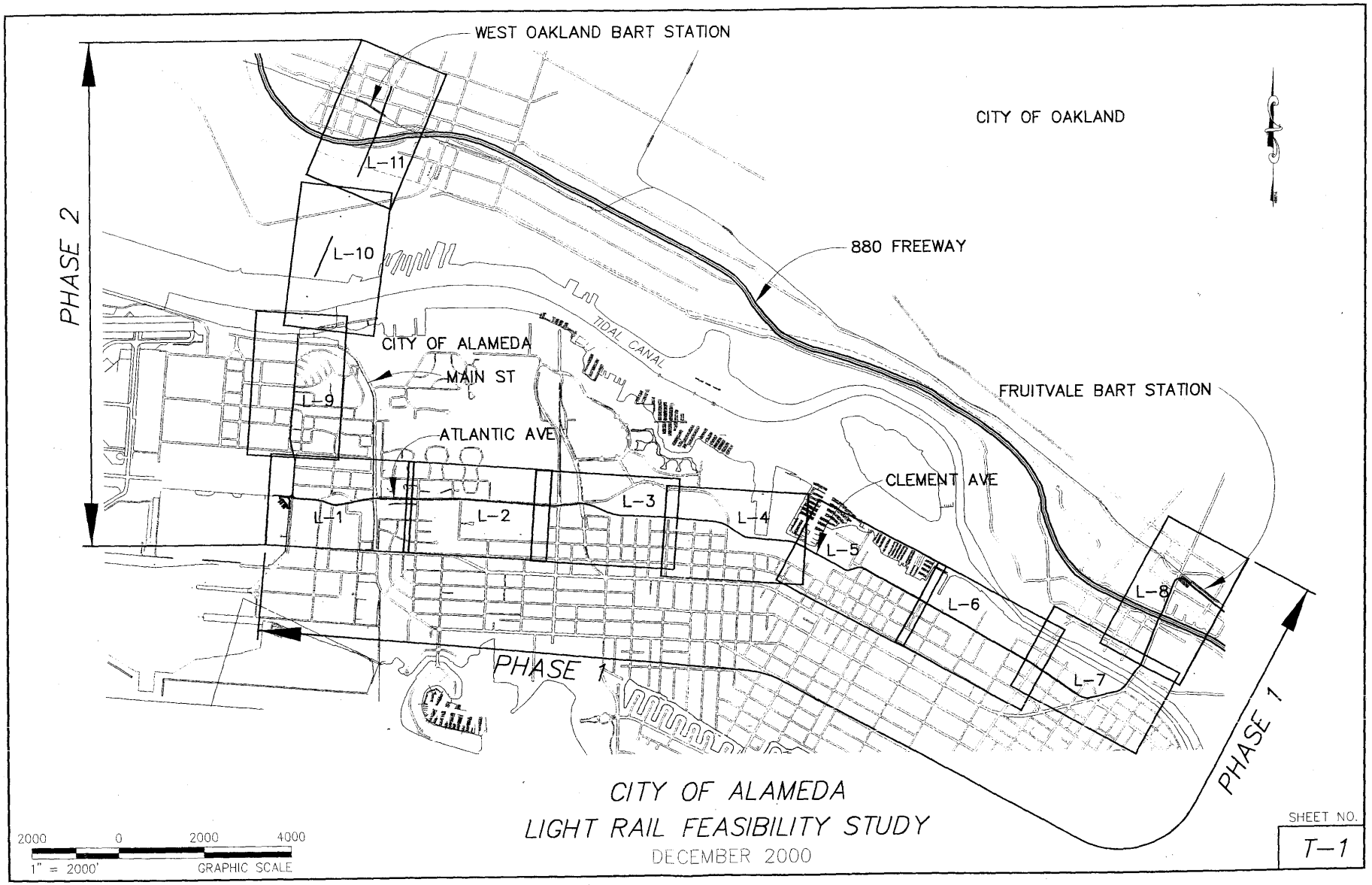
[Regarding the following statement in the Feasibility Study:] " 'Although no development is planned at this time, the Northern Waterfront General Plan Amendment recommends that the ABL property be established as open space if funding is available. Otherwise, it is recommended that no more than 100 residences'

"--100 Units is too dense when considering all the development east of Sherman and Buena Vista; planned for near Grand Marina; underway on Atlantic by College of Ala.; as well as traffic into the Marina Village workplaces and in general.

"Keep ABL railyard open space at all costs. Keep roads south of yard closed to through traffic."

Appendix X.

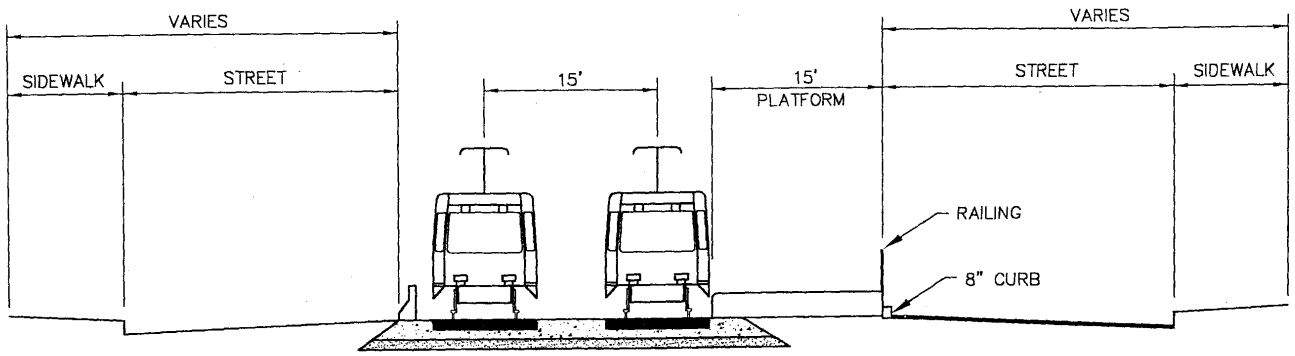
City of Alameda, Light Rail Feasibility Study – December 2000



CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

SHEET NO.
T-1



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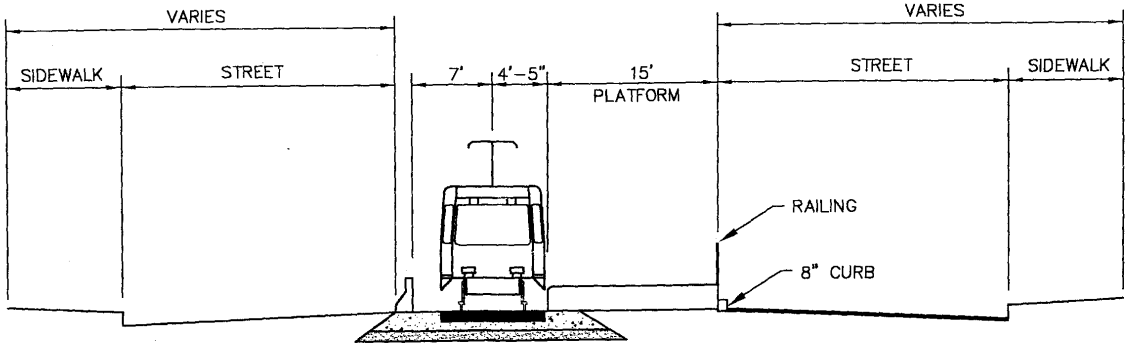
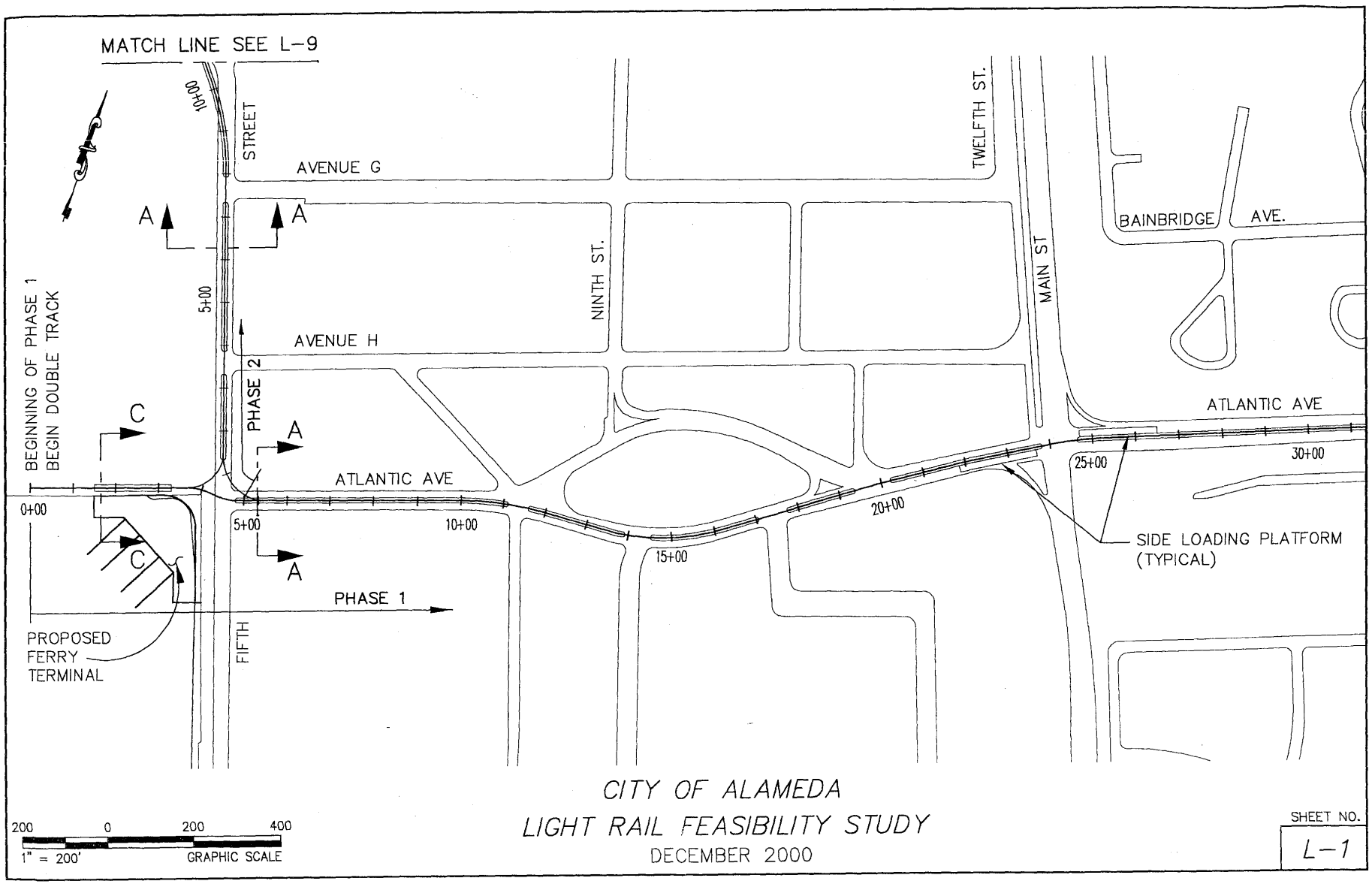
NOT TO SCALE



SECTION B1–B1
(TYPICAL SIDE LOADING PLATFORM)
NOT TO SCALE

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

SHEET NO.
S–2



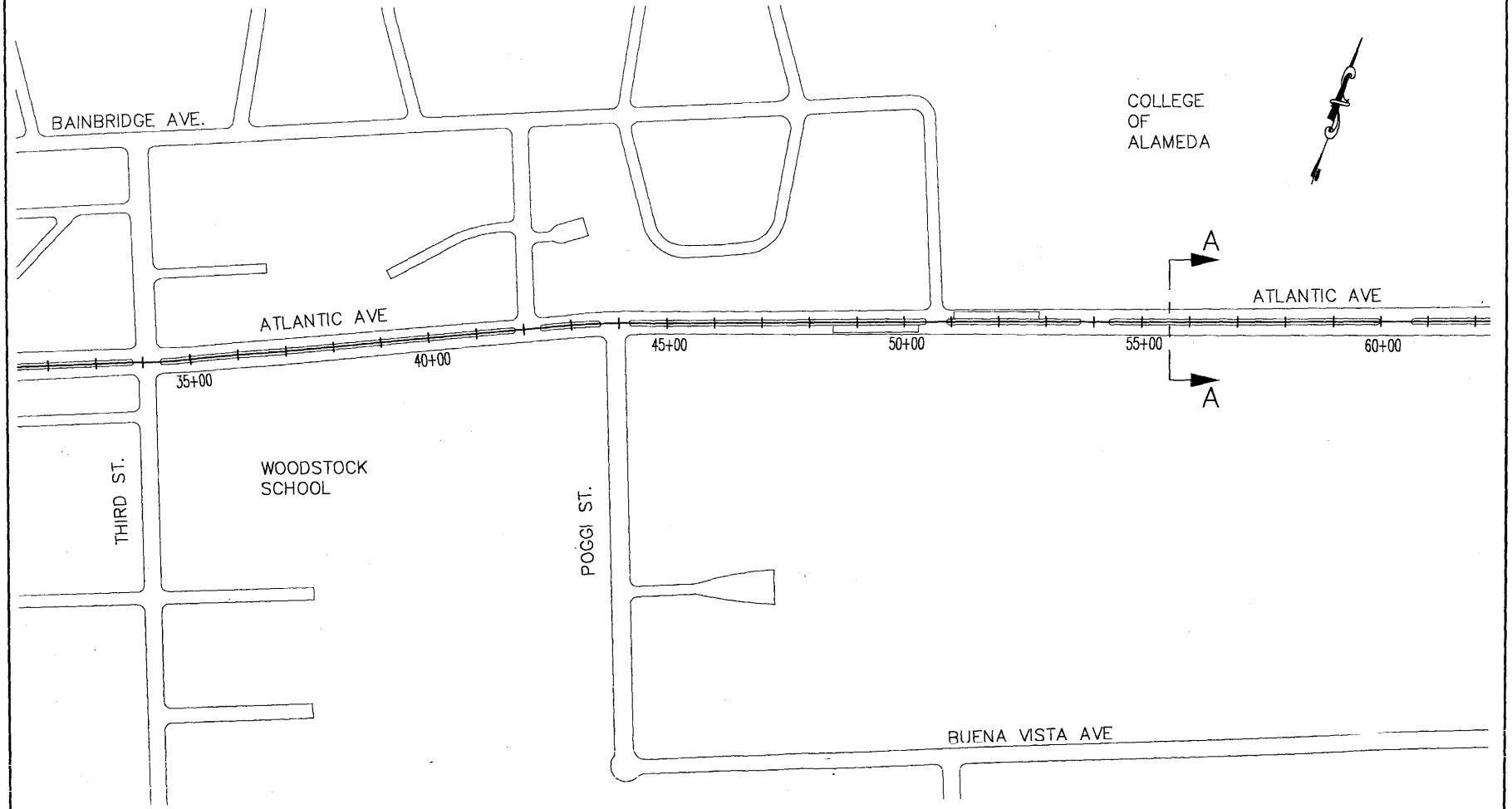
CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

SHEET NO.

L-1



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1" = 200' GRAPHIC SCALE

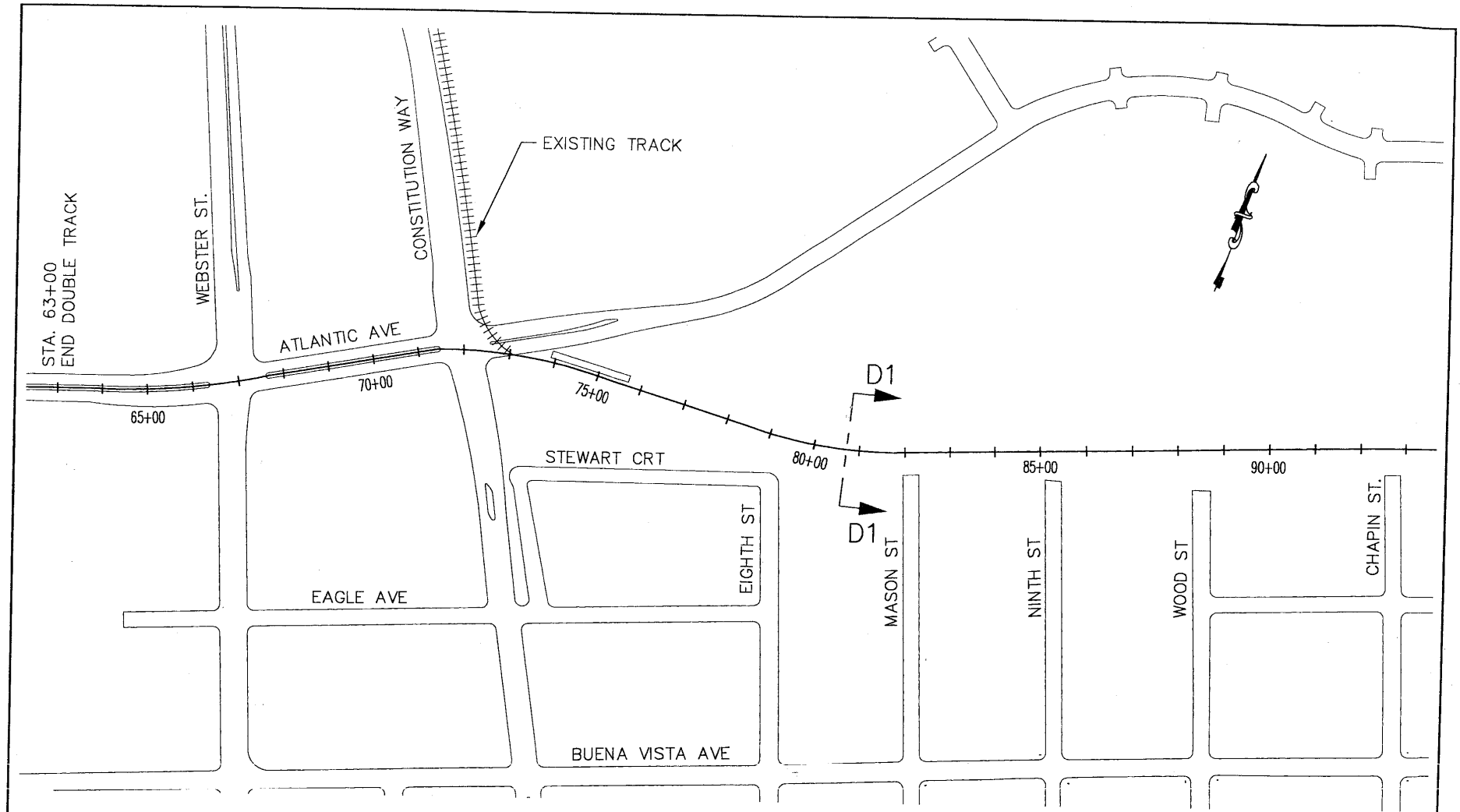
CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

SHEET NO.

L-2



CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

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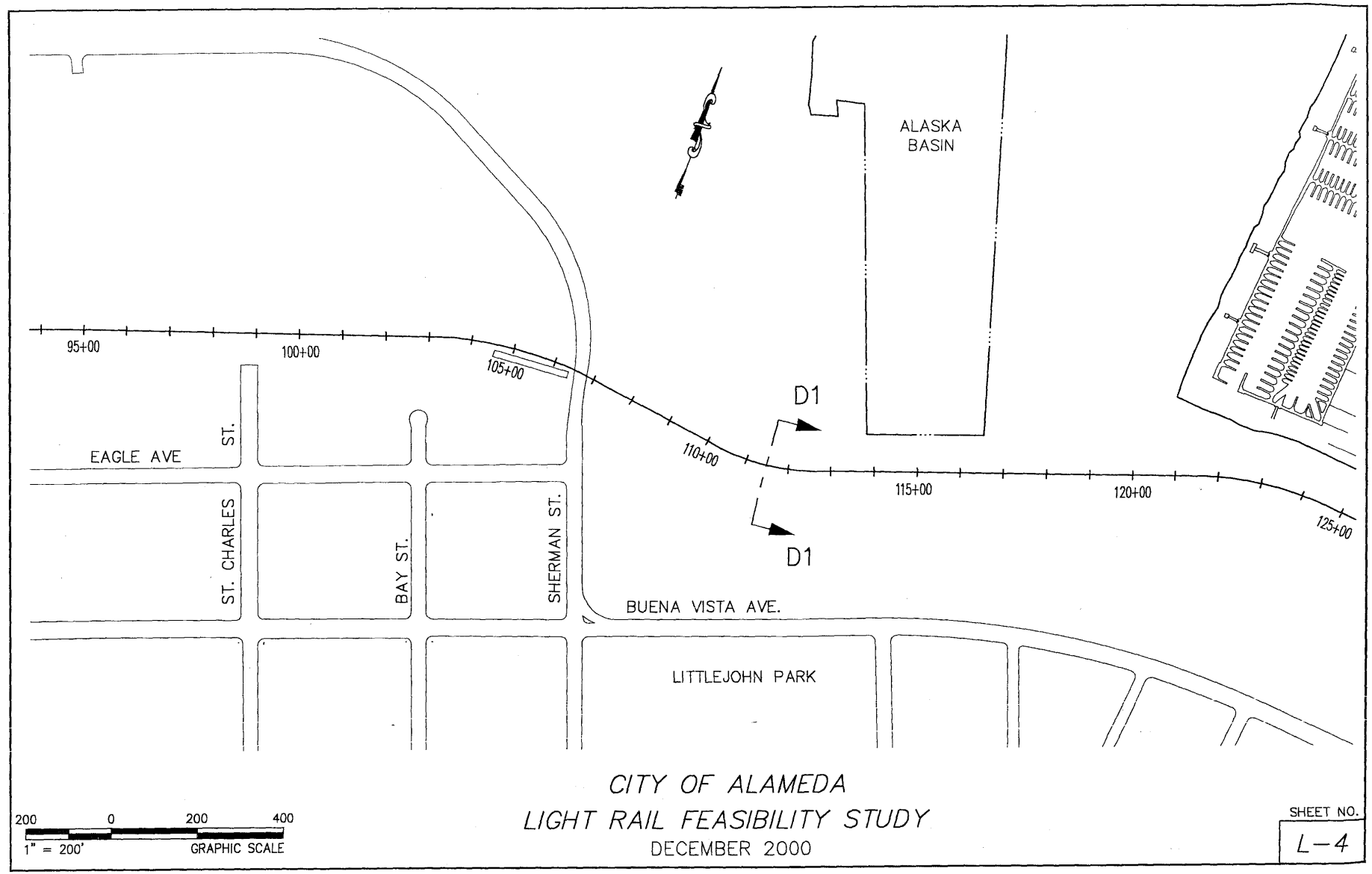

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

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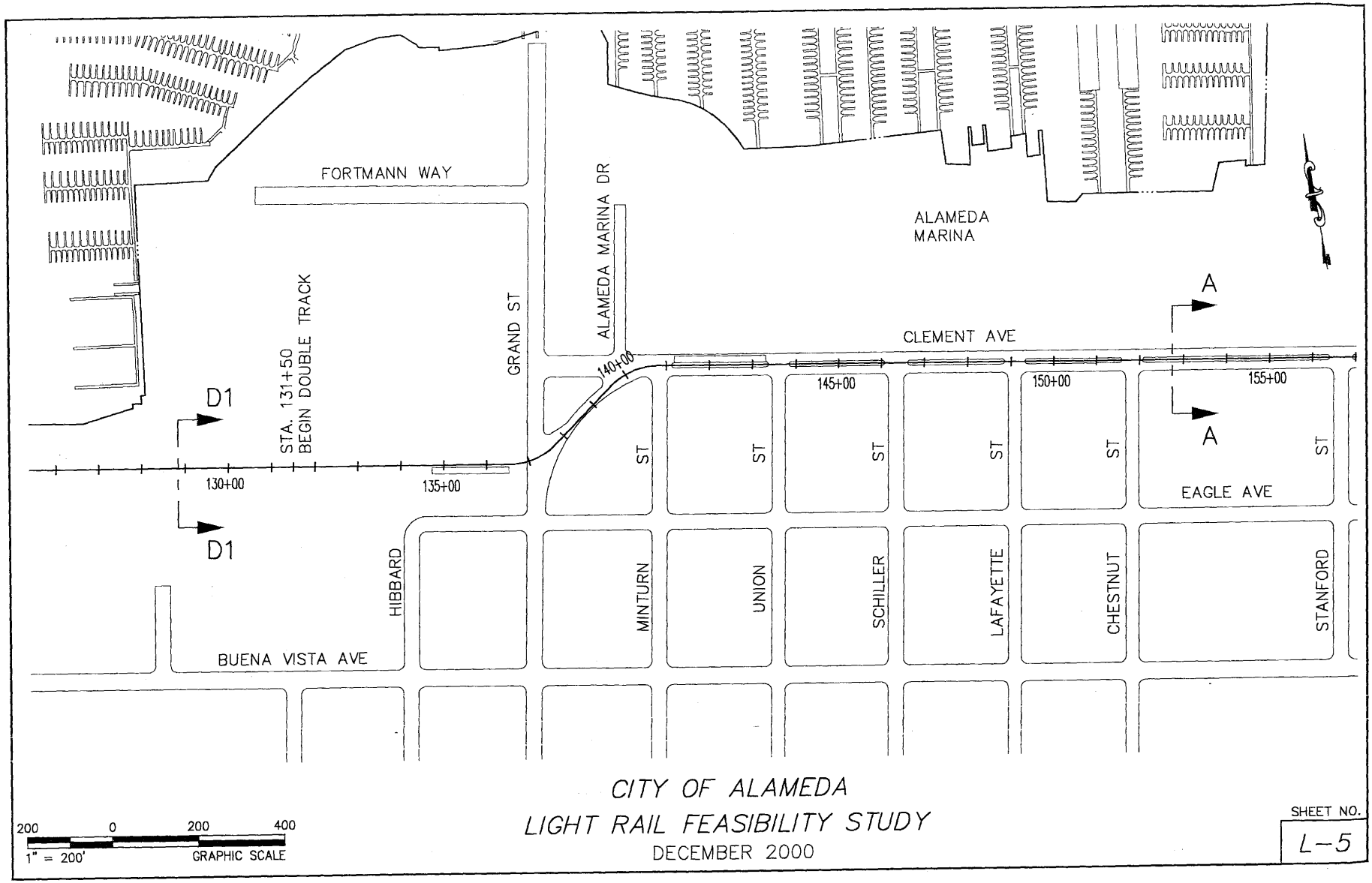

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

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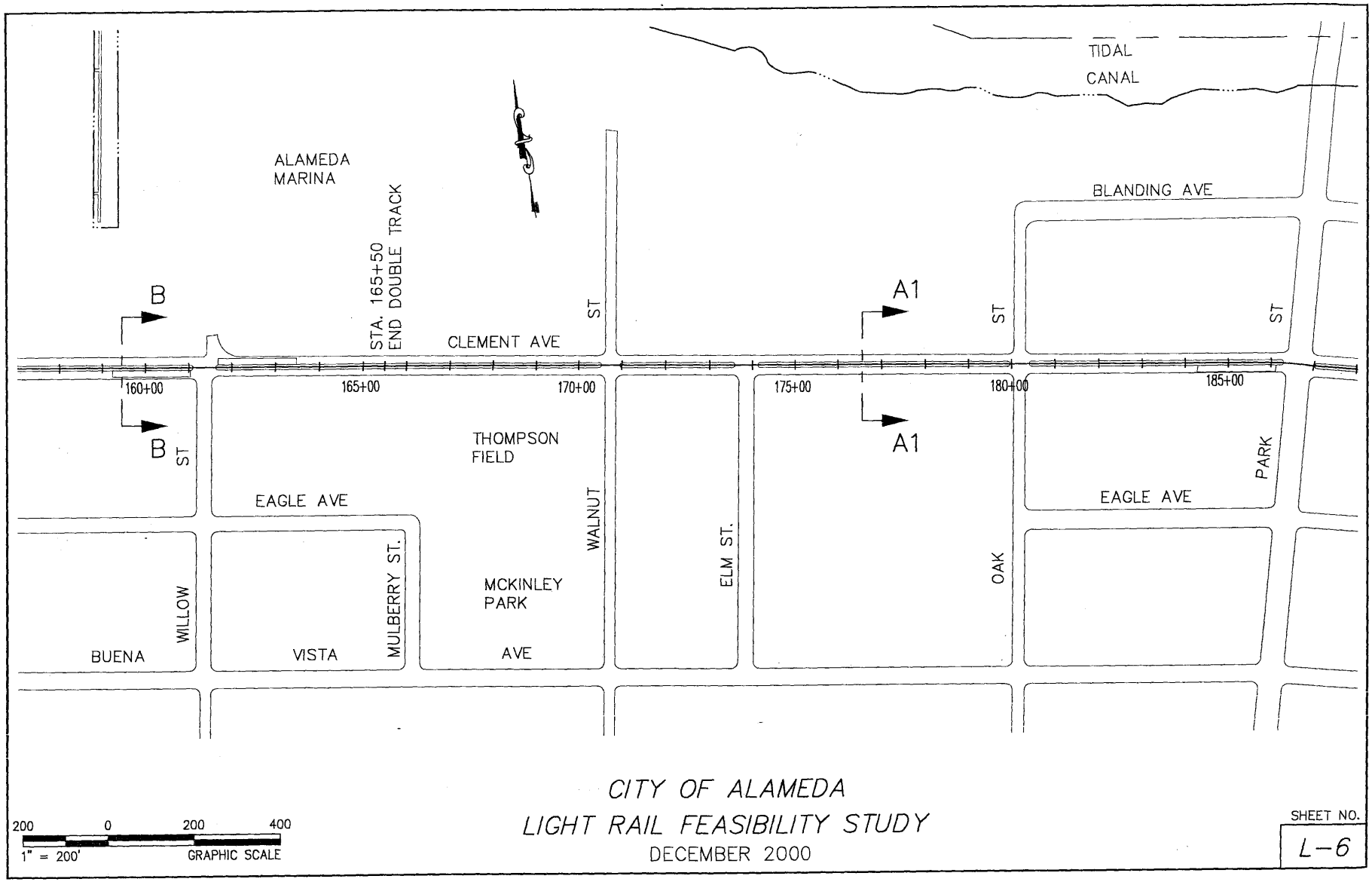
L-5



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1" = 200' GRAPHIC SCALE

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

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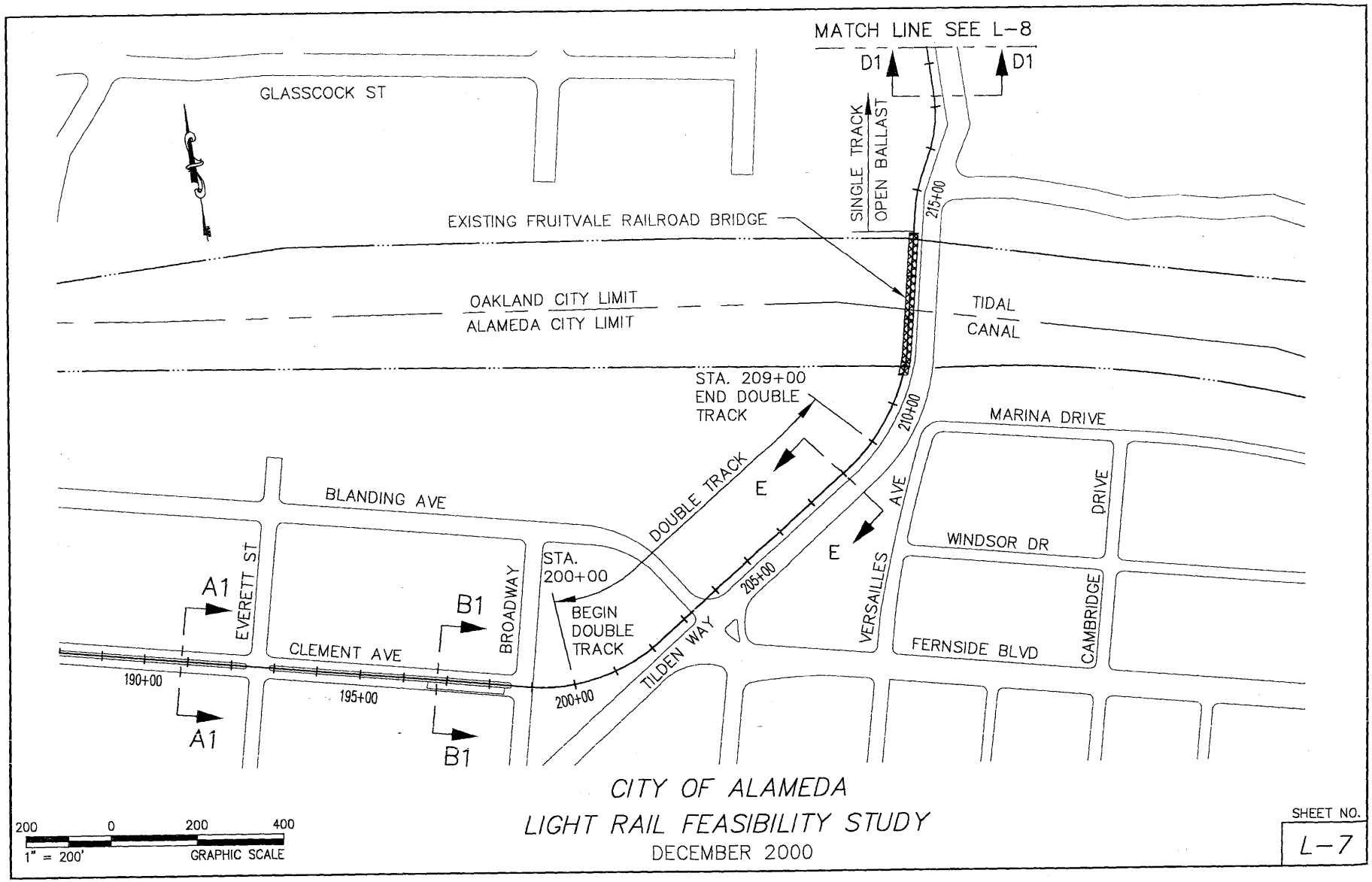

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

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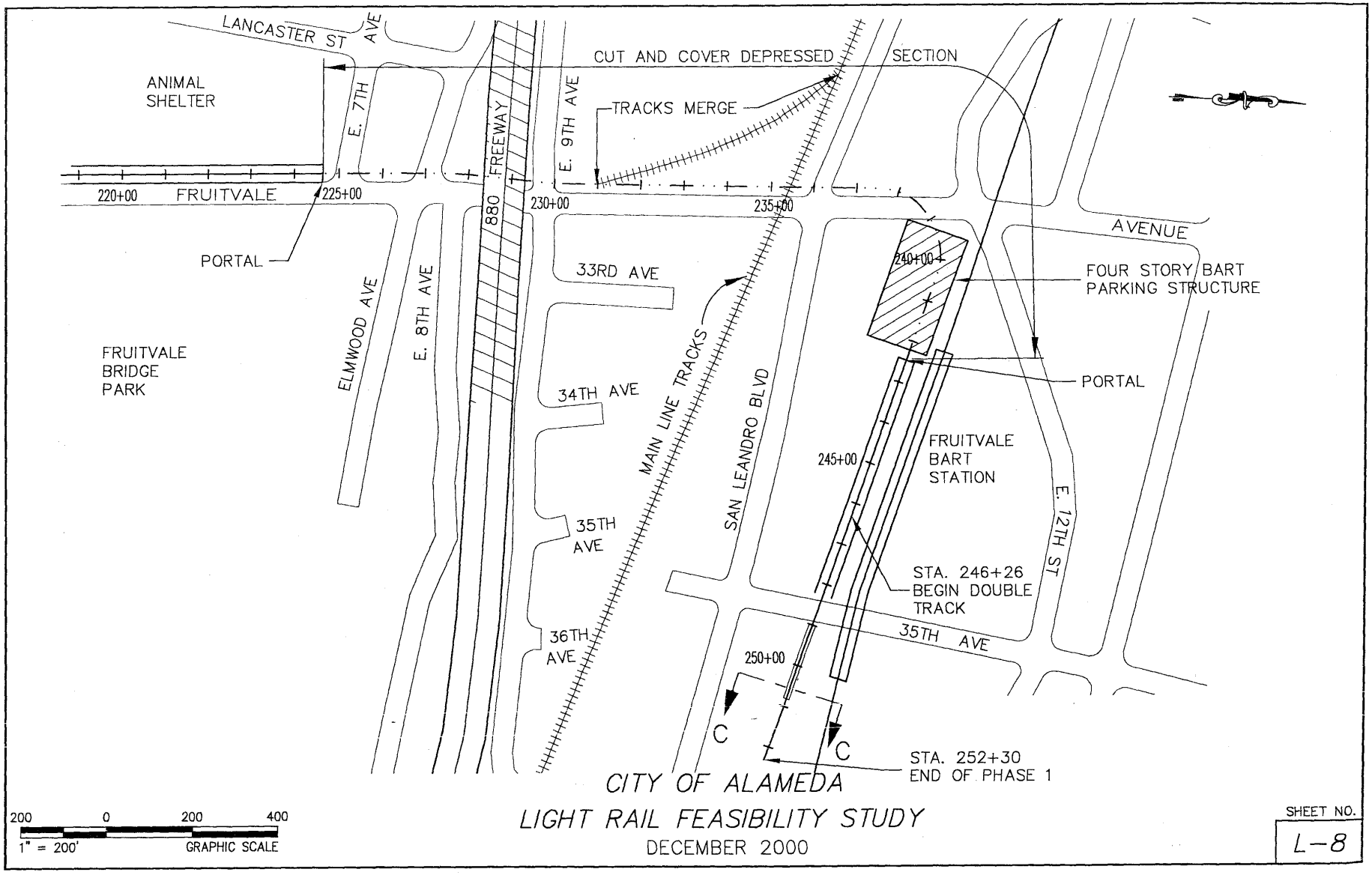

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

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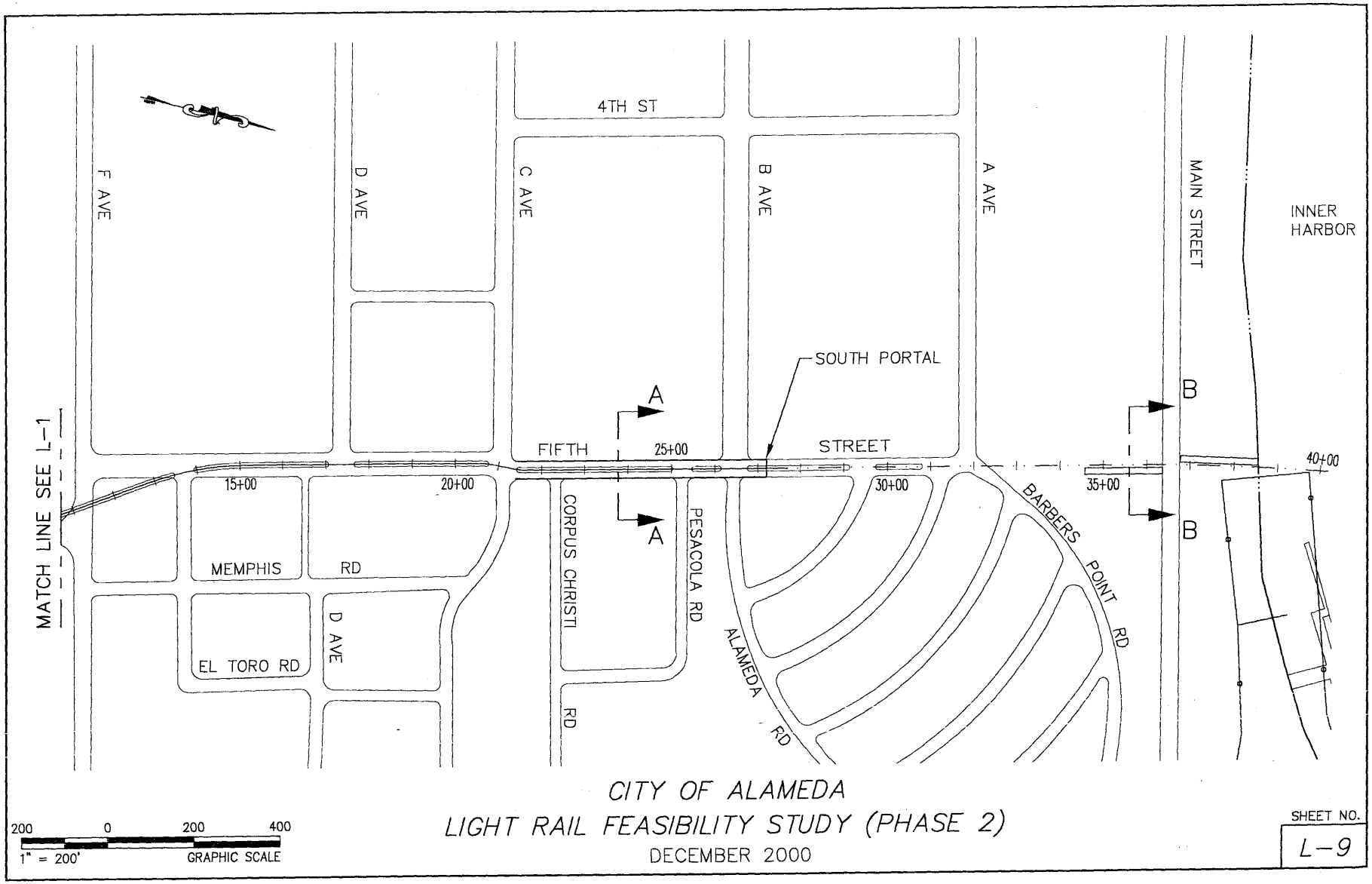

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY (PHASE 2)

DECEMBER 2000

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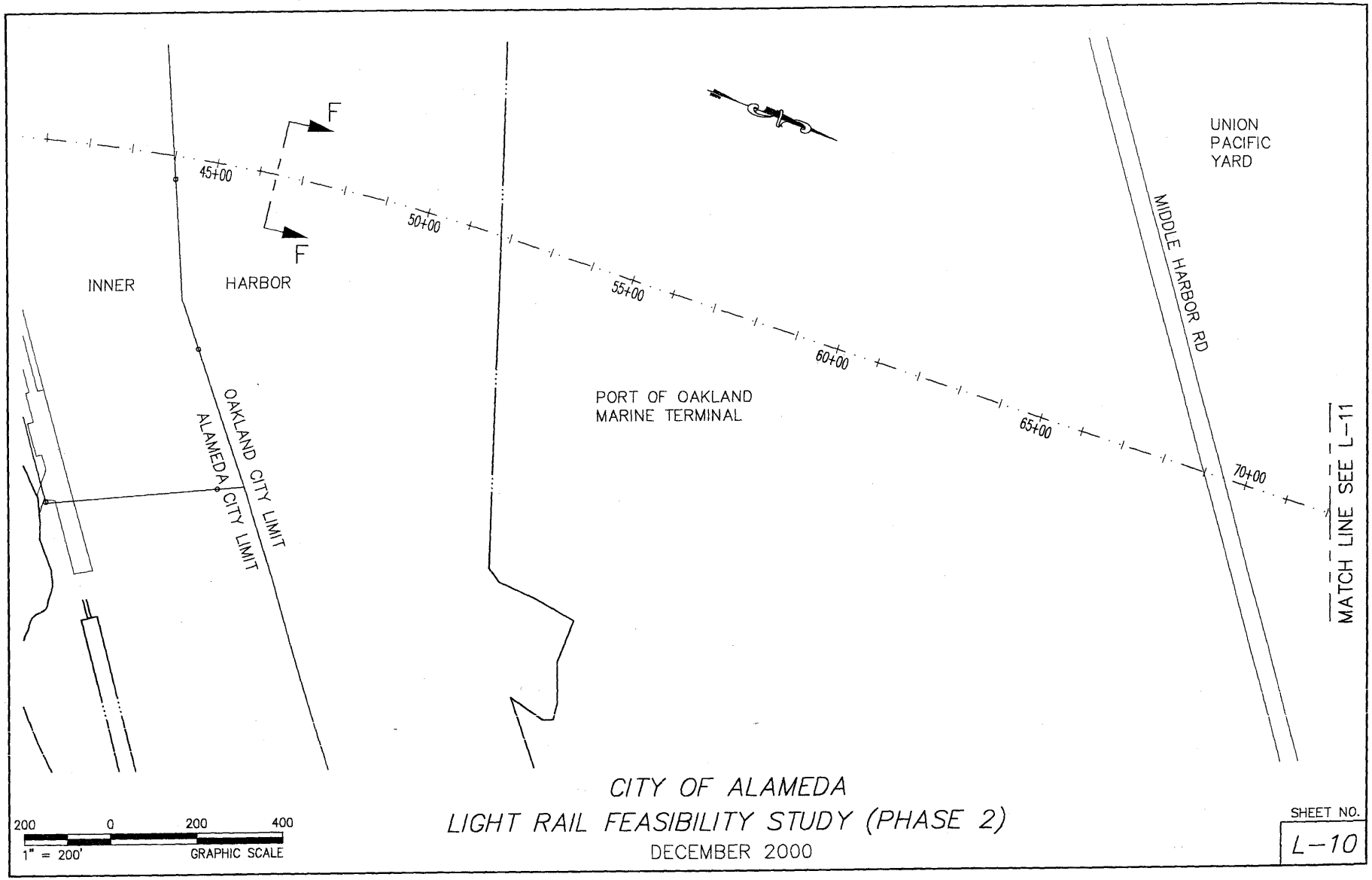

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY (PHASE 2)
DECEMBER 2000

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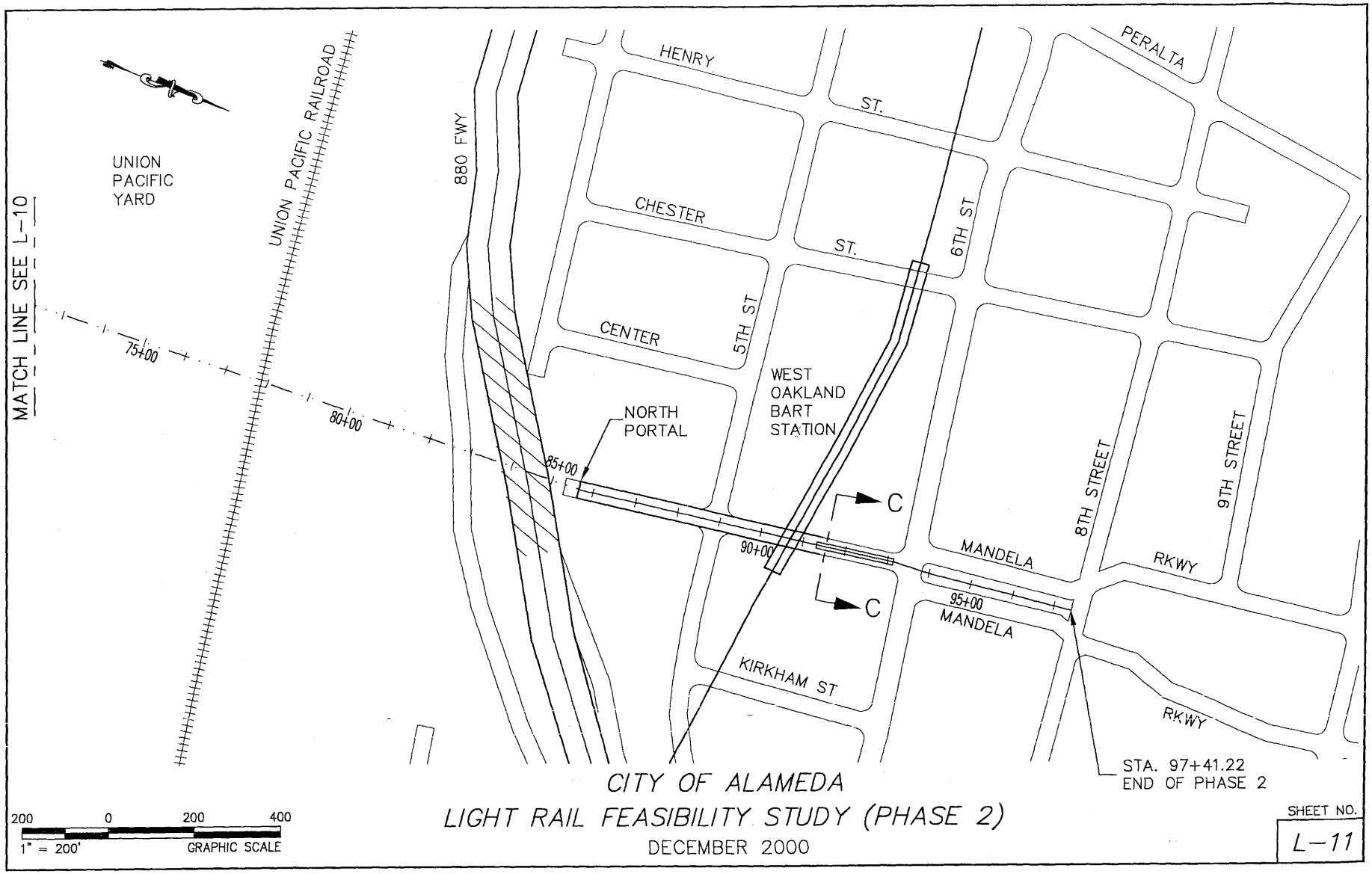

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY (PHASE 2)

DECEMBER 2000

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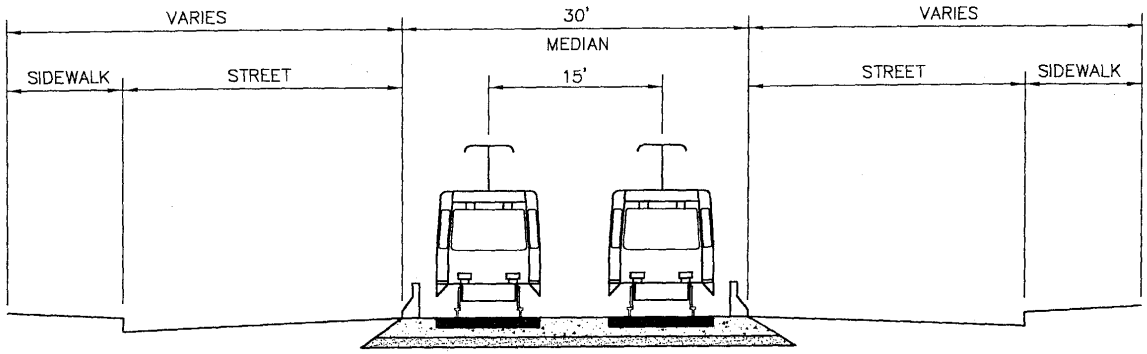

SECTION A–A

(IN MEDIAN OF CLEMENT, ATLANTIC AND FIFTH STREETS)
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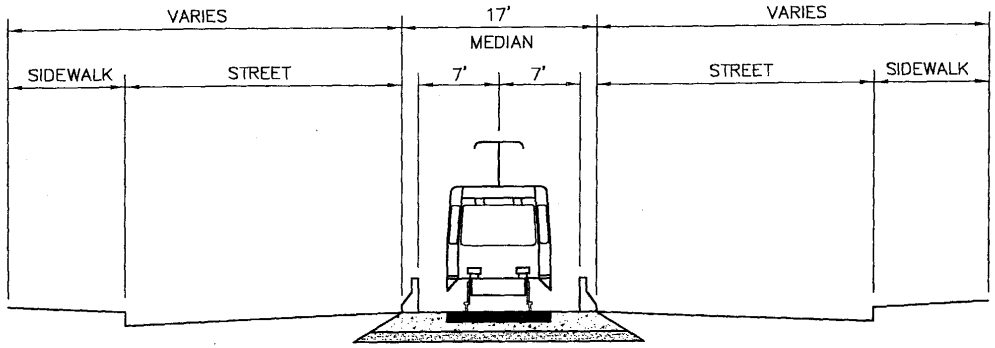


SECTION A1–A1

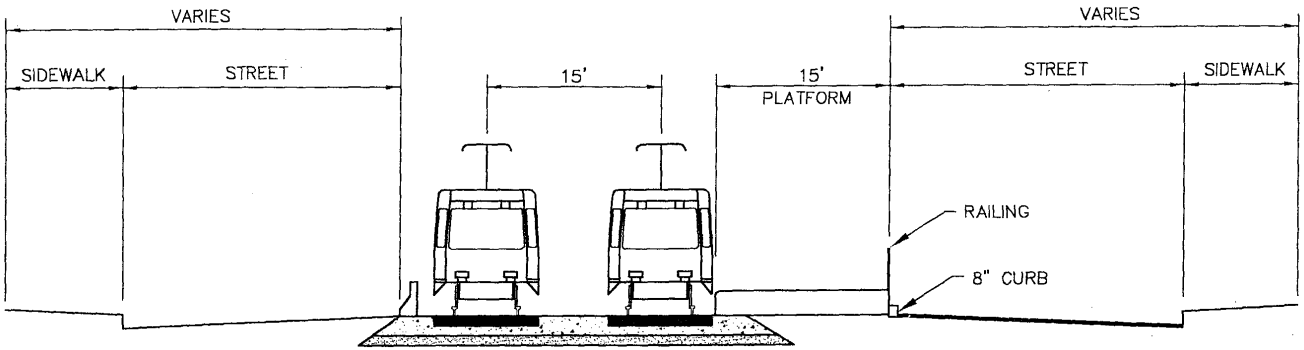
(IN MEDIAN OF CLEMENT AND FIFTH STREETS)
NOT TO SCALE

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

SHEET NO.
S–1



SECTION B–B

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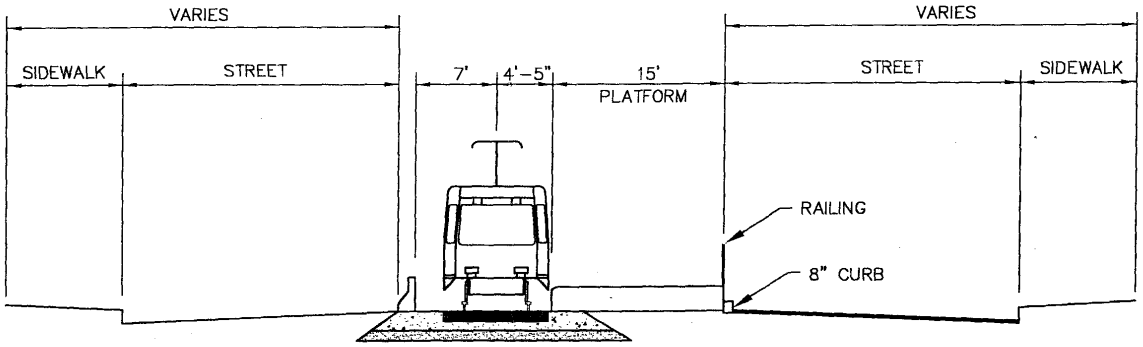


SECTION B1–B1

(TYPICAL SIDE LOADING PLATFORM)
NOT TO SCALE

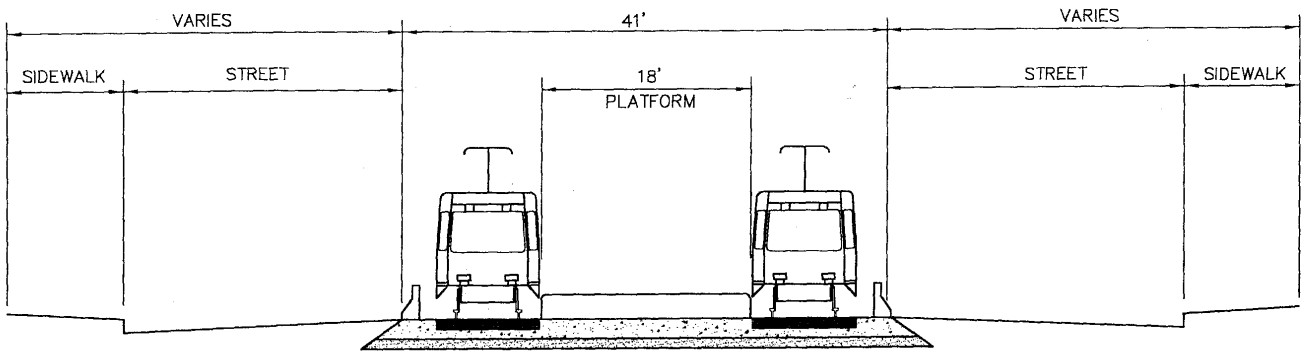
CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

SHEET NO.

S–2



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(CENTER LOADING PLATFORM)
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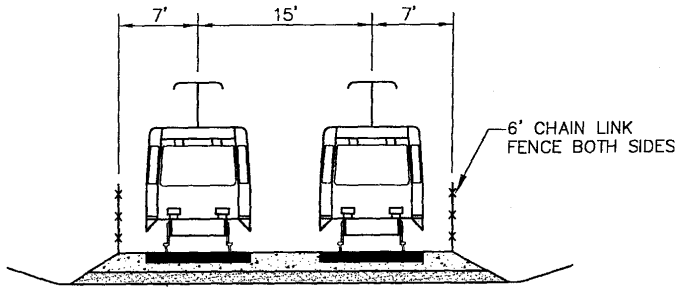

SECTION D–D
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NOT TO SCALE

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

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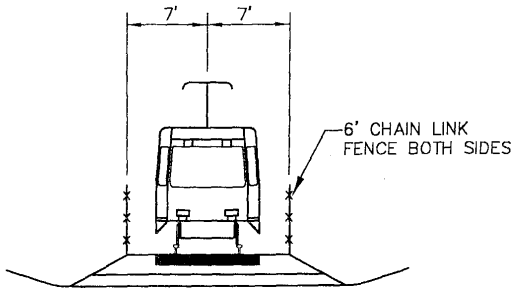

SECTION D1–D1

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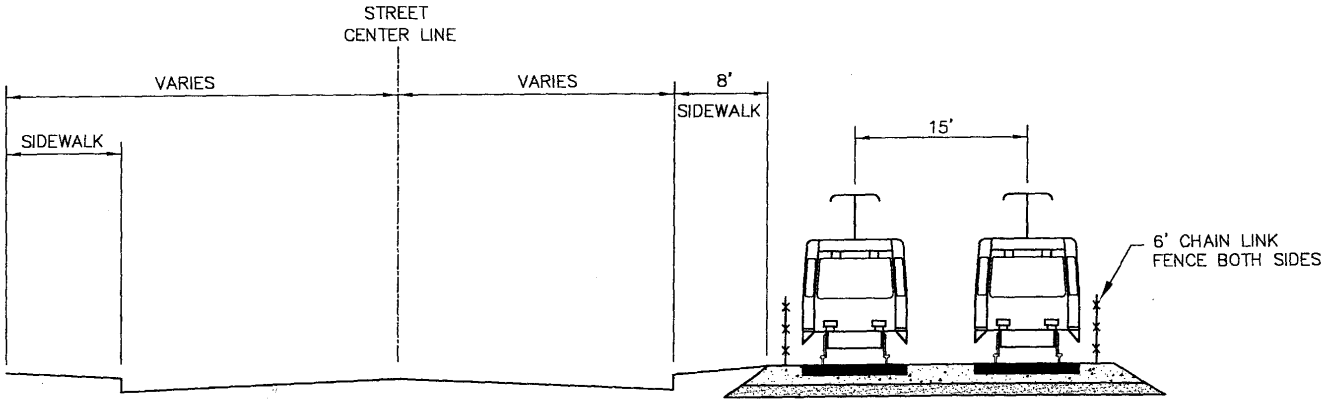

SECTION E–E

(ON SIDE OF STREET)
NOT TO SCALE

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

DECEMBER 2000

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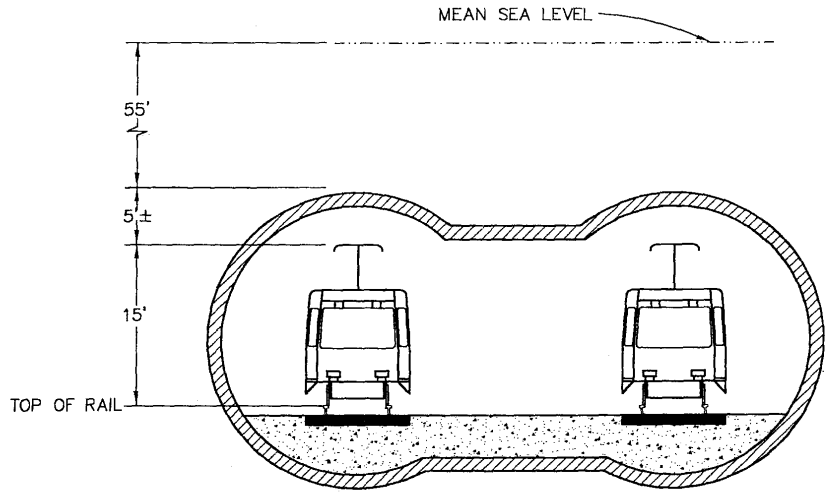

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(UNDER INNER HARBOR)
NOT TO SCALE

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
DECEMBER 2000

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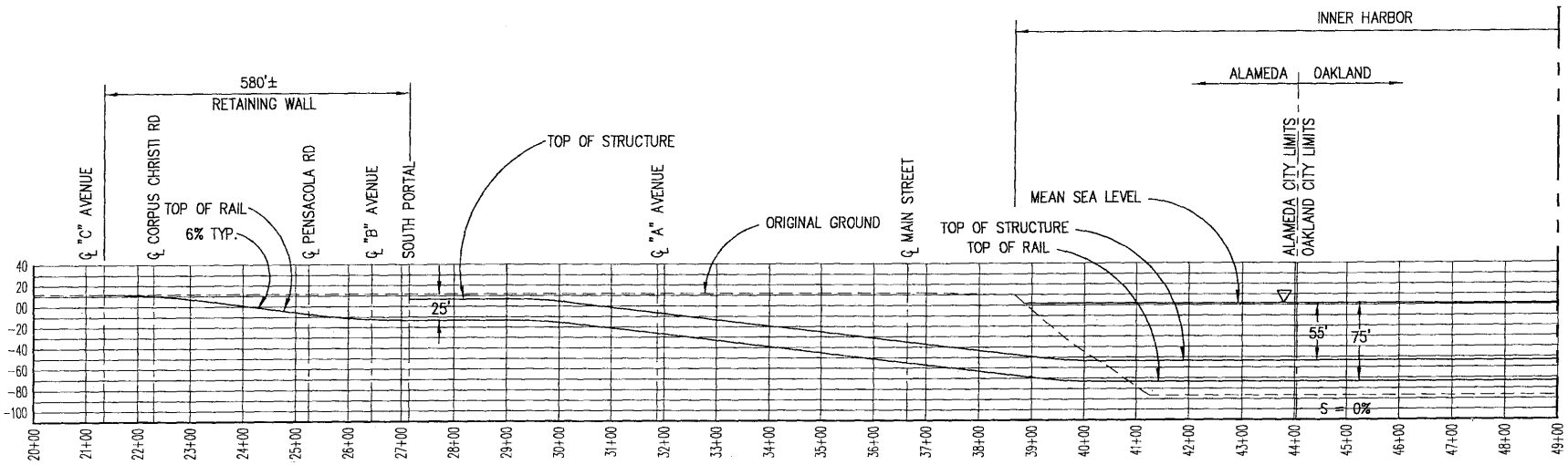
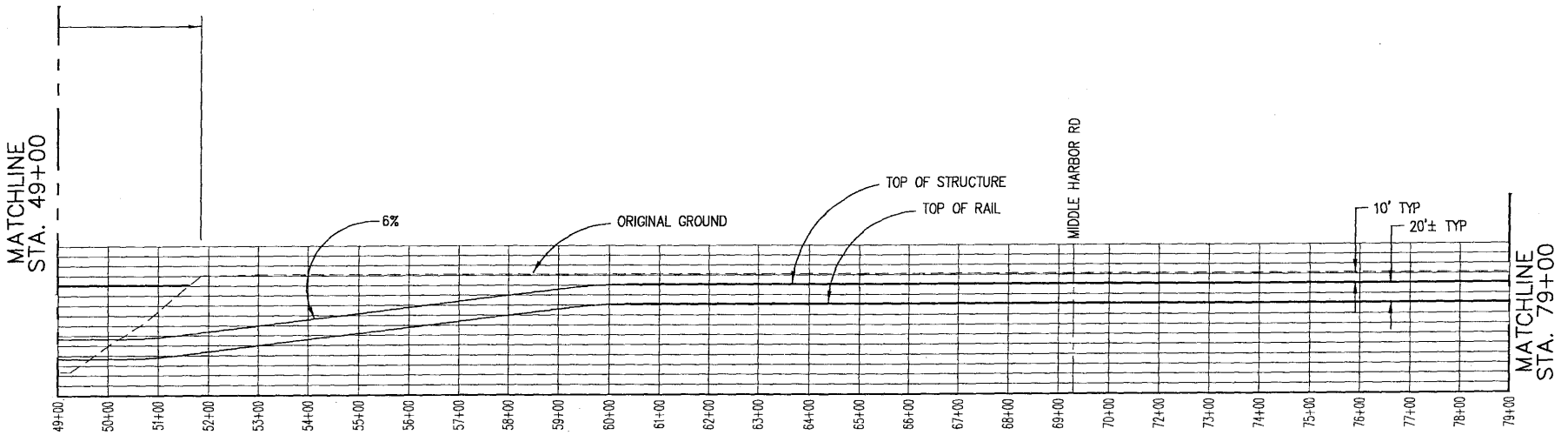


PROFILE LOOKING WEST

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
PHASE 2
DECEMBER 2000

HORIZ: 1" = 200'
VERT: 1" = 100'

SHEET NO.
P-1



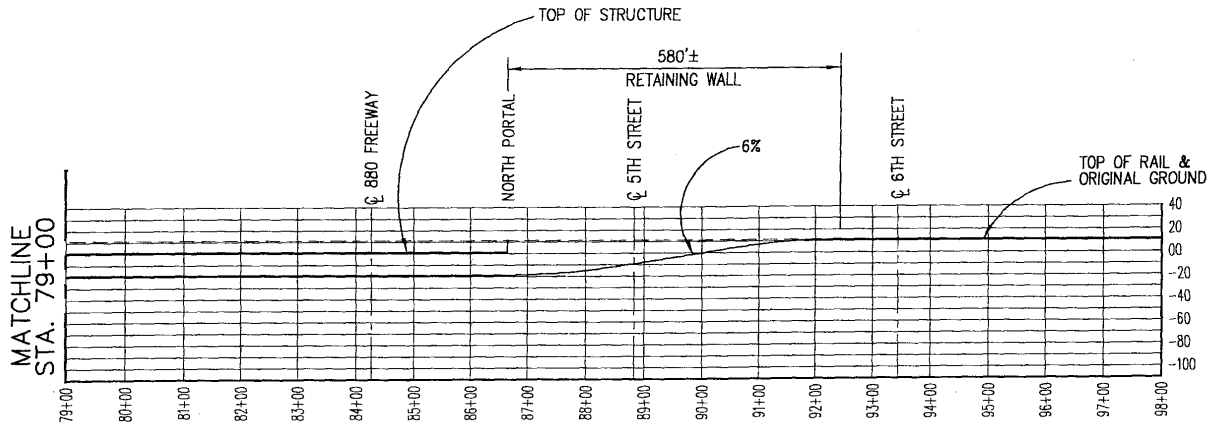
PROFILE LOOKING WEST

CITY OF ALAMEDA
LIGHT RAIL FEASIBILITY STUDY
PHASE 2

DECEMBER 2000

HORIZ: 1" = 200'
VERT: 1" = 100'

SHEET NO.
P-2



PROFILE LOOKING WEST

CITY OF ALAMEDA

LIGHT RAIL FEASIBILITY STUDY

PHASE 2

DECEMBER 2000

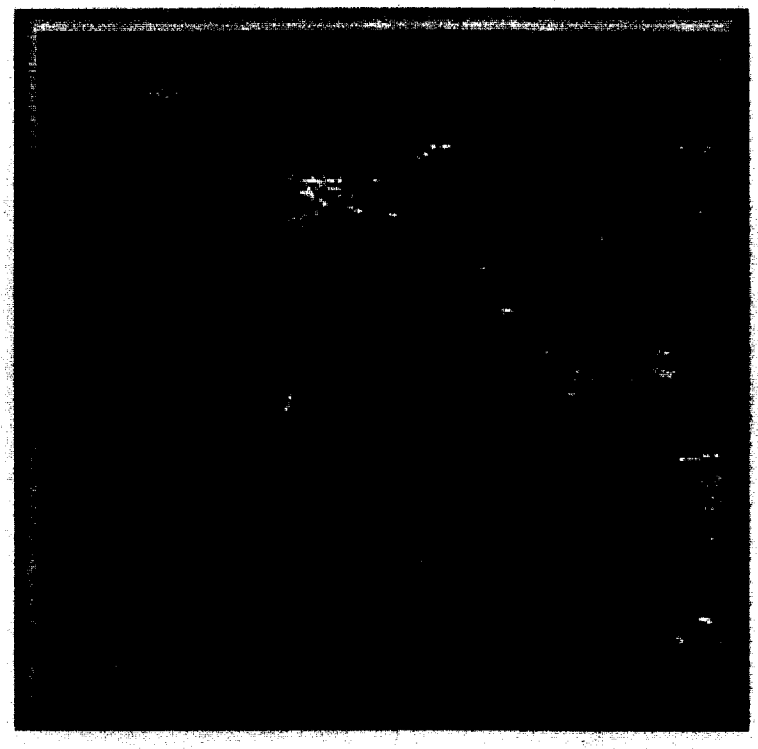
HORIZ: 1" = 200'
VERT: 1" = 100"

SHEET NO.
P-3

Appendix XI.

City of Alameda
Final Report: Alameda Transit Plan – August 2001

Final Report
Alameda Transit Plan



Prepared for the
City of Alameda

Prepared by
Pacific Transit Management Corporation
Berkeley, California

August 20, 2001

Acknowledgments

This report was sponsored by the City of Alameda Public Works Department and the Public Transit Committee.

City of Alameda Public Transit Committee
Councilmember Beverly Johnson, Co-Chair
Councilmember Al DeWitt, Co-Chair
Debbie Spala, GABA
Alice Creason, *ex officio member* AC Transit Board
Bob DeLuca, Alameda Unified School District
Steven Gerstle, Alameda Transportation Coalition
Dion Griffin, Harbor Bay Business Park
John Huetter, WABA
Paula McCloskey, Chamber of Commerce
Amey Stone, Peralta College Board
Michael Corbitt, South Shore Center
Richard Neveln, Citizen-at-Large
Eric Schatmeier, Citizen-at-Large
Lowell Schneider, PSBA
Jerry Sherman, PSBA
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Table of Contents

Section	*Page Number*
Summary	i
1. Introduction	1
2. Goals and Objectives	3
3. Travel Patterns and Existing Conditions	8
4. Routing Systems - Principles and Sample Networks	36
5. Recommended System	67
6. Financial Analysis	85
7. Institutional and Implementation Plan	91
Glossary	97
Appendix: Community Comments	100

List of Tables

TABLE 3-1 TRIPS TO AND FROM ALAMEDA 9

TABLE 3-2 INTERSECTION LEVEL OF SERVICE 15

TABLE 3-3 STREET OPERATION LEVEL OF SERVICE 16

TABLE 3-4 ALAMEDA BUS SERVICE SPANS OF SERVICE AND FREQUENCIES 17

TABLE 3-5 ALAMEDA FERRY SPANS OF SERVICE AND FREQUENCIES 19

TABLE 3-6 BART SPAN OF SERVICE AND FREQUENCY 19

TABLE 3-7 BUS RIDERSHIP BY ROUTE IN ALAMEDA 20

TABLE 3-8 DAILY FERRY RIDERSHIP 21

TABLE 3-9 TRANSIT SERVICE FARES 21

TABLE 3-10 CURRENT TRANSIT SYSTEM'S COMPLIANCE WITH CRITERIA 23

TABLE 3-11 SELECTED INTERMODAL AMENITIES AT BART STATIONS 28

TABLE 3-12 NON-WHEELCHAIR ACCESSIBLE BUS STOPS 28

TABLE 3-13 PER CAPITA SUBSIDIES THROUGHOUT ALAMEDA 32

TABLE 4-1 WORK TRIPS: ALAMEDA TO SAN FRANCISCO 44

TABLE 4-2 TRANSIT CORRIDOR RIDERSHIP COMPARISON: SACRAMENTO AND ALAMEDA 47

TABLE 4-3 HOUSING TENURE AND UNITS/BUILDING CHARACTERISTICS: 1990 51

TABLE 4-4 BATTERY AND DIESEL BUS OPERATING AND MAINTENANCE COST COMPARISON 57

TABLE 5-1 PROPOSED SERVICE MODIFICATIONS 69

TABLE 5-2 PROPOSED SERVICE FREQUENCIES 70

TABLE 5-3 CURRENT AC TRANSIT SERVICE COSTS 75

TABLE 5-4 ESTIMATED COSTS FOR REVISED ALAMEDA TRANSIT SERVICES 75

TABLE 5-5 SUBSIDY REQUIREMENTS 76

TABLE 5-6 SUBSIDY REQUIREMENTS - TRANSBAY AND FERRY 79

TABLE 6-1 VEHICLE/VESSEL REQUIREMENTS 85

TABLE 6-2 TRANSIT FACILITIES 86

TABLE 6-3 ANALYSIS OF TRANSIT OPERATING FUNDING OPTIONS 88

TABLE 6-4 COST OF NEW SERVICES - FIRST PHASE 89

TABLE 6-5 FUNDING OFF-SETS 89

TABLE 6-6 5-YEAR FUNDING PLAN 90

TABLE 7-1 IMPLEMENTATION TIME LINE 96

List of Figures

FIGURE 3-1 MAP OF ALAMEDA ORIGINS 10

FIGURE 3-2 MAP OF ALAMEDA DESTINATIONS 11

FIGURE 3-3 MAP OF TRIPS WITHIN ALAMEDA 12

FIGURE 3-4 WORK COUNTY 13

FIGURE 3-5 COMMUTE MODE BY DESTINATION 14

FIGURE 3-6 MODE IN ALAMEDA 15

FIGURE 5-1 PROPOSED ALAMEDA BUS ROUTES ALTERNATIVE 1 72

FIGURE 5-2 PROPOSED ALAMEDA BUS ROUTES ALTERNATIVE 1A BUS FERRY 73

FIGURE 5-3 PROPOSED ALAMEDA BUS ROUTES ALTERNATIVE 1 LIGHT RAIL 74

FIGURE 5-4 WEBSTER STREET BUS STOP PLAN WITH TRANSIT CENTER 81

FIGURE 5-5 WEBSTER STREET BUS STOP PLAN WITHOUT TRANSIT CENTER 81

FIGURE 5-6 PARK STREET BUS STOP PLAN 82

FIGURE 5-7 COLLEGE OF ALAMEDA TRANSIT CENTER 83

I. Summary

An extensive year-long process has led to the findings, conclusions and recommendations contained in the Alameda Transit Plan. The plan was developed by a team of consultants working with City staff and under the policy guidance of the Public Transit Committee.

Findings and Conclusions

The major findings and conclusions of the study are:

- To enhance quality of life and allow for economic growth, Alameda must increase the mobility of City residents through a meaningful and well used public transit system. Primary transit services should be useful and attractive, with service operating not less than every 15 minutes on weekdays.

- Alameda's transit system must be designed to meet the public's agreed upon land use plan. The Long Range Transit Plan recommends a route network that is consistent regardless of transit mode. Depending on the land use densities adopted in the General Plan, higher capacity modes such as light rail should be considered. However, high capacity rail systems can only be effective and justified if supported by higher density land uses along their corridors.

- To optimize development, by 2005 peak hour cross-estuary capacity must be enhanced through transit services and transit priority measures.

- Additional transit capacity would support the City's and the region's air quality and environmental objectives.

- To improve the capacity of the congested tubes and bridges linking Alameda to the East Bay, the City should commit to an objective of a 30 percent transit modal split in the tubes to provide 400 to 500 additional peak hour person trips; and on the estuary bridges, provide 400 additional peak hour person trips on transit.

- The City should investigate additional transit-only cross estuary capacity, including a dedicated transit tube or a bus barge or ferry. A two-vessel bus barge or ferry would have a capacity of about 500 trips per hour, while a transit only tube could have a capacity of about 3,000 trips per hour.

- The City's modal split objective for San Francisco trips should be 65 percent via transit, including 25 percent on ferries, 20 percent on Transbay buses, and 20 percent on BART. The current modal split for all transit modes is about 45 percent.

Objectives: A. Transit must be competitive with the automobile in travel time, cost/fare reliability and comfort.

B. Transit should be convenient to work and travel destinations.

C. Transit facilities should have amenities that improve the attractiveness and comfort of the transit experience for passengers.

Criteria:

1. *Does transit provide door-to-door travel time comparable with the private automobile?*

2. *Is the cost per ride on transit comparable to automobile travel and parking costs?*

3. *Are transit stops generally about 1,000 feet apart depending on land use and block length to ensure a smooth ride comparable to that of a private automobile?*

4. *Are more than 50 percent of job sites accessible with one transfer to East Bay transit trunk lines, and do 50 percent of job sites have a direct connection to BART?*

5. *Are existing transit facilities including bus shelters well maintained, and are new bus shelters planned?*

6. *At major transit stops are important amenities, such as curb pull-ins, shelters, and benches with backs available?*

3. Develop a transit system that is efficient and effective, meets or exceeds environmental requirements, and can be implemented.

Objectives: A. Transit patronage must meet minimum passengers per revenue vehicle hour measures to justify public support.

B. Transit services must meet basic mobility requirements of Alameda residents.

C. Transit vehicles must meet or exceed minimum air quality or noise standards.

D. Transit operational improvements should be implemented within two years, and transit capital projects should be able to be implemented within 10 years.

Criteria

6. *Do all transit routes subsidized directly by Alameda generate at least 20 passengers per revenue vehicle hour?*

7. *Are 65 percent of Alameda residents' travel destinations*

accessible with one transfer?

- *Do all transit vehicles in service in Alameda conform to*

3. Travel Patterns and Existing Conditions

For a public transit system to be relevant to society, it must serve the market. Where people travel and how they travel are key conditions that must be included in any analysis and redesign of a public transit system.

3.1 Origin and Destination Information

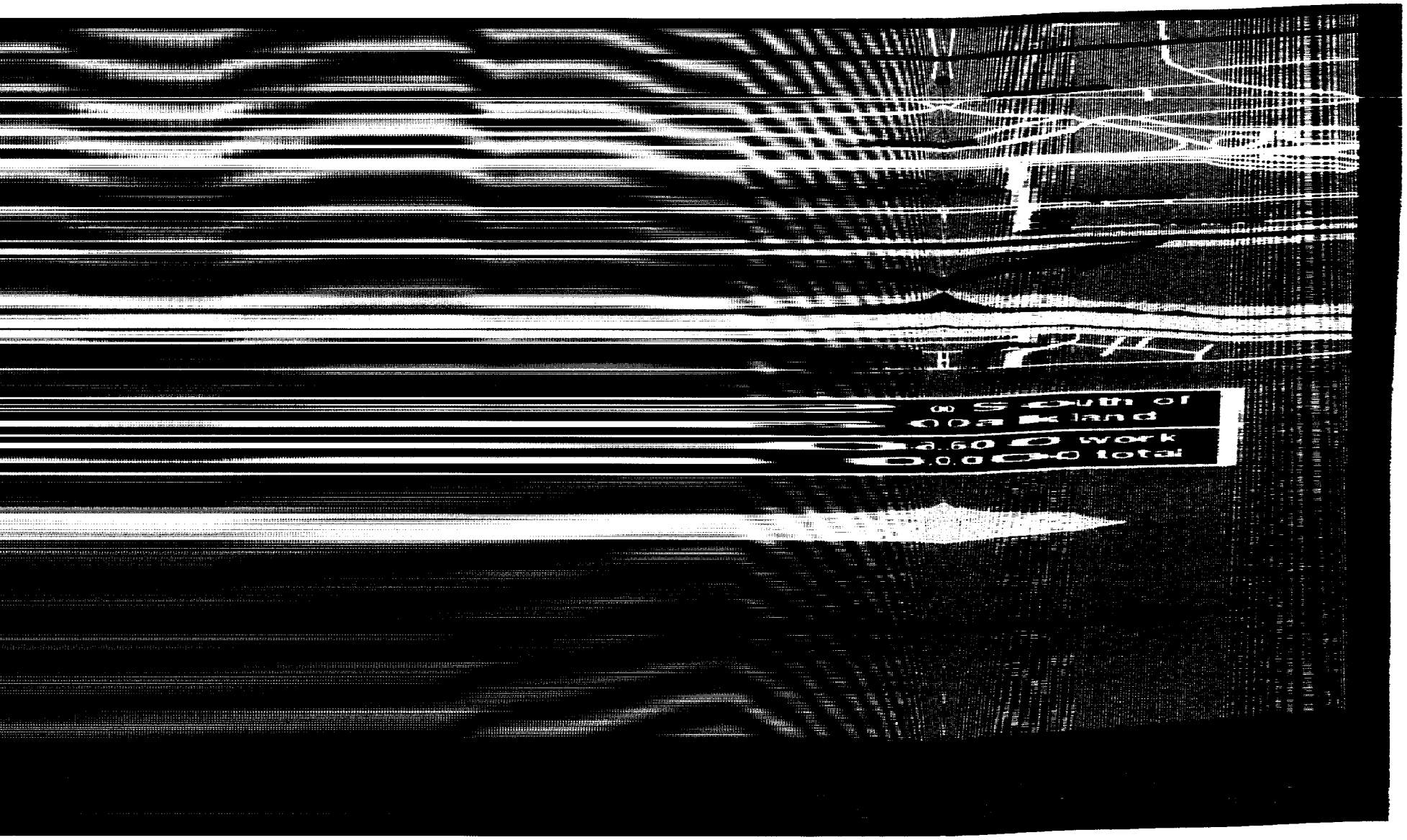
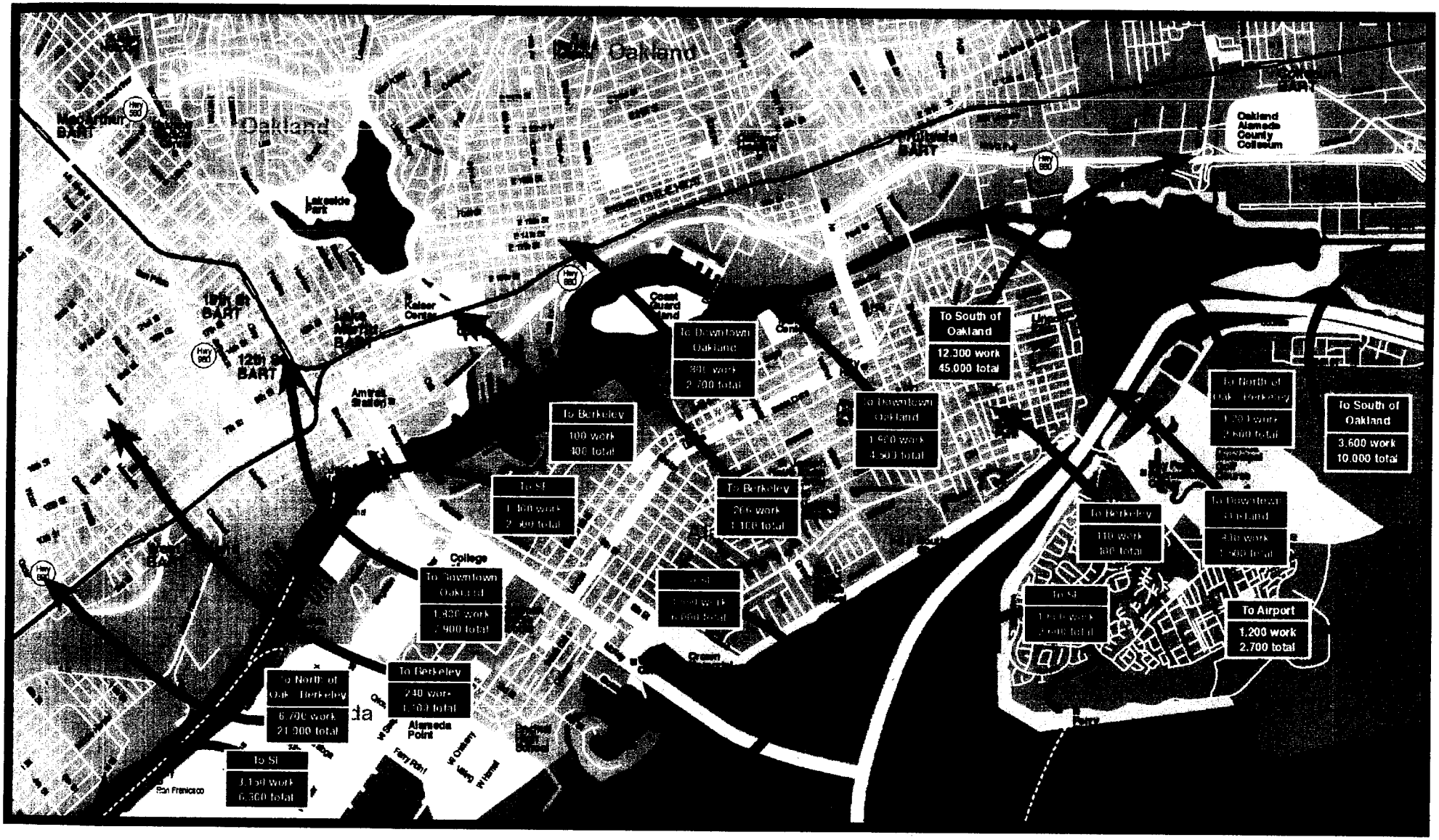

South of
land
work
total

TABLE 3-1 TRIPS TO AND FROM ALAMEDA (All are One Way Trips)[1]

Corridor	Trips Starting in and Returning to Alameda	Trips Starting Outside of Alameda and Returning
San Francisco	17,400	4,850
Downtown Oakland	16,600	5,100
North of Oakland CBD	23,600	15,100
Berkeley/UC Berkeley	3,000	260
South of Oakland CBD	55,000	66,600
Santa Clara County	2,300	360
Oakland Airport	3,700	1,200

The three following maps (Figures 3-1 through 3-3) provide a visual representation of the data.

[1] Example: Each day, about 8,700 Alameda residents leave for San Francisco and return in the afternoon, for a total of 17,400 one way trips.



Alameda Origins

trips to outside of Alameda

Alameda Destinations

trips into Alameda

Trips within Alameda

As Figures 3-1, 3-2 and 3-3 illustrate, the greatest number of people going to one concentrated area is San Francisco, followed by downtown Oakland. Oakland Airport volumes exceed those to either Berkeley or Santa Clara County. The large numbers of people traveling to large geographic areas north and south of downtown Oakland indicates that trips are originating in Alameda and are destined for large areas all around – indicating the need for a multi-destinational transit network. The same principle holds for trips coming into Alameda – a many-to-many travel pattern.

In a non-scientific mail-in survey, Alameda residents were asked about their travel patterns. The following Figures (3-4 through 3-6) summarize the results.

FIGURE 3-4 WORK COUNTY

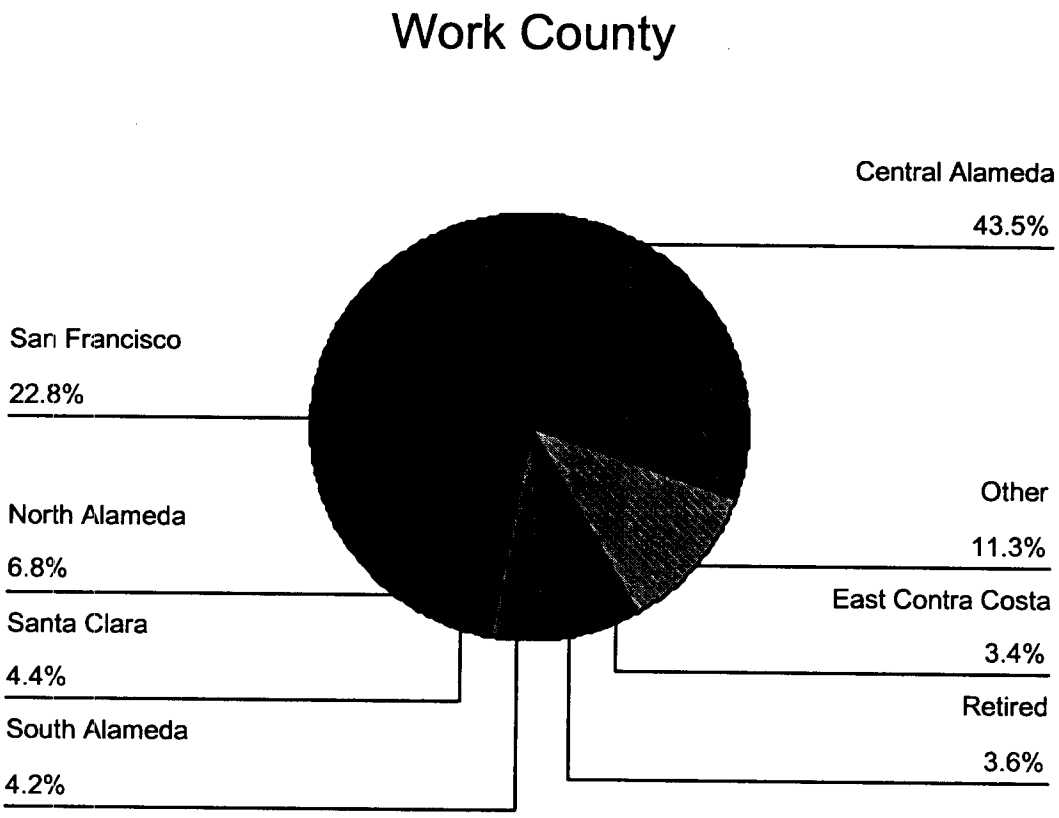


FIGURE 3-5 COMMUTE MODE BY DESTINATION

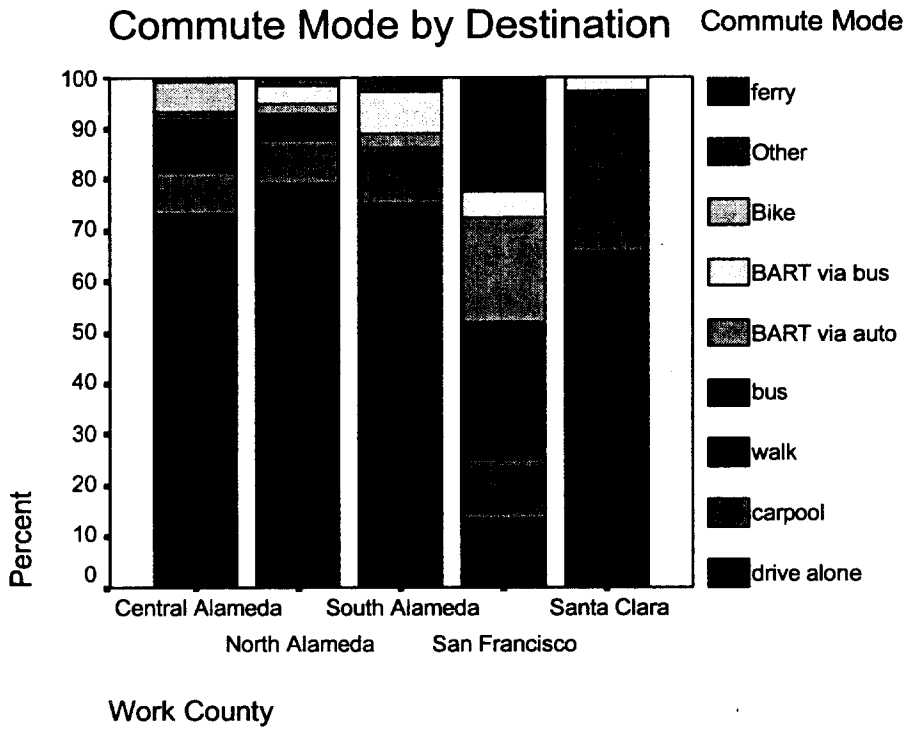
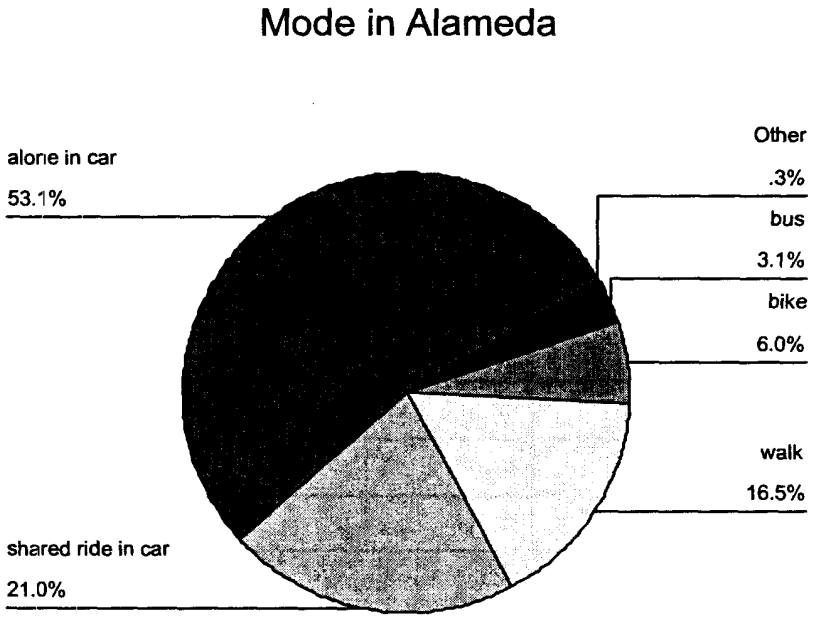


FIGURE 3-6 MODE IN ALAMEDA



3.2 Traffic Counts

Vehicular traffic within Alameda is generally free-flowing (often at Levels of Service A). However, certain links to and from Oakland show some signs of reaching capacity.

The Environmental Impact Report (EIR) for the Catellus Fleet Industrial Supply Center (FISC) development presents the most comprehensive assessment of roadway constraints available. Most of this information was developed less than one year ago, and it represents the most current assessment of current and future conditions.

The FISC EIR notes the following intersections are now at Level of Service D (vehicle/capacity ratio of .90) or worse, and projected year 2020 with the FISC project:

TABLE 3-2 INTERSECTION LEVEL OF SERVICE

	Current Conditions		Year 2020 with FISC	
Intersection	AM	PM	AM	PM
Atlantic/Webster	D	C	F	F
Central/Webster	B	C	D	C
Mariner's Square/Constitution	C	E	F	F

TABLE 3-3 STREET OPERATION LEVEL OF SERVICE

	Current Conditions		Year 2020 with FISC	
Street Operations	AM	PM	AM	PM
Webster/Posey Tubes (NB)	D	A	D	F
Webster/Posey Tubes (SB)	A	E	F	F
Park Street (NB)	F	F	F	F
Park Street (SB)	F	F	F	F
High Street (NB)	F	D	F	F
High Street (SB)	D	E	E	D
Doolittle Drive (NB)	E	F	F	F
Doolittle Drive (SB)	F	F	F	F

The City's traffic studies estimate that cross-estuary peak hour demand will exceed capacity by about 1,000 vehicle trips by 2020. While the City has advocated for additional estuary crossing capacity, it is likely that such capacity is many years away. In the interim, the existing links into Alameda could be managed much as the Bay Bridge toll plaza is managed – with queue jumps and other measures that would decrease transit travel times, make transit more competitive with the automobile, and ultimately increase transit's share of the modal split. It should be noted that in the AM northbound direction in the peak hour, transit carries 19 percent of the people through the Posey Tube with absolutely no transit priority measures.

3.3 Existing Transit Services and Use

This section provides a summary and critique of transit services in Alameda.

Many of the Public Transit Committee's goals and objectives are currently met by existing services, but there is room for improvement. These areas include rerouting bus services to improve reliability and connectivity, increasing bus and ferry frequencies, further investigating mode conversion options, consolidating and improving amenities at bus stops, implementing transit centers at the College of Alameda and South Shore Shopping Center, and actively promoting transit for all Alameda residents, workers, and visitors. Improving transit services now may enable the City to avoid the degree of traffic congestion currently facing many communities in the Bay Area.

Alameda has good bus route coverage, but services should operate more frequently and for longer spans of service. Fifteen bus routes cover the City during weekday commute hours, but only half as many operate during the middle of the day, three run after 7:30 pm, and three operate on weekends. This service pattern leaves some areas of the City, such as Harbor Bay, without any transit service on weekends and at night.

Ferry services have good frequencies in the peak hours, but Alamedans could benefit from more frequent service in the off -peak hours and regular, clock-based schedules. Currently, the Alameda-Oakland Ferry Service provides 15 trips to San Francisco each day. Harbor Bay Maritime operates six commute-hour trips every weekday.

BART serves many travelers to and from Alameda. However, connectivity between BART and Alameda could be improved with more frequent shuttle services. In addition, as most of the peak hour trains are nearly full by the time they reach stations near Alameda, Alamedans could benefit from the implementation of midline starts on the Fremont line.

Review of Existing Service

The following sections present data about the span, frequency, ridership, and fares for the various transit modes serving Alameda.

Span and Frequency of Service

The City of Alameda is served by 14 bus lines and two ferry routes. Three bus routes and one ferry route operate on weekends. The City has extensive peak hour service including ferry and transbay bus service to San Francisco, express buses, and specialized school and business park bus routes. Two special services, #314 and #356, provide rides to the South Shore shopping center on Tuesdays and Fridays. One trunk bus line, #51, provides 24-hour service with frequent headways throughout the day and owl service at night.

Bus service frequencies range from 6 to 60 minutes depending on the route and time of day. Most bus lines operate with 30 minute service frequencies.

The Harbor Bay ferry route operates with regular hourly headways in the morning and afternoon peaks. The Alameda-Oakland Ferry Service provides all day service with irregular headways seven days a week.

TABLE 3-4 ALAMEDA BUS SERVICE SPANS OF SERVICE AND FREQUENCIES

Bus Route	Route Type	Weekday		Weekend	
		Hours of Service	Frequency	Hours of Service	Frequency
10	Local	5:45 am - 7:30 pm	30 - 60 minutes		
12	Local	6:00 - 9:00 am & 2:00 -7:00 pm	15 - 30 minutes		
35X	Express	7:30 - 8:00 am & 4:00 - 6:00 pm	30 - 40 minutes		

Bus Route	Route Type	Weekday		Weekend	
		Hours of Service	Frequency	Hours of Service	Frequency
42	Commute	7:00 - 8:30 am & 4:00 - 6:00 pm	15 minutes		
49	Local	6:00 am - 7:00 pm	15 - 30 minutes		
50	Local	6:00 am - 11:30 pm	30 minutes	6:00 am - 11:30 pm	30 minutes
51	Trunk	24 hours	6 - 60 minutes	24 hours	15 - 60 minutes
63	Island Shuttle	6:00 am - 7:00 pm	30 minutes		
314	Shopper Special	11:00 am & 2:00 pm	one trip in am and pm on Tuesday and Friday only		
325	Ferry Shuttle	6:00 - 8:00 am & 4:40 - 7:50 pm	60 minutes		
356	Shopper Special	10:00 am & 12:30 pm	one trip in am and pm on Tuesday and Friday only		
631	School	7:15 am - 9:00 am & 2:30 pm - 4:40 pm	four morning and five afternoon school trips		
O	Transbay	5:30 am - midnight	10 - 60 minutes	5:45 am - midnight	60 minutes
OX	Transbay	5:45 - 8:00 am & 4:15 - 7:00 pm	10 - 12 minutes		
OX1	Transbay	7:00 - 8:30 am & 5:10 pm	30 minutes		

Bus Route	Route Type	Weekday		Weekend	
		Hours of Service	Frequency	Hours of Service	Frequency
W & WA	Transbay	5:45 - 8:00 am & 4:00 - 7:00 pm	15 minutes		

TABLE 3-5 ALAMEDA FERRY SPANS OF SERVICE AND FREQUENCIES

Ferry Service	Weekday		Weekend	
	Hours of Service	Frequency	Hours of Service	Frequency
Alameda - Oakland	6:10 am - 8:45 pm	30 - 130 minutes	9:25 am - 10:05 pm	75 - 100 minutes
Harbor Bay	6:30 am - 8:55 am & 4:30 pm - 8:00 pm	60 minutes		

TABLE 3-6 BART SPAN OF SERVICE AND FREQUENCY

BART	Weekday		Weekend	
	Hours of Service	Frequency	Hours of Service	Frequency
	4 am - midnight	7 - 20 minutes	6 am - midnight	20 minutes

Ridership by Route

Alameda's bus patronage is comparable to the entire AC Transit service district, and higher than other Bay Area transit agencies. Alamedans average 46 bus boardings each year, nearly the same number as residents of the entire AC Transit service district (48 boardings per capita per year). This level of ridership is higher than that of the SamTrans and Golden Gate Transit.

Slightly more than half of the bus boardings in Alameda are during the morning and afternoon peak hours. This percentage is an indicator of a transit system's efficiency. Providing additional peak hour service is often more expensive than off-peak service as more drivers must be hired and more equipment must be procured. Off-peak service, on the other hand, is usually less expensive to provide as drivers are already

available and vehicles either have extra space or are idle.

The following table presents bus ridership data from AC Transit's most recent Short Range Transit Plan. (The proportions of Alameda boardings are based on data from AC Transit's 1997 - 98 collection effort. Ridership changes due to any service changes since then will not be reflected in this information.)

TABLE 3-7 BUS RIDERSHIP BY ROUTE IN ALAMEDA

Bus Route	Daily Weekday Boardings in Alameda	Daily Weekend Boardings in Alameda	Total Daily Weekday Boardings for Entire Route	Total Daily Weekend Boardings for Entire Route
10	460		536	
12	209		305	
35X	98		210	
42	65		152	
49	553		1441	
50	1660	1848	2656	2956
51	3987	3490	16096	14092
63	916		916	
314	N/A		N/A	
325	123		123	
356	30		30	
631	344[2]		344	
O	650	465	1363	974
OX	325		643	
OX1	35		76	
W	200		407	
WA	45		95	

Ferry ridership fluctuates throughout the year primarily due to the weather and tourism. In general, ferry riders can be grouped into two categories: commuters and

[2] AC Transit staff estimate.

Goals & Criteria	Does Alameda's existing transit network meet the criteria?			Notes Below
	Yes	No	?	
1. *Do all transit routes subsidized directly by Alameda generate at least 20 passengers per revenue vehicle hour?*	X			X
2. *Are 65 percent of Alameda residents' travel destinations accessible with one transfer?*	X			
3. *Do all transit vehicles in service in Alameda meet or exceed minimum air quality and noise standards?*	X			
4. *Has the City of Alameda, or another designated agency completed transit operational improvements by January 2003, and has the City or another designated agency implemented a major transit capital project within a 10 year time frame?*			N/A	X
Goal 4. Develop and implement a transit system that supports regional and City development and land use goals.				
1. *Do transit routes serve new developments with densities equal to or greater than Alameda's average density?*		X		X
2. *Do transit routes serve employment sites during the hours that employees need to travel?*		X		X
3. *Does transit provide adequate service to meet the automobile traffic reduction goals set for existing and new developments?*		X		X
4. *Are transit facilities and operations consistent with local and regional zoning, transportation, and development plans?*		X		X
5. *Do transit operations have a significant impact on air and/or noise pollution?*	X	X		X
6. *Have local transit operators been contacted to determine whether transit services complement existing, new, and planned development?*	X			X
Goal 5. Develop and implement a local funding package that supports comprehensive, safe, reliable, and fully accessible transit services.				
1. *Is the per capita transit subsidy in Alameda similar to that of other comparable cities in the region?*	X			X

Goals & Criteria	Does Alameda's existing transit network meet the criteria?			Notes Below
	Yes	No	?	
2. *Do developers provide subsidies for transit to mitigate additional automobile traffic associated with new development?*	X			X
3. *Are local transit subsidy levels consistent throughout Alameda?*		X		X

GOAL 1

Criteria 1: As a rule of thumb, two-way operations serve passengers better as they can catch a bus in either direction. Several routes have one-way loops, and others have deviations off main streets. Routes with one-way loops include 12 (Marina Village), 35X (Marina Village), and 42 (Marina Village loop changes direction from morning to afternoon). Route 49 deviates into office parks in Harbor Bay, and 325 has numerous deviations on streets such as Third, Fifth, Park, Broadway, and Versailles. Route 51 primarily runs on major streets, but does operate on San Jose Avenue, a narrow residential street, for several blocks.

Criteria 2: Approximately 95% of Alameda residents live within 1,200 feet of a bus route. Three small areas of the City are more than 1,200 feet from a bus route: the area between Mosley Avenue and Mayport Circle from Cimarron Street to the estuary (in the U.S. Coast Guard housing area); streets east of Fernside Boulevard between Encinal Avenue and East Shore Drive; and the western edge of Bay Farm Island from Creedon Circle to Nottingham Drive and inland to Tralee Lane and Brunswick Road.

Not all areas of Alameda have weekend transit service. Harbor Bay is the largest area of the City without weekend service.

Criteria 6: Only a few of Alameda's transit services have timed transfers. This section provides information about transfers between different modes.

Bus to Bus: There are no timed transfers between different bus lines. This means that individuals who need to transfer from one bus line to another must rely on random transfers. This system works well when buses run on 15 minute headways or better.

Bus to Ferry: There are a few timed transfers between bus routes and the ferries. Route 325 has timed transfers with the Alameda-Oakland Ferry Service. The schedule for route 49 includes layover times to improve connections with the Harbor Bay Ferry. Route 63 connects with the Harbor Bay Ferry in the morning. However, in the afternoon, the scheduling may be too close to provide adequate time for transferring.

AC Transit has grave problems making connections with the Alameda ferry, primarily

due to the regular headways of the bus routes (every 15 or 30 minutes, at the same times each hour) and the irregular headways of the ferry. The solution lies not in rescheduling local transit lines to erratic times, but in developing a regular and precise ferry schedule – one which can be memorized by passengers and mesh with local transit. For example, Route 10 is not scheduled to coincide with the Alameda-Oakland Ferry Service. Route 50 is not regularly scheduled to meet the Alameda-Oakland Ferry's arrivals or departures. At some times, particularly in the evening, the bus is scheduled to depart the terminal 10 minutes after the ferry arrives. At other times of day, the wait can be longer. In the early morning, the bus is scheduled to drop off ferry passengers close to the ferry's departure time.

Bus to BART: There are no timed transfers between buses and BART. However, the high level of service on BART's Fremont line suggests that transferring passengers do not have to wait very long to catch a train. However, connectivity in the other direction, from BART to a bus, may not be as good depending on the bus route's headways.

of transit. The significantly higher ridership on the #51 than on any other bus line suggests that Alamedans would ride other routes more often if they had better service frequencies. Improving headways on the north and south sides of the island could have substantial benefit for Alameda travelers. Ferry ridership could also increase with additional service.

Alameda is served by 14 bus routes during the morning and afternoon peak hours. These routes cover virtually the entire City. In the midday, half as many bus lines traverse the island. After 7:30 pm, service drops to only three bus lines. One line, the 51, provides owl service. Three lines provide weekend service.

A wide span of service is important for a strong transit network. Potential passengers cannot easily take transit if service is unavailable for either their start or return trips. Inadequate off-peak service may disproportionately impact the working poor whose jobs often do not coincide with 9 to 5 shifts. Some traditional peak-hour commuters may be wary of using transit if they are concerned about their ability to return home in the middle of the day if necessary. Strong midday service is also important for non-work trips that could be made on transit rather than in a car or by those who depend on transit for personal mobility such as many seniors and the disabled.

Strong weekend service is an important factor in mitigating traffic congestion. The worst local traffic often arises on Saturdays as most families travel on this day for errands, sporting events, and recreation. As such, Alameda should investigate providing local circulation services on weekends.

Equipment

Alameda is served with the same type of bus equipment as the rest of the AC Transit service district. In the future as AC Transit transitions to low-floor buses, Alameda's flush curb returns may pose challenges. Currently, the low floor technology cannot accommodate disabled access at flush returns at near-side stops (stops at the intersection). At far-side stops, however, low-floor buses can work well, even with flush returns. As such, the City and AC Transit will need to locate stops with this requirement in mind – and may need to mitigate the problem when near-side stops are necessary (such as at stop signs). Some solutions include bus bulbs or more extensive red curb. In all cases, the City should work with AC Transit to ensure that the agency is aware of the extent of the issue and to promote equitable solutions that will serve all Alamedans well.

The Alameda-Oakland Ferry Service is currently procuring a new ferry to enhance the existing service. The new ferry should enable the provider to improve headways by mid-2001.

Alameda has several opportunities to create an electric corridor for transit that would both improve the passengers' transit experience, reduce noise pollution in neighborhoods, and improve air quality. Perhaps most promising is the opportunity to implement battery-powered electric buses on local circulation routes. Such technology has proven to be successful in various communities in the United States, most notably

Goals & Criteria	Does Alameda's existing transit network meet the criteria?			Notes Below
	Yes	No	?	
1. *Do all transit routes subsidized directly by Alameda generate at least 20 passengers per revenue vehicle hour?*	X			X
2. *Are 65 percent of Alameda residents' travel destinations accessible with one transfer?*	X			
3. *Do all transit vehicles in service in Alameda meet or exceed minimum air quality and noise standards?*	X			
4. *Has the City of Alameda, or another designated agency completed transit operational improvements by January 2003, and has the City or another designated agency implemented a major transit capital project within a 10 year time frame?*			N/A	X
Goal 4. Develop and implement a transit system that supports regional and City development and land use goals.				
1. *Do transit routes serve new developments with densities equal to or greater than Alameda's average density?*		X		X
2. *Do transit routes serve employment sites during the hours that employees need to travel?*		X		X
3. *Does transit provide adequate service to meet the automobile traffic reduction goals set for existing and new developments?*		X		X
4. *Are transit facilities and operations consistent with local and regional zoning, transportation, and development plans?*		X		X
5. *Do transit operations have a significant impact on air and/or noise pollution?*	X	X		X
6. *Have local transit operators been contacted to determine whether transit services complement existing, new, and planned development?*	X			X
Goal 5. Develop and implement a local funding package that supports comprehensive, safe, reliable, and fully accessible transit services.				
1. *Is the per capita transit subsidy in Alameda similar to that of other comparable cities in the region?*	X			X

Goals & Criteria	Does Alameda's existing transit network meet the criteria?			Notes Below
	Yes	No	?	
2. *Do developers provide subsidies for transit to mitigate additional automobile traffic associated with new development?*	X			X
3. *Are local transit subsidy levels consistent throughout Alameda?*		X		X

GOAL 1

Criteria 1: As a rule of thumb, two-way operations serve passengers better as they can catch a bus in either direction. Several routes have one-way loops, and others have deviations off main streets. Routes with one-way loops include 12 (Marina Village), 35X (Marina Village), and 42 (Marina Village loop changes direction from morning to afternoon). Route 49 deviates into office parks in Harbor Bay, and 325 has numerous deviations on streets such as Third, Fifth, Park, Broadway, and Versailles. Route 51 primarily runs on major streets, but does operate on San Jose Avenue, a narrow residential street, for several blocks.

Criteria 2: Approximately 95% of Alameda residents live within 1,200 feet of a bus route. Three small areas of the City are more than 1,200 feet from a bus route: the area between Mosley Avenue and Mayport Circle from Cimarron Street to the estuary (in the U.S. Coast Guard housing area); streets east of Fernside Boulevard between Encinal Avenue and East Shore Drive; and the western edge of Bay Farm Island from Creedon Circle to Nottingham Drive and inland to Tralee Lane and Brunswick Road.

Not all areas of Alameda have weekend transit service. Harbor Bay is the largest area of the City without weekend service.

Criteria 6: Only a few of Alameda's transit services have timed transfers. This section provides information about transfers between different modes.

Bus to Bus: There are no timed transfers between different bus lines. This means that individuals who need to transfer from one bus line to another must rely on random transfers. This system works well when buses run on 15 minute headways or better.

Bus to Ferry: There are a few timed transfers between bus routes and the ferries. Route 325 has timed transfers with the Alameda-Oakland Ferry Service. The schedule for route 49 includes layover times to improve connections with the Harbor Bay Ferry. Route 63 connects with the Harbor Bay Ferry in the morning. However, in the afternoon, the scheduling may be too close to provide adequate time for transferring.

AC Transit has grave problems making connections with the Alameda ferry, primarily

due to the regular headways of the bus routes (every 15 or 30 minutes, at the same times each hour) and the irregular headways of the ferry. The solution lies not in rescheduling local transit lines to erratic times, but in developing a regular and precise ferry schedule – one which can be memorized by passengers and mesh with local transit. For example, Route 10 is not scheduled to coincide with the Alameda-Oakland Ferry Service. Route 50 is not regularly scheduled to meet the Alameda-Oakland Ferry's arrivals or departures. At some times, particularly in the evening, the bus is scheduled to depart the terminal 10 minutes after the ferry arrives. At other times of day, the wait can be longer. In the early morning, the bus is scheduled to drop off ferry passengers close to the ferry's departure time.

Bus to BART: There are no timed transfers between buses and BART. However, the high level of service on BART's Fremont line suggests that transferring passengers do not have to wait very long to catch a train. However, connectivity in the other direction, from BART to a bus, may not be as good depending on the bus route's headways.

of transit. The significantly higher ridership on the #51 than on any other bus line suggests that Alamedans would ride other routes more often if they had better service frequencies. Improving headways on the north and south sides of the island could have substantial benefit for Alameda travelers. Ferry ridership could also increase with additional service.

Alameda is served by 14 bus routes during the morning and afternoon peak hours. These routes cover virtually the entire City. In the midday, half as many bus lines traverse the island. After 7:30 pm, service drops to only three bus lines. One line, the 51, provides owl service. Three lines provide weekend service.

A wide span of service is important for a strong transit network. Potential passengers cannot easily take transit if service is unavailable for either their start or return trips. Inadequate off-peak service may disproportionately impact the working poor whose jobs often do not coincide with 9 to 5 shifts. Some traditional peak-hour commuters may be wary of using transit if they are concerned about their ability to return home in the middle of the day if necessary. Strong midday service is also important for non-work trips that could be made on transit rather than in a car or by those who depend on transit for personal mobility such as many seniors and the disabled.

Strong weekend service is an important factor in mitigating traffic congestion. The worst local traffic often arises on Saturdays as most families travel on this day for errands, sporting events, and recreation. As such, Alameda should investigate providing local circulation services on weekends.

Equipment

Alameda is served with the same type of bus equipment as the rest of the AC Transit service district. In the future as AC Transit transitions to low-floor buses, Alameda's flush curb returns may pose challenges. Currently, the low floor technology cannot accommodate disabled access at flush returns at near-side stops (stops at the intersection). At far-side stops, however, low-floor buses can work well, even with flush returns. As such, the City and AC Transit will need to locate stops with this requirement in mind – and may need to mitigate the problem when near-side stops are necessary (such as at stop signs). Some solutions include bus bulbs or more extensive red curb. In all cases, the City should work with AC Transit to ensure that the agency is aware of the extent of the issue and to promote equitable solutions that will serve all Alamedans well.

The Alameda-Oakland Ferry Service is currently procuring a new ferry to enhance the existing service. The new ferry should enable the provider to improve headways by mid-2001.

Alameda has several opportunities to create an electric corridor for transit that would both improve the passengers' transit experience, reduce noise pollution in neighborhoods, and improve air quality. Perhaps most promising is the opportunity to implement battery-powered electric buses on local circulation routes. Such technology has proven to be successful in various communities in the United States, most notably

Santa Barbara, California. With its local electric utility, strong transit ridership, flat geography, and temperate climate, Alameda appears to be a strong candidate for a successful electric bus program.

An electric trolley coach line connected with Oakland could also be successful for Alameda. In this scenario, overhead wires would provide power to buses that would travel through key corridors in Alameda and Oakland. While this option is expensive, it could be financed through development assessments and operational cost savings.

Other mode changes such as light rail would require intensifying land uses and adopting development assessments to both garner enough ridership and finance the program.

Facilities

Alameda needs better transit facilities. Improvements should include more extensive bus shelters and five transit centers.

While the City does have numerous bus shelters, passenger safety and comfort would be greatly enhanced through the City's participation in an "advertising shelter" program. These programs use advertising revenue to pay for the installation and maintenance of bus shelters. Although a standard agreement already exists for cities within AC Transit's service district, the terms could be amended to better serve Alameda. For example, bus shelter design could be developed jointly by the ad shelter program managers and Alameda City planners and consultants working on the Park and Webster street designs.

To facilitate transit connectivity, Alameda should investigate the design and implementation of transit centers at South Shore Shopping Center, the College of Alameda, the West End Ferry Terminal, Bay Farm Island, and Park Street north of Santa Clara Avenue. Ideally, these centers would provide adequate space for timed-transfers between bus lines and passenger amenities. Amenities could include shelters, passenger information, and storage facilities for bicycles and perhaps even automobile park and ride facilities.

Marketing

The most successful marketing strategy for transit is the existence of a logically-routed, well-connected, frequent and reliable network with good passenger amenities. Implementing such improvements can increase ridership virtually on its own. The strong presence of the transit vehicles themselves will provide immediate advertising for the system. In general, user-friendly transit systems have a strong return on marketing investments. For example, regular headways make it easier for the public to remember departure times are easier for the public to remember than schedules that fluctuate throughout the day. (This type of scheduling as it relates to ferries may be more important for excursion riders. Commuters may tend to be more interested in reaching downtown as early as possible rather than on a clock-based schedule.) Also, most passengers are more comfortable with transit lines that do not branch as they know which route the bus they board will use.

Marketing for the Alameda Oakland Ferry Service is conducted by the service provider (The Blue and Gold Fleet), the City of Alameda, and the Port of Oakland. Plans are developed by a coordinator and approved by a task force comprised of a member from the provider, City, and port. The annual marketing budget for the Alameda-Oakland Ferry Service is approximately $140,000. $65,750 of this is paid for by the City of Alameda, while the service provider, Blue and Gold Fleet, contributes the balance. The annual budget for Harbor Bay Maritime is $40,000. It is important to note that the marketing budget includes funds for items such as printing of all materials such as schedules, tickets, and signs; security; and advertising and promotion. Approximately $63,000 of the Alameda-Oakland Ferry Service budget is designated for advertising and promotion. These funds pay for such activities as newspaper ads, outside displays including those on transit vehicles, and telephone directory listings.

In general, marketing for ferry services is divided into two market segments: commuters and excursion riders. Marketing for commuters is based primarily at the work site, particularly for the Alameda-Oakland Ferry Service riders as they are drawn from the entire East Bay. Promotional materials for Harbor Bay Maritime, on the other hand, are sent directly to residents of Bay Farm Island as the ferry service is essentially a local neighborhood service.

Battery Recharging – Several battery recharging options are available to extend each bus's range. Buses can be equipped with regenerative braking systems that add energy to the battery as the bus gradually slows down. In addition to adding 17% to the vehicle's range, regenerative braking systems also extend brake life. Frequent stops along the route can extend the vehicle's range as the batteries can regenerate as the driver applies the brakes and minimal energy is spent while the vehicle is stopped.

Batteries can also be "quick charged" during layovers. Tests in Santa Barbara revealed that charging sealed lead-acid batteries for six minutes every hour during layovers enabled the battery to deliver 2.5 times more kWh than its rated capacity. Santa Barbara expects that "fast charging could enable an electric bus to perform virtually unlimited daily service."

Full battery recharges take from 7 to 8 hours, depending on battery type, charger type, and depth of discharge. In Santa Barbara, each electric bus has its own dedicated charger.

Driver Training – Some driving techniques conserve more battery energy than others. Studies in Santa Barbara have shown a 40% difference in energy management between different drivers. Drivers can be trained in the best techniques for efficient driving and regenerative braking. Operators recommend follow-up training and regular monitoring to ensure that drivers continue to conserve battery power.

TABLE 4-4 BATTERY AND DIESEL BUS OPERATING AND MAINTENANCE COST COMPARISON

	Battery Electric	Diesel
Driver cost	$2.23/km	$2.23/km
Fuel	$.04/km	$.07/km
Vehicle Maintenance	$0.38/km (includes battery maintenance and replacement)	$0.21/km
Total	$2.65/km or $4.26/mi	$2.51/km or $4.04/mi

In Santa Barbara, electric bus operations are approximately 6% more expensive than diesel operations. However, because of the popularity of electric buses, the cost per passenger mile may be lower for electric buses, depending on ridership.

Maintenance

Battery Maintenance – Electric bus batteries require careful maintenance by specially-trained staff. While the maintenance of batteries varies by type, the requirements are

5. Recommended System

5.1 Findings and Conclusions

- To enhance quality of life and allow for economic growth, Alameda must increase the mobility of City residents through a meaningful and well used public transit system. Primary transit services should be useful and attractive, with service operating not less than every 15 minutes on weekdays.

- Alameda's transit system must be designed to meet the public's agreed upon land use plan. The Long Range Transit Plan recommends a route network that is consistent regardless of transit mode. Depending on the land use densities adopted in the General Plan, higher capacity modes such as light rail, should be considered. However, high capacity rail systems can only be effective and justified if supported by higher density land uses along their corridors.

- To optimize development, by 2005 peak hour cross-estuary capacity must be enhanced through transit services and transit priority measures.

- Additional transit capacity would support the City's and the region's air quality and environmental objectives.

- To improve the capacity of the congested tubes and bridges linking Alameda to the East Bay, the City should commit to an objective of a 30 percent transit modal split in the tubes to provide 400 to 500 additional peak hour person trips; and on the estuary bridges, provide 400 additional peak hour person trips on transit.

- The City should investigate additional transit-only cross estuary capacity, including a dedicated transit tube or a bus barge or ferry. A two-vessel bus barge or ferry would have a capacity of about 500 trips per hour, while a transit only tube could have a capacity of about 3,000 trips per hour.

- The City's modal split objective for San Francisco trips should be 65 percent via transit, including 25 percent on ferries, 20 percent on Transbay buses, and 20 percent on BART. The current modal split for all transit modes is about 45 percent.

5.2 Benefits of Improved Transit Service in Alameda

Improving transit services in Alameda will result in higher transit ridership on the island. Improving transit's speed, reliability, connectivity, safety, and comfort will attract more "choice" riders – those individuals who have the option of taking a private car instead of transit. In addition, those who do not have a choice such as the poor, young, elderly, and disabled, will be better served as well. By attracting more choice riders, transit improvements can mitigate automobile congestion and reap additional benefits such as cleaner air and a higher quality of life.

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Most communities implement transit improvements *after* traffic congestion has become nearly unbearable. Unfortunately, transit usually cannot undo the traffic problems that the earlier lack of planning has intensified. In many cases, transit itself suffers from the congestion: buses cannot run quickly as they, too, are stuck in traffic jams and often fall behind schedule. Travelers, then, do not choose to ride the buses as they are late, crowded, and a slower option than driving. In such a situation, transit does little to improve congestion on the streets.

Alameda has an excellent opportunity to take proactive measures now to avoid gridlock in the future. Alameda may not face the extensive traffic congestion that most other cities in the Bay Area experience today if transit is successful in attracting new riders. Attracting new riders from their cars will help keep Alameda's streets running smoothly which will benefit all of Alameda's residents, workers, employers, and visitors.

In addition to preventing traffic congestion, laying out a strong transit network now will help the City attract appropriate development in its neighborhoods. Too often, transportation systems are developed on an ad hoc basis without long-term goals in mind. The result can be a jumble of streets and neighborhoods where cars are the only effective travel option. As the streets' capacity is filled, development slows and moves to a more suitable location.

The preferred situation would be to design the transportation system *before* land use changes are made. At Alameda Point, for example, the existence of an effective transit network can help attract businesses whose employees need or prefer options to car travel.

Well-planned transit improvements can attract new riders and keep existing ones, help prevent traffic congestion, improve air quality, and attract appropriate development. As such, Alameda has excellent opportunities to improve the island's quality of life and maintain its small-town character for the future by planning and implementing transit improvements today.

5.3 Local-East Bay Route System

The four alternative route designs were reviewed by the public at a meeting in late January, 2001. As a result of the presentations and discussions of the alternatives, the public at the meeting chose Alternative 1 as the most promising option. In addition, there were specific recommendations to modify and improve the alternative. With these modifications, the Alameda Transit Plan's Recommended Route System (RRS) is as follows:

Five transit lines would provide connections to downtown Oakland and Fruitvale BART, and northern and southern Alameda County. Transbay and express services would be unaffected except to the extent that street routings are consistent. In total, twelve routes would serve all of the areas currently served by the existing 14 lines. There would be no diminution in service as the plan anticipates the merging of some lines to produce more effective service.

TABLE 5-1 PROPOSED SERVICE MODIFICATIONS

New Transit Line	Existing Transit Service
3-Shattuck/Santa Clara	51-College/Broadway
6-6th Street	12-Buena Vista; 42-Marina Village
49-Harbor Bay	49-Harbor Bay
50-Park Street	50-Park Street; 10-Downtown Oakland
63-Alameda InterIsland	63-Alameda InterIsland

The other six lines represent express, Transbay and school services which are basically unchanged.

Line 3 (new route designation, currently Line 43) would replace Line 51 on Santa Clara Avenue in Alameda. Routing would originate in Albany at San Pablo and Solano and operate via Solano, Shattuck, Telegraph, Broadway, tubes, Webster, Santa Clara to Park and Santa Clara. At Park, the route would operate southbound to Otis to provide a direct connection with the South Shore Center, and then would continue east onto Otis, over the bridge to Island Drive, then via Maitland and the Cross-Airport Roadway to the FedEx sorting facility, into the Airport terminal, and then via 98th Avenue to BayFair BART.

Line 6, a new line, would connect West Berkeley, Emeryville, and West Oakland with Alameda's northern waterfront on Atlantic, Marina Village and Clement, with service continuing to the Fruitvale BART station. With service provided every 15 minutes all day long, this route would also function as an effective BART shuttle. This line would link Berkeley's active 4th Street area with Hollis Street, and the West Oakland BART station.

Line 49 would continue as a separate line linking Bay Farm to Fruitvale and Coliseum BART and K-Mart with only minor changes.

Line 50 would have minor adjustments in east Alameda, and would be combined with existing Line 10. From Alameda Point and the existing ferry terminal, the route would operate via the Tinker Avenue extension to the College of Alameda. From the College, the line would continue into the Webster/Posey tubes to connect to the 12th Street BART Station. This service would operate every 15 minutes, and would provide service along both Webster and Park Streets and function as a BART shuttle. (The line would continue to serve the CalWorks program in Alameda Point in all funding scenarios.)

Line 63 would remain unchanged except for relocating service to Atlantic Avenue in both directions, with a terminal at the existing ferry terminal, which would be relocated to the proposed Alameda Point Ferry Terminal at the appropriate time.

As the changes are made the City, working with AC staff, will assess operations and marketability and make adjustments as necessary.

Cross Estuary Bus Ferry - An alternative to the local bus routing system outlined above

would include a bus barge across the estuary between the western end of the island and Oakland East of the West Oakland BART station, as pictured in the map of Alternative 1A. Under this alternative, routes 6 and 50 would cross the estuary via a bus-only barge. This plan would increase cross-estuary capacity with less expense than new structural crossings. This analysis assumes that the operating costs for the bus ferry would be offset by reductions in bus service hours resulting from re-routings and faster speeds.

Cross Estuary Water Taxi – To provide better connections with Oakland, and to provide alternatives to traditional transit and automobile based transportation, a formal water taxi service could be established as development increases along Alameda's northern waterfront.

A preliminary routing alternative would include stops at Park Street, Oakland's Embarcadero, Grand, Coast Guard Island, Marina Village, Jack London Square, Catellus FISC site, and Alameda Point. Providing 15 minute service would require seven vessels.

TABLE 5-2 PROPOSED SERVICE FREQUENCIES

Proposed Service Frequencies - Initial Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	7.5	15	20	Yes
6-6th Street	15	15	15	No
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	No

Proposed Service Frequencies - Second Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	5	10	15	Yes
6-6th Street	10	10	15	Yes
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	Yes

obligations will not change significantly. However, with the passage of Measure B, the City of Alameda's Paratransit Program will provide enhancements to social service transportation and expand services to some Alameda residents whose homes are located outside the mandated service area. Funds will be used to cover transportation costs for individuals awaiting approval of their ADA certification applications. In addition, funds have been allocated to subsidize regularly scheduled group trips to and from the Senior Center and other locations in Alameda, and group trips to and from destinations outside the paratransit service area, including a few trips outside the Bay Area. The City has allocated $5000 for a scholarship program to provide matching funds for low-income residents' paratransit expenses. Participants must be certified as eligible for paratransit services and have a limited income. Each person is eligible for $100 per year.

Water Transportation

Ferries

Alameda is well acquainted with water transit service. The modern Alameda-Oakland Ferry has operated since 1989's Loma Prieta earthquake, providing service from Jack London Square and the Main Street Alameda terminal (Estuary side) to San Francisco. The East End ferry (Harbor Bay) began regular service in 1992 after a hovercraft demonstration in 1986. In the absence of fixed links, or in the reality of congested links, ferry service can provide an effective alternative transit system, particularly when the cost of new bridges or tunnels is factored into an alternatives assessment.

Ferries are more expensive to operate than other transit modes – typically costs range from $350 to $400 per operating hour for a 149 passenger vessel to $400 to $500 per hour for a 300 passenger vessel (costs vary with speed and fuel consumption). When this cost is compared against operating a bus, a bus is almost always less expensive on a seat-mile basis – a 50 passenger bus costs about $70 per hour to operate, or about two-thirds the cost of the ferry operation. Often this cost difference can be reduced because the ferry may have a more direct route and hence operate fewer hours relative to the bus. However, the great advantage of the ferry is that it does not need a right-of-way. So the economic argument for the bus is irrelevant if the bus is stuck in traffic.

For ferry systems to work effectively, they should be designed essentially as rail systems. They have the same high capital needs (terminals and vehicles), and they require the same concentrations of passengers to function efficiently. Unlike a rail system which has multiple stations, ferry systems require either larger concentrations or extensive land-side feeder systems to work well. Downtown San Francisco is an ideal transit market, both for rail and ferry, because more than 100,000 jobs are within a 10 minute walk of the Ferry Building.

In designing a ferry system in the Bay Area, the challenge is not in serving San Francisco, but in access to the boats at the more suburban origins. Downtown San Francisco has both high density and extensive transit access, enabling ferry passengers to reach their destinations quicky either by foot or transit. However, most of the other

ferry terminals in the Bay Area do not have either high density or extensive transit service. As such, automobile parking has become a popular suburban access option, but the land costs (350 square feet for every car and, therefore, every passenger) is extraordinary. For example, to serve 2,000 originating passengers in Alameda completely with automobile access would require about 1,800 parking places (assuming 1.1 passengers per car) requiring 15 acres. The public is rightfully concerned about devoting this much waterfront property to automobile parking, especially when other alternative uses – for example, housing - have equally pressing needs, and if well designed, may actually mitigate the need for automobile parking. Transit villages are clear examples of trying to use land more creatively and extensively, and could work around ferry terminals.

The alternative routing scenarios included in this report attempt to provide a comprehensive ferry feeder network that is both fast and efficient. For the ferry service to continue to improve, the following service design principles should be adopted:

- Service should be fast, direct, and reliable;
- Service should be on a regular schedule, with the same departure times each hour;
- Service frequencies should be improved;
- Span of service should be expanded to provide better evening and weekend service; and
- Service should be provided to South-of-Market, the Ferry Building, and Fisherman's Wharf.

In order to be fast, direct, and reliable, the Alameda ferry route should avoid the turning basin, eliminate two stops or reverse running, and avoid small boat harbors. This could mean separating Oakland and Alameda services and/or relocating Alameda's Main Street Terminal to the seaplane lagoon as proposed in the NAS Alameda Community Reuse Plan prepared by the Alameda Reuse and Redevelopment Authority, to a location that is consistent with the Marina Development proposal. The Water Transit Authority could investigate the advantages and disadvantages of the terminus options. This routing would reduce slow running in the Estuary, and it would also allow service to be operated to the fast growing Mission Bay area of San Francisco. Serving Mission Bay would have the dual effect of both connecting Alameda residents to the UCSF/Mission Bay biotech campus, and of encouraging biotech companies to locate on Alameda Point, since there would be excellent service to other biotech facilities at Mission Bay. The Bay Area Council Water Transit Action Plan called for a route connecting Alameda Point, Mission Bay and the Ferry Building. This route could also provide service to Harbor Bay Isle in the mid-day. For the peak periods, the existing Harbor Bay route meets most of the principles outlined above, and would thus continue unchanged.

For main Alameda ferry route, service frequencies should be changed to consistent hourly headways throughout the day, with half hour frequencies in the peak periods. Alameda residents have requested expanded evening services. These should be implemented as demand warrants. The first phase could include Friday and Saturday night runs. Incremental increases in service frequencies should be implemented

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Service could be provided directly to the Wharf as it is now, or as a cross-dock transfer at the Ferry Building, provided that the transfer is timed.

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The most successful water taxi operation is located in Baltimore's Inner Harbor, which contains numerous visitor attractions. Service is provided by several companies, and some operate on a fixed route, fixed schedule. Fares are $5 day passes, good on all vessels all day long. Vessels are operated every 15 minutes in the summer, with less service in the off-season.

The average operating cost for a water taxi appears to be about $75 per hour for a six passenger vessel, or about $12 per seat hour. If a water taxi can turn over that seat several times during the hour, then the cost per passenger is greatly reduced. Should a service be operated across the Estuary, then it is likely that one vessel could make three round trips per hour – and have a carrying capacity of 36 passengers per hour. Assuming a 50 percent load factor, the cost per passenger would be about $4, unsubsidized.

The main constraint on water taxi service is the demand for travel from waterfront destinations in Oakland and Alameda. While Oakland has a dense and active retail waterfront, Alameda does not currently have the same level of activity. Since it is unlikely that people will transfer from buses to use a water taxi service, how and how well Alameda's waterfront develops will likely determine if a water taxi is a feasible option. For example, development at the FISC site and the golf course may provide appropriate water taxi landing sites. Both Oakland's Estuary Plan and Alameda's Waterfront Plan encourage land uses that complement a water taxi system. In addition, funding and use by bicyclists would support water taxis.

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cities throughout the world as tourist vehicles. These vessels, while not the only possible design for amphibious craft, have characteristics that would prevent their effective use as a public transit mode. Boarding and alighting is very time consuming as the operator must send down and pull up a ladder at every stop, travel on land is cumbersome, and vessel maintenance is highly specialized and expensive. Perhaps most importantly, the vessels are not ADA accessible.

While new vessels could be specifically designed to mitigate these issues, implementing proven transit preferential measures and improving traffic flow on existing estuary crossings are more viable short-term solutions.

Bus Barge/Ferry

A barge or ferry designed to carry buses only across the estuary could increase cross-estuary capacity at a reasonable cost. While not used extensively in the United States, it is an alternative that could increase estuary capacity incrementally and provide significant time savings to the transit modes.

In addition, as the barge or ferry would provide an alternative crossing to the congested tubes, this type of system could prove faster than automobile travel during the peaks. And, since the incremental cost would likely be substantially lower than any other new crossing, this option may be the most affordable and practical alternative.

System design – The design of this system is quite simple. There would be two simple docks – one on the Alameda side of the estuary, probably just west of the existing ferry terminal, and the other on the Oakland side, probably just east of the Port of Oakland's American Presidents Line terminal. Barges or ferries would operate every 10 to 15 minutes, coinciding with the bus schedules. Two barges or ferries would be required. If this concept works Alameda Point, it could be applied at other locations such as Park Street and Fruitvale Avenue.

Under a bus barge system, each barge would be 28 feet wide and 60 feet long – and would be able to cross the estuary in less than 10 minutes. Tugboats would provide power for the barge, and would be attached to the side of the barge. The terminal design would allow for bow loading (roll-on, roll-off), and a minimum of queuing for buses (no more than two buses at a time). There may be legislative conflicts with a bus barge system, requiring changes to antiquated state legislation before implementation.

With bus ferries, the vessel's deck would be approximately the same size as the bus barge, but would be self-propelled.

Buses accessing from the Alameda side would likely operate through Alameda Point, and then onto the barge. From the Oakland terminal, the buses could operate via Middle Harbor Road, Adeline, west on 5th to West Oakland BART, and then either to Emeryville and Berkeley via Mandela Parkway and Hollis Street, or to downtown Oakland via Mandela and 14th Street.

Capital and Operating Cost – Total capital costs would likely be about $5 million – about $1.5 million for terminal costs, and about $3.0 million for the two barges and tugs, and another $500,000 for design, engineering and contingency. Operating costs would like total about $150 per hour per barge ($60 per hour for labor, $50 per hour for fuel, $25 per hour for maintenance, $15 for miscellaneous expenses). Total annual operating costs would be about $1.7 million (11,400 barge hours – 16 hours daily – at $150 per hour). Some of this expense would be offset by decreases in bus route vehicle hours, but the change is not likely to be substantial.

Gondola Capacity Estimate
8 passengers/car
5- 6 cars/minute
Hourly capacity = 2,400 - 2,800 passengers

Analysis – While aerial gondolas are sometimes used in urban applications, operating costs are not well defined and therefore risk is associated with the technology absent more extensive analysis. The Roosevelt Island development on the East River adjacent to Manhattan was initially developed with gondola access, but a subway station was later added to improve access. Other issues involve aesthetics and impacts on the urban environment.

CyberTran

Advanced Group Rapid Transit is another form of electrified transit, and the sponsoring company (CyberTran International) has a development site on Alameda Point. The system is computer controlled and uses small vehicles operating autonomously. The company believes its system would have a lower capital and operating cost than other forms of rail transit. Since most of the electrified transit (Belt Line) right-of-way is located in public street, a Cybertran installation would require overhead aerial transit structures pursuant to state law (i.e. safety hazards). Such structure is not consistent with the existing urban design patterns of the City of Alameda. In order to be consistent with the City's patterns, a new urban design streetscape would have to be approved. The mode may be considered as part of master planning in new developing and redeveloping areas.

Trolley Coach

Trolley coaches are electric-powered rubber-tire buses that utilize two overhead wires as their power source. Trolley coaches are a minor part of the national public transit fleet, but trolleys are well known and much loved in San Francisco. Trolleys constitute more than one-third of Muni's fleet and have lower maintenance costs per mile than their diesel counterparts.

There are many benefits to trolley coaches, including:

Noise – Trolley coaches have very limited engine noise. Therefore, they are much quieter than diesel buses.

No Exhaust – Trolley coaches do not produce exhaust on the street, unlike diesel buses. (The electric power supply may adversely impact air quality elsewhere, but Alameda Power and Telecom provides power from 80 percent renewable sources.)

Better Performance on Grades – Trolley coaches can climb 15% grades, compared with 10% for diesel buses. (However, Alameda is flat.)

Equipment Life – The useful life of trolley coach vehicles is twice that of diesel buses.

There are costs to trolley coach infrastructure, including:

Higher Investment Costs – The capital cost for installing posts and wires for electric trolley coaches is approximately $2 million/mile.

Complex Operations and Maintenance – Introducing trolley coaches requires a second set of operations and maintenance practices for the local operator. In addition, facilities for the storage and maintenance of the coaches must be either constructed or converted.

Aesthetics – Neighbors may be unhappy with the overhead wires required for electric trolley coach operations. (It should be noted that trolley coach systems in other communities have improved aesthetics compared to San Francisco's system.)

Less Operational Flexibility – Electric trolley coaches must stay on streets with wires except for short trips to and from the garage. Should street operations on the wired route be disrupted for repaving or unforseen problems, trolley coaches will need to be replaced with diesel buses to maintain service on the detoured route.

A study several years ago in Sacramento indicated that trolley coach service would be warranted on several City bus routes based on the passengers per mile. Note how these routes compare with the AC routes operating in Alameda:

TABLE 4-2 TRANSIT CORRIDOR RIDERSHIP COMPARISON: SACRAMENTO AND ALAMEDA

Sacramento	Pax	Miles	Pax/mile
J Street Corridor	2659	4.6	578
Stockton Blvd.	1725	8.3	208
Freeport Blvd.	1882	7.2	261
Broadway	2318	6.1	380
Folsom Blvd.	1327	5.0	265

AC Transit (within Alameda only)

Alameda	Pax	Miles	Pax/mile
Santa Clara (51)	8000	4.0	2,000
Buena Vista (12)	400	2.5	160
Park/Encinal (50)	5400	5.0	1,080
Otis (63)	1800	12.0	150

Light Rail

The work scope for this study included a provision to analyze light rail service or electrified transit on the Alameda Belt Line tracks and corridor. The operating parameters were to provide service frequencies of at least 15 minutes throughout the

day, with stops at reasonable distances and provide service to the fast redeveloping areas of the northern waterfront along the Estuary.

Light rail generally requires higher levels of density than are present in Alameda, although these densities could be achieved through redevelopment efforts. Various academic efforts[9] have indicated the following minimum thresholds:

Development

- 9 - 15 dwelling units/acre average for corridor of 25 - 100 square miles (based on East Coast studies conducted 25 years ago and Cervero Transit Village work).
- Higher density within 1/4 mile or 5 minute walk of stations important.
- Strong development potential along proposed route necessary to realize development benefits of transit investment and vice versa.
- Infill development near transit and downtown will increase use of transit.
- Per capita transit ridership increases quickly when density increases from 7 to 16 du/acre.
- Ridership elasticity with densification = .592 (1995). This means that for every ten percent increase in densification, transit ridership increases by 5.92%.

Regional Central Business District (CBD) Size

- Regional Central Business District size is an important factor in determining ridership; larger cities have higher transit use, regardless of density. This could be due to concentrated employment centers, availability of transit, or other factors.
- Connecting rail to downtown provides a link to places people want/need to go.
- CBD of 20 - 50 million square feet non-residential space (100 - 250,000 people) is a good anchor for light rail system.
- Connecting with strong traffic generators at both ends in a multi-centric land use pattern may produce strong ridership demand as well.

Distance

- People living closer to downtown tend to take transit more - trip duration difference between car and transit lessened, more transit available, etc.
- Effective route length necessary to generate demand and significant boardings

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[9] Benick at Cervero, *Transit Villages in the 21st Century*, New York: McGraw-Hill, 1997. Cervero, "California's Transit Village Movement," *Journal of Public Transportation*, Fall 1996, Volume 1, Number 1. Davis and Seskin, "Effects of Urban Density on Rail Transit," *LandLines*, May 1996, Volume 8, Number 3. Pushkarev and Zupan, *Public Transportation and Land Use Policy*, Bloomington, Indiana: Indiana University Press, 1977. Pushkarev and Zupan, "Where Transit Works: Urban Densities for Public Transportation," in *Urban Transportation: Perspectives and Prospects*, 1982. Transportation Research Board, "An Evaluation of the Relationships Between Transit and Urban Form," Transit Cooperative Research Program *Research Results Digest*, June 1997, Number 7.

5. Recommended System

5.1 Findings and Conclusions

- To enhance quality of life and allow for economic growth, Alameda must increase the mobility of City residents through a meaningful and well used public transit system. Primary transit services should be useful and attractive, with service operating not less than every 15 minutes on weekdays.

- Alameda's transit system must be designed to meet the public's agreed upon land use plan. The Long Range Transit Plan recommends a route network that is consistent regardless of transit mode. Depending on the land use densities adopted in the General Plan, higher capacity modes such as light rail, should be considered. However, high capacity rail systems can only be effective and justified if supported by higher density land uses along their corridors.

- To optimize development, by 2005 peak hour cross-estuary capacity must be enhanced through transit services and transit priority measures.

- Additional transit capacity would support the City's and the region's air quality and environmental objectives.

- To improve the capacity of the congested tubes and bridges linking Alameda to the East Bay, the City should commit to an objective of a 30 percent transit modal split in the tubes to provide 400 to 500 additional peak hour person trips; and on the estuary bridges, provide 400 additional peak hour person trips on transit.

- The City should investigate additional transit-only cross estuary capacity, including a dedicated transit tube or a bus barge or ferry. A two-vessel bus barge or ferry would have a capacity of about 500 trips per hour, while a transit only tube could have a capacity of about 3,000 trips per hour.

- The City's modal split objective for San Francisco trips should be 65 percent via transit, including 25 percent on ferries, 20 percent on Transbay buses, and 20 percent on BART. The current modal split for all transit modes is about 45 percent.

5.2 Benefits of Improved Transit Service in Alameda

Improving transit services in Alameda will result in higher transit ridership on the island. Improving transit's speed, reliability, connectivity, safety, and comfort will attract more "choice" riders – those individuals who have the option of taking a private car instead of transit. In addition, those who do not have a choice such as the poor, young, elderly, and disabled, will be better served as well. By attracting more choice riders, transit improvements can mitigate automobile congestion and reap additional benefits such as cleaner air and a higher quality of life.

Most communities implement transit improvements *after* traffic congestion has become nearly unbearable. Unfortunately, transit usually cannot undo the traffic problems that the earlier lack of planning has intensified. In many cases, transit itself suffers from the congestion: buses cannot run quickly as they, too, are stuck in traffic jams and often fall behind schedule. Travelers, then, do not choose to ride the buses as they are late, crowded, and a slower option than driving. In such a situation, transit does little to improve congestion on the streets.

Alameda has an excellent opportunity to take proactive measures now to avoid gridlock in the future. Alameda may not face the extensive traffic congestion that most other cities in the Bay Area experience today if transit is successful in attracting new riders. Attracting new riders from their cars will help keep Alameda's streets running smoothly which will benefit all of Alameda's residents, workers, employers, and visitors.

In addition to preventing traffic congestion, laying out a strong transit network now will help the City attract appropriate development in its neighborhoods. Too often, transportation systems are developed on an ad hoc basis without long-term goals in mind. The result can be a jumble of streets and neighborhoods where cars are the only effective travel option. As the streets' capacity is filled, development slows and moves to a more suitable location.

The preferred situation would be to design the transportation system *before* land use changes are made. At Alameda Point, for example, the existence of an effective transit network can help attract businesses whose employees need or prefer options to car travel.

Well-planned transit improvements can attract new riders and keep existing ones, help prevent traffic congestion, improve air quality, and attract appropriate development. As such, Alameda has excellent opportunities to improve the island's quality of life and maintain its small-town character for the future by planning and implementing transit improvements today.

5.3 Local-East Bay Route System

The four alternative route designs were reviewed by the public at a meeting in late January, 2001. As a result of the presentations and discussions of the alternatives, the public at the meeting chose Alternative 1 as the most promising option. In addition, there were specific recommendations to modify and improve the alternative. With these modifications, the Alameda Transit Plan's Recommended Route System (RRS) is as follows:

Five transit lines would provide connections to downtown Oakland and Fruitvale BART, and northern and southern Alameda County. Transbay and express services would be unaffected except to the extent that street routings are consistent. In total, twelve routes would serve all of the areas currently served by the existing 14 lines. There would be no diminution in service as the plan anticipates the merging of some lines to produce more effective service.

TABLE 5-1 PROPOSED SERVICE MODIFICATIONS

New Transit Line	Existing Transit Service
3-Shattuck/Santa Clara	51-College/Broadway
6-6th Street	12-Buena Vista; 42-Marina Village
49-Harbor Bay	49-Harbor Bay
50-Park Street	50-Park Street; 10-Downtown Oakland
63-Alameda InterIsland	63-Alameda InterIsland

The other six lines represent express, Transbay and school services which are basically unchanged.

Line 3 (new route designation, currently Line 43) would replace Line 51 on Santa Clara Avenue in Alameda. Routing would originate in Albany at San Pablo and Solano and operate via Solano, Shattuck, Telegraph, Broadway, tubes, Webster, Santa Clara to Park and Santa Clara. At Park, the route would operate southbound to Otis to provide a direct connection with the South Shore Center, and then would continue east onto Otis, over the bridge to Island Drive, then via Maitland and the Cross-Airport Roadway to the FedEx sorting facility, into the Airport terminal, and then via 98th Avenue to BayFair BART.

Line 6, a new line, would connect West Berkeley, Emeryville, and West Oakland with Alameda's northern waterfront on Atlantic, Marina Village and Clement, with service continuing to the Fruitvale BART station. With service provided every 15 minutes all day long, this route would also function as an effective BART shuttle. This line would link Berkeley's active 4th Street area with Hollis Street, and the West Oakland BART station.

Line 49 would continue as a separate line linking Bay Farm to Fruitvale and Coliseum BART and K-Mart with only minor changes.

Line 50 would have minor adjustments in east Alameda, and would be combined with existing Line 10. From Alameda Point and the existing ferry terminal, the route would operate via the Tinker Avenue extension to the College of Alameda. From the College, the line would continue into the Webster/Posey tubes to connect to the 12th Street BART Station. This service would operate every 15 minutes, and would provide service along both Webster and Park Streets and function as a BART shuttle. (The line would continue to serve the CalWorks program in Alameda Point in all funding scenarios.)

Line 63 would remain unchanged except for relocating service to Atlantic Avenue in both directions, with a terminal at the existing ferry terminal, which would be relocated to the proposed Alameda Point Ferry Terminal at the appropriate time.

As the changes are made the City, working with AC staff, will assess operations and marketability and make adjustments as necessary.

Cross Estuary Bus Ferry - An alternative to the local bus routing system outlined above

would include a bus barge across the estuary between the western end of the island and Oakland East of the West Oakland BART station, as pictured in the map of Alternative 1A. Under this alternative, routes 6 and 50 would cross the estuary via a bus-only barge. This plan would increase cross-estuary capacity with less expense than new structural crossings. This analysis assumes that the operating costs for the bus ferry would be offset by reductions in bus service hours resulting from re-routings and faster speeds.

Cross Estuary Water Taxi – To provide better connections with Oakland, and to provide alternatives to traditional transit and automobile based transportation, a formal water taxi service could be established as development increases along Alameda's northern waterfront.

A preliminary routing alternative would include stops at Park Street, Oakland's Embarcadero, Grand, Coast Guard Island, Marina Village, Jack London Square, Catellus FISC site, and Alameda Point. Providing 15 minute service would require seven vessels.

TABLE 5-2 PROPOSED SERVICE FREQUENCIES

Proposed Service Frequencies - Initial Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	7.5	15	20	Yes
6-6th Street	15	15	15	No
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	No

Proposed Service Frequencies - Second Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	5	10	15	Yes
6-6th Street	10	10	15	Yes
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	Yes

obligations will not change significantly. However, with the passage of Measure B, the City of Alameda's Paratransit Program will provide enhancements to social service transportation and expand services to some Alameda residents whose homes are located outside the mandated service area. Funds will be used to cover transportation costs for individuals awaiting approval of their ADA certification applications. In addition, funds have been allocated to subsidize regularly scheduled group trips to and from the Senior Center and other locations in Alameda, and group trips to and from destinations outside the paratransit service area, including a few trips outside the Bay Area. The City has allocated $5000 for a scholarship program to provide matching funds for low-income residents' paratransit expenses. Participants must be certified as eligible for paratransit services and have a limited income. Each person is eligible for $100 per year.

Water Transportation

Ferries

Alameda is well acquainted with water transit service. The modern Alameda-Oakland Ferry has operated since 1989's Loma Prieta earthquake, providing service from Jack London Square and the Main Street Alameda terminal (Estuary side) to San Francisco. The East End ferry (Harbor Bay) began regular service in 1992 after a hovercraft demonstration in 1986. In the absence of fixed links, or in the reality of congested links, ferry service can provide an effective alternative transit system, particularly when the cost of new bridges or tunnels is factored into an alternatives assessment.

Ferries are more expensive to operate than other transit modes – typically costs range from $350 to $400 per operating hour for a 149 passenger vessel to $400 to $500 per hour for a 300 passenger vessel (costs vary with speed and fuel consumption). When this cost is compared against operating a bus, a bus is almost always less expensive on a seat-mile basis – a 50 passenger bus costs about $70 per hour to operate, or about two-thirds the cost of the ferry operation. Often this cost difference can be reduced because the ferry may have a more direct route and hence operate fewer hours relative to the bus. However, the great advantage of the ferry is that it does not need a right-of-way. So the economic argument for the bus is irrelevant if the bus is stuck in traffic.

For ferry systems to work effectively, they should be designed essentially as rail systems. They have the same high capital needs (terminals and vehicles), and they require the same concentrations of passengers to function efficiently. Unlike a rail system which has multiple stations, ferry systems require either larger concentrations or extensive land-side feeder systems to work well. Downtown San Francisco is an ideal transit market, both for rail and ferry, because more than 100,000 jobs are within a 10 minute walk of the Ferry Building.

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In order to be fast, direct, and reliable, the Alameda ferry route should avoid the turning basin, eliminate two stops or reverse running, and avoid small boat harbors. This could mean separating Oakland and Alameda services and/or relocating Alameda's Main Street Terminal to the seaplane lagoon as proposed in the NAS Alameda Community Reuse Plan prepared by the Alameda Reuse and Redevelopment Authority, to a location that is consistent with the Marina Development proposal. The Water Transit Authority could investigate the advantages and disadvantages of the terminus options. This routing would reduce slow running in the Estuary, and it would also allow service to be operated to the fast growing Mission Bay area of San Francisco. Serving Mission Bay would have the dual effect of both connecting Alameda residents to the UCSF/Mission Bay biotech campus, and of encouraging biotech companies to locate on Alameda Point, since there would be excellent service to other biotech facilities at Mission Bay. The Bay Area Council Water Transit Action Plan called for a route connecting Alameda Point, Mission Bay and the Ferry Building. This route could also provide service to Harbor Bay Isle in the mid-day. For the peak periods, the existing Harbor Bay route meets most of the principles outlined above, and would thus continue unchanged.

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Bus Barge/Ferry

A barge or ferry designed to carry buses only across the estuary could increase cross-estuary capacity at a reasonable cost. While not used extensively in the United States, it is an alternative that could increase estuary capacity incrementally and provide significant time savings to the transit modes.

In addition, as the barge or ferry would provide an alternative crossing to the congested tubes, this type of system could prove faster than automobile travel during the peaks. And, since the incremental cost would likely be substantially lower than any other new crossing, this option may be the most affordable and practical alternative.

System design – The design of this system is quite simple. There would be two simple docks – one on the Alameda side of the estuary, probably just west of the existing ferry terminal, and the other on the Oakland side, probably just east of the Port of Oakland's American Presidents Line terminal. Barges or ferries would operate every 10 to 15 minutes, coinciding with the bus schedules. Two barges or ferries would be required. If this concept works Alameda Point, it could be applied at other locations such as Park Street and Fruitvale Avenue.

Under a bus barge system, each barge would be 28 feet wide and 60 feet long – and would be able to cross the estuary in less than 10 minutes. Tugboats would provide power for the barge, and would be attached to the side of the barge. The terminal design would allow for bow loading (roll-on, roll-off), and a minimum of queuing for buses (no more than two buses at a time). There may be legislative conflicts with a bus barge system, requiring changes to antiquated state legislation before implementation.

With bus ferries, the vessel's deck would be approximately the same size as the bus barge, but would be self-propelled.

Buses accessing from the Alameda side would likely operate through Alameda Point, and then onto the barge. From the Oakland terminal, the buses could operate via Middle Harbor Road, Adeline, west on 5th to West Oakland BART, and then either to Emeryville and Berkeley via Mandela Parkway and Hollis Street, or to downtown Oakland via Mandela and 14th Street.

Battery Recharging – Several battery recharging options are available to extend each bus's range. Buses can be equipped with regenerative braking systems that add energy to the battery as the bus gradually slows down. In addition to adding 17% to the vehicle's range, regenerative braking systems also extend brake life. Frequent stops along the route can extend the vehicle's range as the batteries can regenerate as the driver applies the brakes and minimal energy is spent while the vehicle is stopped.

Batteries can also be "quick charged" during layovers. Tests in Santa Barbara revealed that charging sealed lead-acid batteries for six minutes every hour during layovers enabled the battery to deliver 2.5 times more kWh than its rated capacity. Santa Barbara expects that "fast charging could enable an electric bus to perform virtually unlimited daily service."

Full battery recharges take from 7 to 8 hours, depending on battery type, charger type, and depth of discharge. In Santa Barbara, each electric bus has its own dedicated charger.

Driver Training – Some driving techniques conserve more battery energy than others. Studies in Santa Barbara have shown a 40% difference in energy management between different drivers. Drivers can be trained in the best techniques for efficient driving and regenerative braking. Operators recommend follow-up training and regular monitoring to ensure that drivers continue to conserve battery power.

TABLE 4-4 BATTERY AND DIESEL BUS OPERATING AND MAINTENANCE COST COMPARISON

	Battery Electric	Diesel
Driver cost	$2.23/km	$2.23/km
Fuel	$.04/km	$.07/km
Vehicle Maintenance	$0.38/km (includes battery maintenance and replacement)	$0.21/km
Total	$2.65/km or $4.26/mi	$2.51/km or $4.04/mi

In Santa Barbara, electric bus operations are approximately 6% more expensive than diesel operations. However, because of the popularity of electric buses, the cost per passenger mile may be lower for electric buses, depending on ridership.

Maintenance

Battery Maintenance – Electric bus batteries require careful maintenance by specially-trained staff. While the maintenance of batteries varies by type, the requirements are

5. Recommended System

5.1 Findings and Conclusions

- To enhance quality of life and allow for economic growth, Alameda must increase the mobility of City residents through a meaningful and well used public transit system. Primary transit services should be useful and attractive, with service operating not less than every 15 minutes on weekdays.

- Alameda's transit system must be designed to meet the public's agreed upon land use plan. The Long Range Transit Plan recommends a route network that is consistent regardless of transit mode. Depending on the land use densities adopted in the General Plan, higher capacity modes such as light rail, should be considered. However, high capacity rail systems can only be effective and justified if supported by higher density land uses along their corridors.

- To optimize development, by 2005 peak hour cross-estuary capacity must be enhanced through transit services and transit priority measures.

- Additional transit capacity would support the City's and the region's air quality and environmental objectives.

- To improve the capacity of the congested tubes and bridges linking Alameda to the East Bay, the City should commit to an objective of a 30 percent transit modal split in the tubes to provide 400 to 500 additional peak hour person trips; and on the estuary bridges, provide 400 additional peak hour person trips on transit.

- The City should investigate additional transit-only cross estuary capacity, including a dedicated transit tube or a bus barge or ferry. A two-vessel bus barge or ferry would have a capacity of about 500 trips per hour, while a transit only tube could have a capacity of about 3,000 trips per hour.

- The City's modal split objective for San Francisco trips should be 65 percent via transit, including 25 percent on ferries, 20 percent on Transbay buses, and 20 percent on BART. The current modal split for all transit modes is about 45 percent.

5.2 Benefits of Improved Transit Service in Alameda

Improving transit services in Alameda will result in higher transit ridership on the island. Improving transit's speed, reliability, connectivity, safety, and comfort will attract more "choice" riders – those individuals who have the option of taking a private car instead of transit. In addition, those who do not have a choice such as the poor, young, elderly, and disabled, will be better served as well. By attracting more choice riders, transit improvements can mitigate automobile congestion and reap additional benefits such as cleaner air and a higher quality of life.

Most communities implement transit improvements *after* traffic congestion has become nearly unbearable. Unfortunately, transit usually cannot undo the traffic problems that the earlier lack of planning has intensified. In many cases, transit itself suffers from the congestion: buses cannot run quickly as they, too, are stuck in traffic jams and often fall behind schedule. Travelers, then, do not choose to ride the buses as they are late, crowded, and a slower option than driving. In such a situation, transit does little to improve congestion on the streets.

Alameda has an excellent opportunity to take proactive measures now to avoid gridlock in the future. Alameda may not face the extensive traffic congestion that most other cities in the Bay Area experience today if transit is successful in attracting new riders. Attracting new riders from their cars will help keep Alameda's streets running smoothly which will benefit all of Alameda's residents, workers, employers, and visitors.

In addition to preventing traffic congestion, laying out a strong transit network now will help the City attract appropriate development in its neighborhoods. Too often, transportation systems are developed on an ad hoc basis without long-term goals in mind. The result can be a jumble of streets and neighborhoods where cars are the only effective travel option. As the streets' capacity is filled, development slows and moves to a more suitable location.

The preferred situation would be to design the transportation system *before* land use changes are made. At Alameda Point, for example, the existence of an effective transit network can help attract businesses whose employees need or prefer options to car travel.

Well-planned transit improvements can attract new riders and keep existing ones, help prevent traffic congestion, improve air quality, and attract appropriate development. As such, Alameda has excellent opportunities to improve the island's quality of life and maintain its small-town character for the future by planning and implementing transit improvements today.

5.3 Local-East Bay Route System

The four alternative route designs were reviewed by the public at a meeting in late January, 2001. As a result of the presentations and discussions of the alternatives, the public at the meeting chose Alternative 1 as the most promising option. In addition, there were specific recommendations to modify and improve the alternative. With these modifications, the Alameda Transit Plan's Recommended Route System (RRS) is as follows:

Five transit lines would provide connections to downtown Oakland and Fruitvale BART, and northern and southern Alameda County. Transbay and express services would be unaffected except to the extent that street routings are consistent. In total, twelve routes would serve all of the areas currently served by the existing 14 lines. There would be no diminution in service as the plan anticipates the merging of some lines to produce more effective service.

TABLE 5-1 PROPOSED SERVICE MODIFICATIONS

New Transit Line	Existing Transit Service
3-Shattuck/Santa Clara	51-College/Broadway
6-6th Street	12-Buena Vista; 42-Marina Village
49-Harbor Bay	49-Harbor Bay
50-Park Street	50-Park Street; 10-Downtown Oakland
63-Alameda InterIsland	63-Alameda InterIsland

The other six lines represent express, Transbay and school services which are basically unchanged.

Line 3 (new route designation, currently Line 43) would replace Line 51 on Santa Clara Avenue in Alameda. Routing would originate in Albany at San Pablo and Solano and operate via Solano, Shattuck, Telegraph, Broadway, tubes, Webster, Santa Clara to Park and Santa Clara. At Park, the route would operate southbound to Otis to provide a direct connection with the South Shore Center, and then would continue east onto Otis, over the bridge to Island Drive, then via Maitland and the Cross-Airport Roadway to the FedEx sorting facility, into the Airport terminal, and then via 98th Avenue to BayFair BART.

Line 6, a new line, would connect West Berkeley, Emeryville, and West Oakland with Alameda's northern waterfront on Atlantic, Marina Village and Clement, with service continuing to the Fruitvale BART station. With service provided every 15 minutes all day long, this route would also function as an effective BART shuttle. This line would link Berkeley's active 4th Street area with Hollis Street, and the West Oakland BART station.

Line 49 would continue as a separate line linking Bay Farm to Fruitvale and Coliseum BART and K-Mart with only minor changes.

Line 50 would have minor adjustments in east Alameda, and would be combined with existing Line 10. From Alameda Point and the existing ferry terminal, the route would operate via the Tinker Avenue extension to the College of Alameda. From the College, the line would continue into the Webster/Posey tubes to connect to the 12th Street BART Station. This service would operate every 15 minutes, and would provide service along both Webster and Park Streets and function as a BART shuttle. (The line would continue to serve the CalWorks program in Alameda Point in all funding scenarios.)

Line 63 would remain unchanged except for relocating service to Atlantic Avenue in both directions, with a terminal at the existing ferry terminal, which would be relocated to the proposed Alameda Point Ferry Terminal at the appropriate time.

As the changes are made the City, working with AC staff, will assess operations and marketability and make adjustments as necessary.

Cross Estuary Bus Ferry - An alternative to the local bus routing system outlined above

would include a bus barge across the estuary between the western end of the island and Oakland East of the West Oakland BART station, as pictured in the map of Alternative 1A. Under this alternative, routes 6 and 50 would cross the estuary via a bus-only barge. This plan would increase cross-estuary capacity with less expense than new structural crossings. This analysis assumes that the operating costs for the bus ferry would be offset by reductions in bus service hours resulting from re-routings and faster speeds.

Cross Estuary Water Taxi – To provide better connections with Oakland, and to provide alternatives to traditional transit and automobile based transportation, a formal water taxi service could be established as development increases along Alameda's northern waterfront.

A preliminary routing alternative would include stops at Park Street, Oakland's Embarcadero, Grand, Coast Guard Island, Marina Village, Jack London Square, Catellus FISC site, and Alameda Point. Providing 15 minute service would require seven vessels.

TABLE 5-2 PROPOSED SERVICE FREQUENCIES

Proposed Service Frequencies - Initial Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	7.5	15	20	Yes
6-6th Street	15	15	15	No
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	No

Proposed Service Frequencies - Second Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	5	10	15	Yes
6-6th Street	10	10	15	Yes
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	Yes

obligations will not change significantly. However, with the passage of Measure B, the City of Alameda's Paratransit Program will provide enhancements to social service transportation and expand services to some Alameda residents whose homes are located outside the mandated service area. Funds will be used to cover transportation costs for individuals awaiting approval of their ADA certification applications. In addition, funds have been allocated to subsidize regularly scheduled group trips to and from the Senior Center and other locations in Alameda, and group trips to and from destinations outside the paratransit service area, including a few trips outside the Bay Area. The City has allocated $5000 for a scholarship program to provide matching funds for low-income residents' paratransit expenses. Participants must be certified as eligible for paratransit services and have a limited income. Each person is eligible for $100 per year.

Water Transportation

Ferries

Alameda is well acquainted with water transit service. The modern Alameda-Oakland Ferry has operated since 1989's Loma Prieta earthquake, providing service from Jack London Square and the Main Street Alameda terminal (Estuary side) to San Francisco. The East End ferry (Harbor Bay) began regular service in 1992 after a hovercraft demonstration in 1986. In the absence of fixed links, or in the reality of congested links, ferry service can provide an effective alternative transit system, particularly when the cost of new bridges or tunnels is factored into an alternatives assessment.

Ferries are more expensive to operate than other transit modes – typically costs range from $350 to $400 per operating hour for a 149 passenger vessel to $400 to $500 per hour for a 300 passenger vessel (costs vary with speed and fuel consumption). When this cost is compared against operating a bus, a bus is almost always less expensive on a seat-mile basis – a 50 passenger bus costs about $70 per hour to operate, or about two-thirds the cost of the ferry operation. Often this cost difference can be reduced because the ferry may have a more direct route and hence operate fewer hours relative to the bus. However, the great advantage of the ferry is that it does not need a right-of-way. So the economic argument for the bus is irrelevant if the bus is stuck in traffic.

For ferry systems to work effectively, they should be designed essentially as rail systems. They have the same high capital needs (terminals and vehicles), and they require the same concentrations of passengers to function efficiently. Unlike a rail system which has multiple stations, ferry systems require either larger concentrations or extensive land-side feeder systems to work well. Downtown San Francisco is an ideal transit market, both for rail and ferry, because more than 100,000 jobs are within a 10 minute walk of the Ferry Building.

In designing a ferry system in the Bay Area, the challenge is not in serving San Francisco, but in access to the boats at the more suburban origins. Downtown San Francisco has both high density and extensive transit access, enabling ferry passengers to reach their destinations quicky either by foot or transit. However, most of the other

ferry terminals in the Bay Area do not have either high density or extensive transit service. As such, automobile parking has become a popular suburban access option, but the land costs (350 square feet for every car and, therefore, every passenger) is extraordinary. For example, to serve 2,000 originating passengers in Alameda completely with automobile access would require about 1,800 parking places (assuming 1.1 passengers per car) requiring 15 acres. The public is rightfully concerned about devoting this much waterfront property to automobile parking, especially when other alternative uses – for example, housing - have equally pressing needs, and if well designed, may actually mitigate the need for automobile parking. Transit villages are clear examples of trying to use land more creatively and extensively, and could work around ferry terminals.

The alternative routing scenarios included in this report attempt to provide a comprehensive ferry feeder network that is both fast and efficient. For the ferry service to continue to improve, the following service design principles should be adopted:

- Service should be fast, direct, and reliable;
- Service should be on a regular schedule, with the same departure times each hour;
- Service frequencies should be improved;
- Span of service should be expanded to provide better evening and weekend service; and
- Service should be provided to South-of-Market, the Ferry Building, and Fisherman's Wharf.

In order to be fast, direct, and reliable, the Alameda ferry route should avoid the turning basin, eliminate two stops or reverse running, and avoid small boat harbors. This could mean separating Oakland and Alameda services and/or relocating Alameda's Main Street Terminal to the seaplane lagoon as proposed in the NAS Alameda Community Reuse Plan prepared by the Alameda Reuse and Redevelopment Authority, to a location that is consistent with the Marina Development proposal. The Water Transit Authority could investigate the advantages and disadvantages of the terminus options. This routing would reduce slow running in the Estuary, and it would also allow service to be operated to the fast growing Mission Bay area of San Francisco. Serving Mission Bay would have the dual effect of both connecting Alameda residents to the UCSF/Mission Bay biotech campus, and of encouraging biotech companies to locate on Alameda Point, since there would be excellent service to other biotech facilities at Mission Bay. The Bay Area Council Water Transit Action Plan called for a route connecting Alameda Point, Mission Bay and the Ferry Building. This route could also provide service to Harbor Bay Isle in the mid-day. For the peak periods, the existing Harbor Bay route meets most of the principles outlined above, and would thus continue unchanged.

For main Alameda ferry route, service frequencies should be changed to consistent hourly headways throughout the day, with half hour frequencies in the peak periods. Alameda residents have requested expanded evening services. These should be implemented as demand warrants. The first phase could include Friday and Saturday night runs. Incremental increases in service frequencies should be implemented

periodically, with the ultimate objective of 15 minute all day ferry service. Harbor Bay (East End) ferry patronage has limited growth potential due to its limited capture area. As such peak service frequencies would not be changed, however, it may be desirable to operate additional mid-day ferry services as an extension of other routes.

Service could be provided directly to the Wharf as it is now, or as a cross-dock transfer at the Ferry Building, provided that the transfer is timed.

Water Taxis

Water taxis are another transit option, especially for service across the Estuary to and from Oakland. A water taxi is usually classified as a four to 10 person vessel operating at moderate speeds. Water taxis can operate on routes, with fixed schedules, or as traditional taxis with "on-demand" service.

The most successful water taxi operation is located in Baltimore's Inner Harbor, which contains numerous visitor attractions. Service is provided by several companies, and some operate on a fixed route, fixed schedule. Fares are $5 day passes, good on all vessels all day long. Vessels are operated every 15 minutes in the summer, with less service in the off-season.

The average operating cost for a water taxi appears to be about $75 per hour for a six passenger vessel, or about $12 per seat hour. If a water taxi can turn over that seat several times during the hour, then the cost per passenger is greatly reduced. Should a service be operated across the Estuary, then it is likely that one vessel could make three round trips per hour – and have a carrying capacity of 36 passengers per hour. Assuming a 50 percent load factor, the cost per passenger would be about $4, unsubsidized.

The main constraint on water taxi service is the demand for travel from waterfront destinations in Oakland and Alameda. While Oakland has a dense and active retail waterfront, Alameda does not currently have the same level of activity. Since it is unlikely that people will transfer from buses to use a water taxi service, how and how well Alameda's waterfront develops will likely determine if a water taxi is a feasible option. For example, development at the FISC site and the golf course may provide appropriate water taxi landing sites. Both Oakland's Estuary Plan and Alameda's Waterfront Plan encourage land uses that complement a water taxi system. In addition, funding and use by bicyclists would support water taxis.

Amphibious Buses

Amphibious buses are a unique mode of transportation that could conceivably provide additional cross-estuary capacity. Amphibious buses operate throughout the United States as recreational touring vehicles. However, they have not been used as a public transit mode and their loading characteristics, reliability and maintenance costs would likely preclude their usefulness in Alameda.

World War II vintage amphibious vessels called DUKW's are currently in use in various

cities throughout the world as tourist vehicles. These vessels, while not the only possible design for amphibious craft, have characteristics that would prevent their effective use as a public transit mode. Boarding and alighting is very time consuming as the operator must send down and pull up a ladder at every stop, travel on land is cumbersome, and vessel maintenance is highly specialized and expensive. Perhaps most importantly, the vessels are not ADA accessible.

While new vessels could be specifically designed to mitigate these issues, implementing proven transit preferential measures and improving traffic flow on existing estuary crossings are more viable short-term solutions.

Bus Barge/Ferry

A barge or ferry designed to carry buses only across the estuary could increase cross-estuary capacity at a reasonable cost. While not used extensively in the United States, it is an alternative that could increase estuary capacity incrementally and provide significant time savings to the transit modes.

In addition, as the barge or ferry would provide an alternative crossing to the congested tubes, this type of system could prove faster than automobile travel during the peaks. And, since the incremental cost would likely be substantially lower than any other new crossing, this option may be the most affordable and practical alternative.

System design – The design of this system is quite simple. There would be two simple docks – one on the Alameda side of the estuary, probably just west of the existing ferry terminal, and the other on the Oakland side, probably just east of the Port of Oakland's American Presidents Line terminal. Barges or ferries would operate every 10 to 15 minutes, coinciding with the bus schedules. Two barges or ferries would be required. If this concept works Alameda Point, it could be applied at other locations such as Park Street and Fruitvale Avenue.

Under a bus barge system, each barge would be 28 feet wide and 60 feet long – and would be able to cross the estuary in less than 10 minutes. Tugboats would provide power for the barge, and would be attached to the side of the barge. The terminal design would allow for bow loading (roll-on, roll-off), and a minimum of queuing for buses (no more than two buses at a time). There may be legislative conflicts with a bus barge system, requiring changes to antiquated state legislation before implementation.

With bus ferries, the vessel's deck would be approximately the same size as the bus barge, but would be self-propelled.

Buses accessing from the Alameda side would likely operate through Alameda Point, and then onto the barge. From the Oakland terminal, the buses could operate via Middle Harbor Road, Adeline, west on 5th to West Oakland BART, and then either to Emeryville and Berkeley via Mandela Parkway and Hollis Street, or to downtown Oakland via Mandela and 14th Street.

Capital and Operating Cost – Total capital costs would likely be about $5 million – about $1.5 million for terminal costs, and about $3.0 million for the two barges and tugs, and another $500,000 for design, engineering and contingency. Operating costs would like total about $150 per hour per barge ($60 per hour for labor, $50 per hour for fuel, $25 per hour for maintenance, $15 for miscellaneous expenses). Total annual operating costs would be about $1.7 million (11,400 barge hours – 16 hours daily – at $150 per hour). Some of this expense would be offset by decreases in bus route vehicle hours, but the change is not likely to be substantial.

5. Recommended System

5.1 Findings and Conclusions

- To enhance quality of life and allow for economic growth, Alameda must increase the mobility of City residents through a meaningful and well used public transit system. Primary transit services should be useful and attractive, with service operating not less than every 15 minutes on weekdays.

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- To improve the capacity of the congested tubes and bridges linking Alameda to the East Bay, the City should commit to an objective of a 30 percent transit modal split in the tubes to provide 400 to 500 additional peak hour person trips; and on the estuary bridges, provide 400 additional peak hour person trips on transit.

- The City should investigate additional transit-only cross estuary capacity, including a dedicated transit tube or a bus barge or ferry. A two-vessel bus barge or ferry would have a capacity of about 500 trips per hour, while a transit only tube could have a capacity of about 3,000 trips per hour.

- The City's modal split objective for San Francisco trips should be 65 percent via transit, including 25 percent on ferries, 20 percent on Transbay buses, and 20 percent on BART. The current modal split for all transit modes is about 45 percent.

5.2 Benefits of Improved Transit Service in Alameda

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The preferred situation would be to design the transportation system *before* land use changes are made. At Alameda Point, for example, the existence of an effective transit network can help attract businesses whose employees need or prefer options to car travel.

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TABLE 5-1 PROPOSED SERVICE MODIFICATIONS

New Transit Line	Existing Transit Service
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The other six lines represent express, Transbay and school services which are basically unchanged.

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Line 49 would continue as a separate line linking Bay Farm to Fruitvale and Coliseum BART and K-Mart with only minor changes.

Line 50 would have minor adjustments in east Alameda, and would be combined with existing Line 10. From Alameda Point and the existing ferry terminal, the route would operate via the Tinker Avenue extension to the College of Alameda. From the College, the line would continue into the Webster/Posey tubes to connect to the 12th Street BART Station. This service would operate every 15 minutes, and would provide service along both Webster and Park Streets and function as a BART shuttle. (The line would continue to serve the CalWorks program in Alameda Point in all funding scenarios.)

Line 63 would remain unchanged except for relocating service to Atlantic Avenue in both directions, with a terminal at the existing ferry terminal, which would be relocated to the proposed Alameda Point Ferry Terminal at the appropriate time.

As the changes are made the City, working with AC staff, will assess operations and marketability and make adjustments as necessary.

Cross Estuary Bus Ferry - An alternative to the local bus routing system outlined above

would include a bus barge across the estuary between the western end of the island and Oakland East of the West Oakland BART station, as pictured in the map of Alternative 1A. Under this alternative, routes 6 and 50 would cross the estuary via a bus-only barge. This plan would increase cross-estuary capacity with less expense than new structural crossings. This analysis assumes that the operating costs for the bus ferry would be offset by reductions in bus service hours resulting from re-routings and faster speeds.

Cross Estuary Water Taxi – To provide better connections with Oakland, and to provide alternatives to traditional transit and automobile based transportation, a formal water taxi service could be established as development increases along Alameda's northern waterfront.

A preliminary routing alternative would include stops at Park Street, Oakland's Embarcadero, Grand, Coast Guard Island, Marina Village, Jack London Square, Catellus FISC site, and Alameda Point. Providing 15 minute service would require seven vessels.

TABLE 5-2 PROPOSED SERVICE FREQUENCIES

Proposed Service Frequencies - Initial Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
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6-6th Street	15	15	15	No
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	No

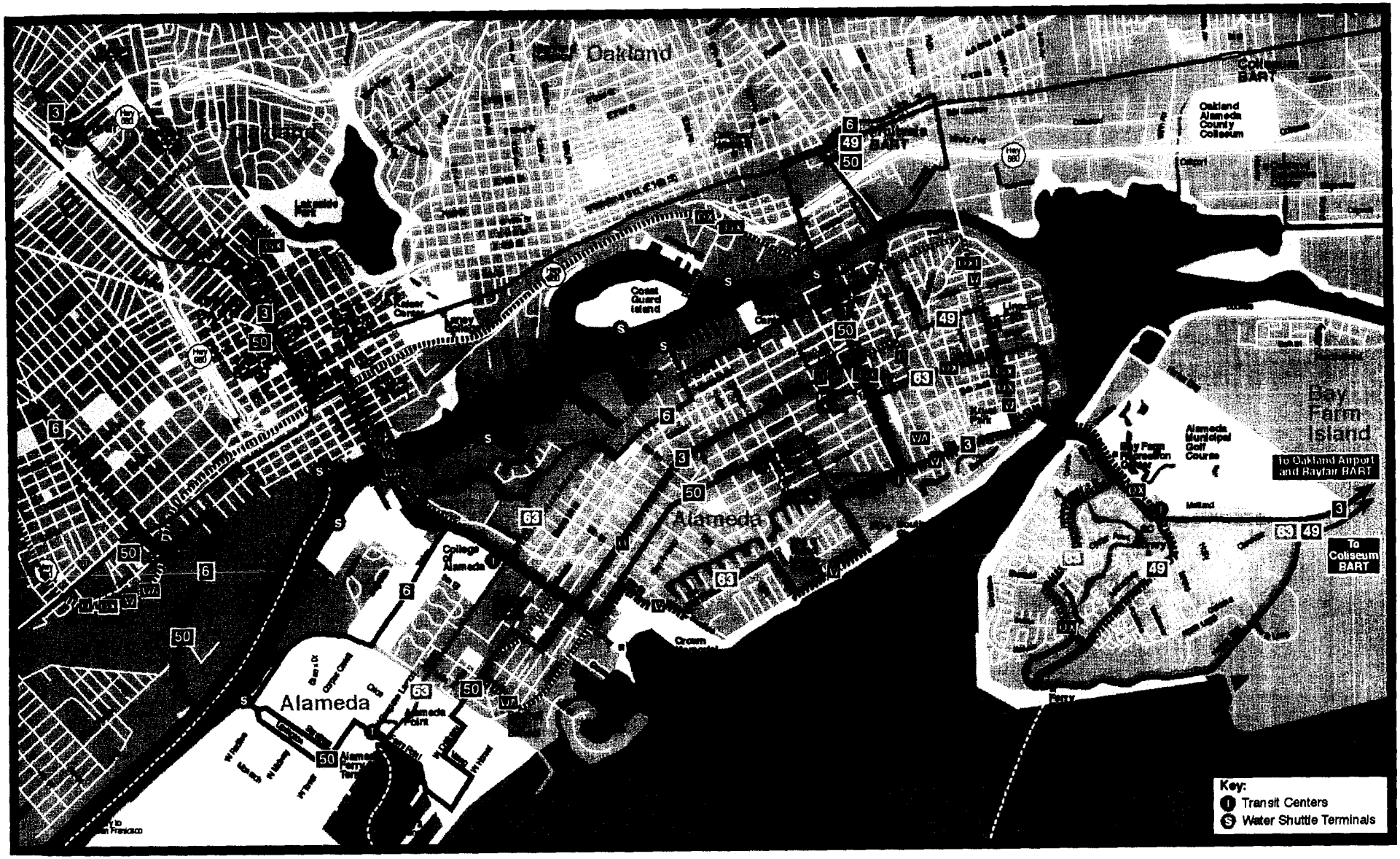
Proposed Service Frequencies - Second Phase

	Service Freq. (In min.)			Weekend
Line	Peak	Midday	Night	Service
3-Shattuck/Santa Clara	5	10	15	Yes
6-6th Street	10	10	15	Yes
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	30	Yes
63-Alameda InterIsland	15	15	–	Yes

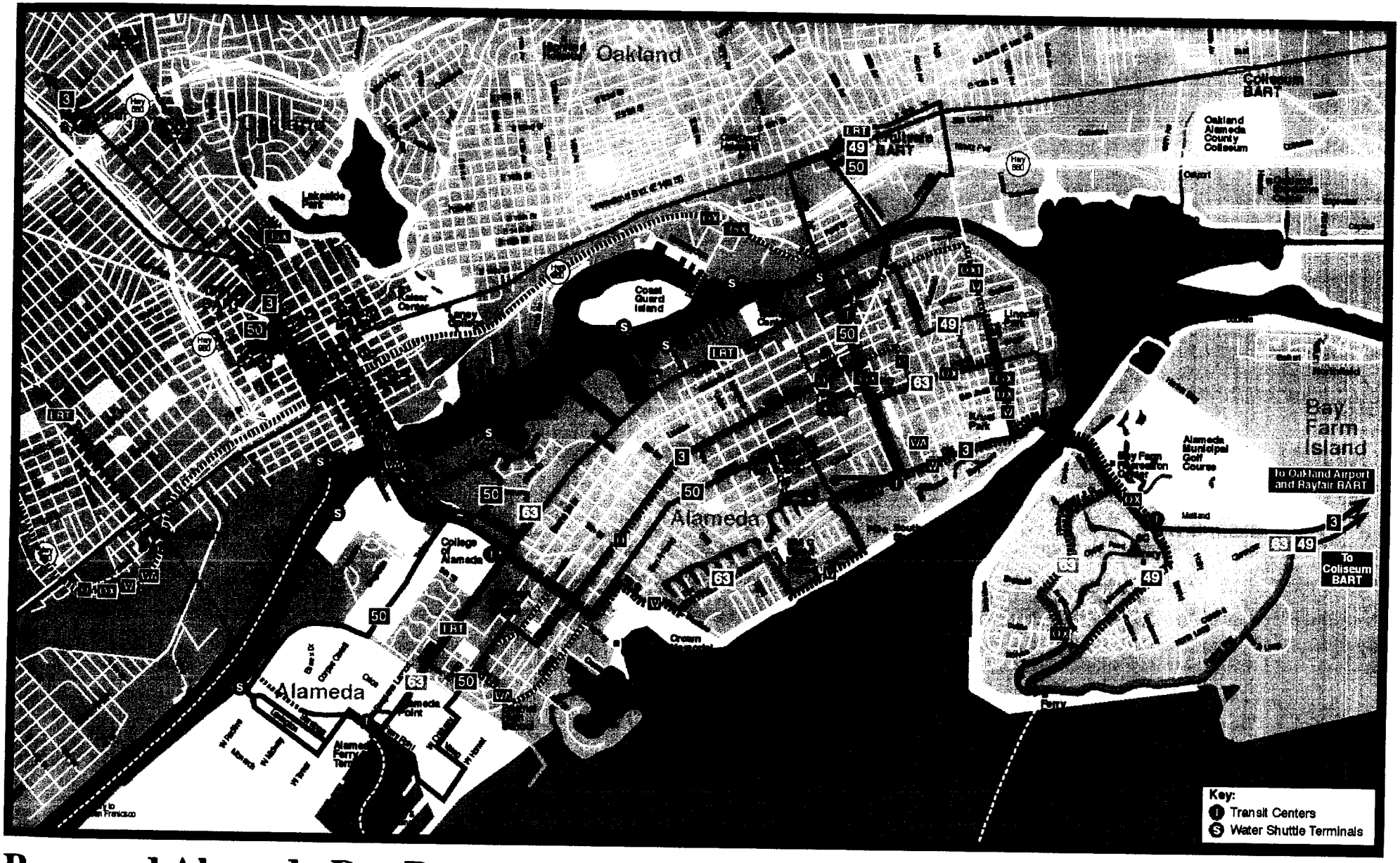
Proposed Service Frequencies - Third Phase

Line	Service Freq. (In min.) Peak	Midday	Night	Weekend Service
3-Shattuck/Santa Clara	5	10	15	Yes
6-6th Street	15	15	15	Yes
49-Harbor Bay	20	30	–	No
50-Park Street	15	15	15	Yes
63-Alameda InterIsland	15	15	–	Yes
Estuary Water Taxi	15	15	–	Yes

Proposed Alameda Bus Routes Alternative 1



Proposed Alameda Bus Routes Alternative 1A - Bus Ferry



Proposed Alameda Bus Routes Alternative 1 - Light Rail

5.4 Costs and Benefits

Currently, AC Transit expends about $4.7 million net costs, assuming a 25 percent farebox recovery) within Alameda, and from Alameda to a BART station, on the following routes:

TABLE 5-3 CURRENT AC TRANSIT SERVICE COSTS

Line	Weekly Hours	Annual Cost @ $75 Hour
10	85	$ 331,000
12	30	$ 117,000
42	5	$ 20,000
49	275	$1,070,000
50	364	$1,420,000
51	640	$2,500,000
63	215	$ 840,000
Total	1,614	$6,298,000

TABLE 5-4 ESTIMATED COSTS FOR REVISED ALAMEDA TRANSIT SERVICES

First Phase

Line	Weekly Hours	Annual Cost @ $75 Hour
3-Shattuck/Santa Clara	1315	$5,130,000
6-6th Street	350	1,360,000
49-Harbor Bay	275	1,070,000
50-Park Street	630	2,460,000
63-Alameda InterIsland	450	1,750,000
Total	3,020	11,770,000

Total net (assuming 25 percent farebox recovery): $ 8.8 million

Second Phase

Line	Weekly Hours	Annual Cost @ $75 Hour
3-Shattuck/Santa Clara	1550	$6,050,000
6-6th Street	420	1,600,000
49-Harbor Bay	275	1,070,000
50-Park Street	630	2,460,000
63-Alameda InterIsland	540	2,100,000
Bus Barge/Ferry		1,500,000
Total	3,020	14,780,000

Total net (assuming 25 percent farebox recovery): $ 11.5 million

Third Phase

Line	Weekly Hours	Annual Cost @ $75 Hour
3-Shattuck/Santa Clara	1550	$6,050,000
6-6th Street	490	1,900,000
49-Harbor Bay	275	1,080,000
50-Park Street	735	2,870,000
63-Alameda InterIsland	540	2,100,000
Bus Barge/Ferry		1,500,000
Water Taxi	686	2,675,000[14]
Total	3,020	15,500,000

Total net (assuming 25 percent farebox recovery): $ 12.0 million

TABLE 5-5 SUBSIDY REQUIREMENTS

Route Network	Subsidy	Increase from Current
Current System	$ 4.7 million	N/A
Phase 1	8.8 million	$4.1 million
Phase 2	11.5 million	6.8 million
Phase 3	12.0 million	7.3 million

Benefits – It is likely that as service increases, additional patronage can be expected

[14] This analysis assumes that private sector contributions will pay for the cost of the new water taxi system. As such, the annual cost is not included in the Total Annual Cost below.

on the transit system. The key routes are the 3-Shattuck/Santa Clara, and the 6-6th Street/Clement lines. Both services can be expected to gain additional patronage, although actual estimates for the range of increases is beyond the scope of this effort. The Plan extends frequent trunkline service to Bay Farm Isle at all times. As a tradeoff service levels on Santa Clara Avenue are slightly reduced. Prior to actual implementation service levels should be analyzed and balances to patronage on all line segments.

A further benefit is simply better transit and mobility through the City of Alameda. Bus frequencies are improved, waits are shorter, routings are more logical and center on individual streets, business centers are well served, and transfers occur at clearly marked, safe and busy transit centers. Transit is also positioned to provide significant capacity in the Webster/Posey corridor, serving both residents and businesses throughout the City.

There are two methods to directly quantify benefits – one is obviously patronage, and the other is land use alternatives. Patronage should increase as both destinations and service frequency are increased. As an example, AC Transit trunk routes typically carry between 40 and 50 passengers per revenue vehicle hour. This plan calls for increasing service by about 250 weekday vehicle hours, which should produce additional patronage of between 7,500 to 12,000 transit trips daily. The other benefit is that transit can increase capacity in congested corridors, allow decreases in parking requirements, and generally allow for more intensive and efficient development while still providing excellent mobility. Better transit service can lead to more jobs or more residents in Alameda while still allowing the community to develop into a walkable, attractive and quality environment.

5.5 Transbay Transit Services

Transbay transit services include both bus, rail and waterborne services.

BART is the provider of Transbay rail services. A significant technical and policy issue that must be confronted is the limitations on BART capacity in the Transbay Tube. Currently, BART can operate about 24 trains per hour (with a capacity of about 25,000 passengers assuming about 1,040 passengers per train and 10 car trains). BART plans to provide capacity for 30 trains per hour as a result of a new signaling system. This would increase capacity to about 31,000 passengers per hour, but projections for the Transbay Terminal project estimate that peak hour demand for Transbay transit services will greatly exceed BART's capacity. BART is studying various alternatives to increase capacity, including faster station dwell times and bypasses, some of which could include service to Alameda, but at a substantial financial and construction impact cost. In addition to tube constraints, BART also faces problems with station access, including access to the Fruitvale BART station, which serves Alameda. Alternatives have included more automobile parking and better connecting transit services.

This plan does not endorse a BART bypass to serve Alameda. Better and more cost-effective alternatives include additional bus and ferry services from the island, and better connections to both the 12th Street and Fruitvale BART station. BART should

consider transit access to Alameda as an extension of the original system.

Transbay Buses – AC Transit is the sole provider of transbay bus service between Alameda and San Francisco. AC currently also coordinates transbay bus service across the Dumbarton Bridge, and is considering establishing service across the San Mateo Bridge. San Francisco service is well established, and has been aggressively studied and modified by AC Transit staff, with community input, for the last several years. Only minor changes are proposed, and these changes would simply ensure that Transbay bus services follow the same streets as the local services and that existing services have sufficient capacity to meet demand.

A more exciting development is the emerging Transbay Express Bus services proposed for both the San Mateo Bridge and the Dumbarton Bridge. Service could begin at the Bay Fair BART station and make limited stops until the service reaches Peninsula and South Bay destinations. The location of the Transbay Express Bus Service origin at the Bay Fair BART station is especially important because this terminal would be directly connected to Alameda via the new Line 3 route. The concept is to allow a simple and convenient transfer to a Transbay bus that crosses the San Mateo or Dumbarton bridges.

Ferry – As noted previously, there is substantial merit in retaining the existing shared Oakland/Alameda Ferry assuming a continuation of the current level of regional funding for ferries (about $500,000 annually for the Oakland/Alameda service). However, there is growing interest in providing additional public support for ferry service, and should a funding increase occur, then the Oakland and Alameda services could be split into separate routes.

The new Alameda service could be based in the seaplane lagoon at Alameda Point. Ultimately, service should depart every 15 minutes daily with vessels operating a route from Alameda to Mission Bay/UCSF then to the Ferry Building. When a Berkeley route is established, service could be through-routed, allowing for efficiencies which Alameda now enjoys by sharing services with Oakland.

Sailing time from Alameda Point to Mission Bay/UCSF would be about 10 minutes, and sailing time from Alameda Point to the Ferry Building, even with a stop at Mission Bay, would be about 20 minutes. Four vessels would be required for 15 minute service, and additional vessels (probably express to the Ferry Building) would provide more service in the peak period. This would provide adequate capacity to meet the 25% modal split objective.

Facilities should be designed at Seaplane Lagoon and Mission Bay presuming funding is identified and available. Such plans should be compatible with the development of the West End and will warrant further consideration as plans for Alameda Point are developed.

No change is proposed in the operation of the Harbor Bay Ferry.

Operating and subsidy costs would be as follows:

TABLE 5-6 SUBSIDY REQUIREMENTS – TRANSBAY AND FERRY

Ferry Network	Annual Ops Cost	Annual Subsidy	Increase from Current
Current			
West End(Alameda/Oak)	$2.5	$ 0.7 million	N/A
East End (Harbor Bay)	1.1	0.7 million	N/A
Proposed Phase A			
West End(Alameda/Oak)	$4.9	$ 1.5 million	$0.8 million
East End (Harbor Bay)	1.1	0.7 million	0.0 million
Proposed Phase B			
West End (Alameda Point)	$7.1	2.4 million	$1.7 million
East End (Harbor Bay)	1.1	0.7 million	0.0 million

(Existing West End [Alameda/Oakland] subsidy includes about $100,000 each from City of Alameda and Port of Oakland; new Alameda system assumes 65 percent farebox recovery and no contribution from City of Alameda; East End [Harbor Bay] subsidy includes $300,000 subsidy from City of Alameda and Harbor Bay and no change in future service levels.)

5.6 Transit Improvements and Mode Changes

Mode Changes – Alameda residents and City staff have requested analysis of mode changes, specifically from diesel bus to alternative forms of propulsion. These alternatives could include trolley coach, electric battery bus, and electrified light rail. It should be noted that AC Transit is investigating the feasibility of fuel cell buses, which convert hydrogen and oxygen into water, providing an electrical charge in the process. The advantage of this system is that an on-board mini-electrical power plant provides electrical power to traction motors in a quiet and no-emissions vehicle. The disadvantage is that the technology is still largely untested, and large scale supplies of hydrogen are not currently available. Fuel storage is also an important issue. These recommendations will deal with mode changes using existing and proven technology on a line-by-line analysis.

Line 3 – Recommendation: Retain diesel bus. While this service could be a candidate for electrified trolley coach operation, its proposed extension to the BayFair BART station, which entails substantial freeway operations, effectively rules out overhead wires, at least for the immediate future. As the service matures, the matter should be studied again, because trolley coaches would be more efficient and environmentally superior to diesel operation.

Line 6 – Recommendation: Initially operate as diesel bus. Retain right of way and estuary bridge for either future rail use or busway use. Investigate opportunities for light rail use dependent upon land use intensification. Pursue grade separation of UP line and Fruitvale Avenue in Oakland.

Line 49 – Recommendation: Retain vans. This is a limited use service that includes operation in Oakland and in Alameda. During the immediate future, van operation is recommended.

Line 50 – Recommendation: Convert to battery buses. Line 50 will connect the 12th Street BART station with Fruitvale BART via Encinal and Central in Alameda. This is an ideal candidate for conversion, since the route is flat (with the exception of the tubes) and a charging station can be incorporated into the Fruitvale BART station bus facilities. Approximately 10 full-size battery buses (including spares) would be required for Line 50.

Line 63 – Recommendation: Convert to battery buses. Line 63 is essentially retained as an intra-island shuttle service, and conversion to battery buses is consistent with the flat routes in Alameda. About 10 smaller (30 passenger) battery buses (including spares) would be required for Line 63 service.

Street and Traffic Improvements – Traffic on the island is generally good – flows are consistent, and there is little congestion. However, in the future, depending on development on Alameda Point and the Northern Waterfront, there may be increases in demand for street space, especially in the Estuary crossings (as noted previously).

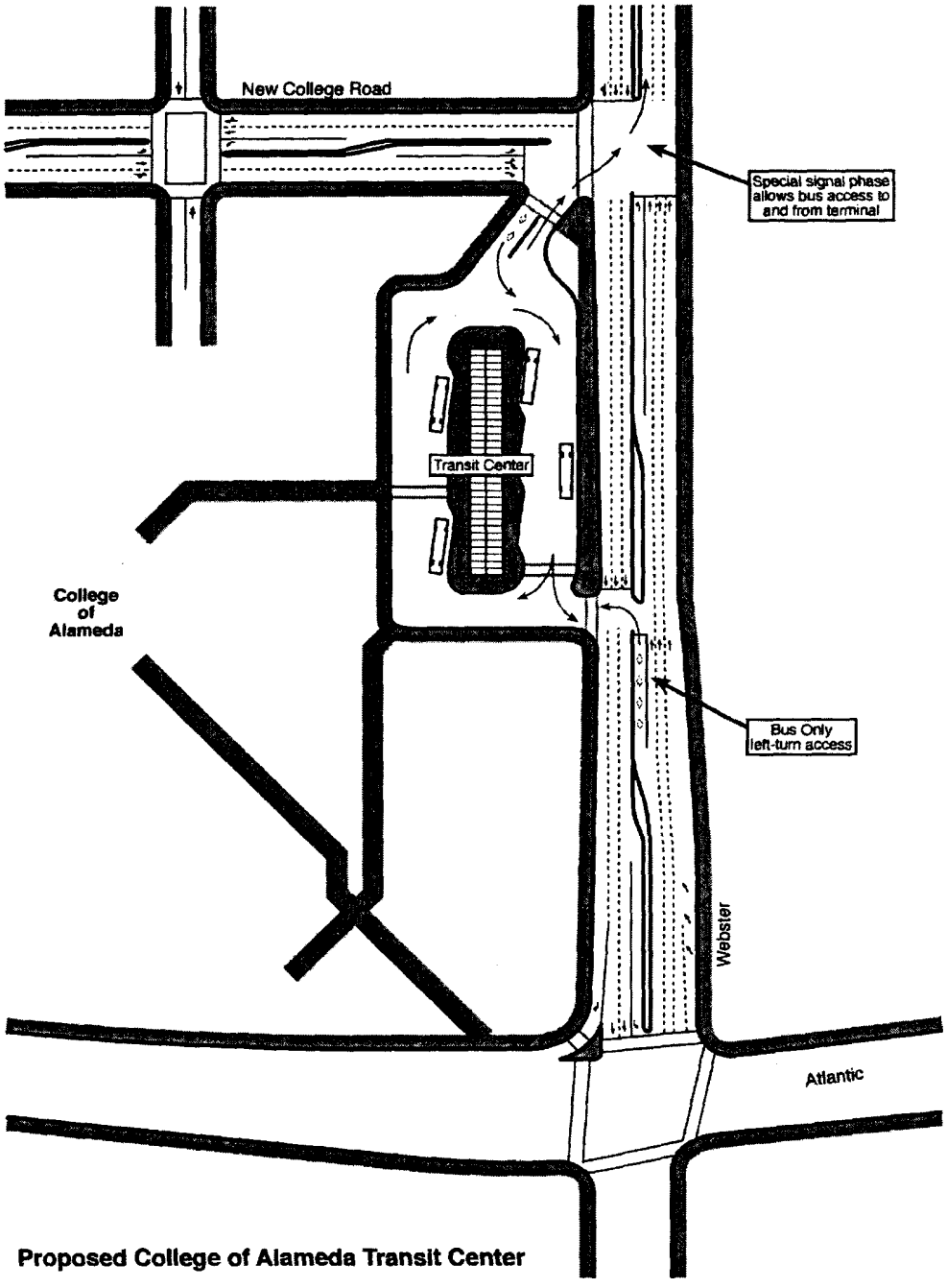
This plan makes the following recommendations on street and traffic improvements: Tubes: 1. Construct Broadway/Jackson project to provide better northbound traffic flow from the tubes to Oakland and onto I-880. 2. Meter automobile traffic into the northbound tubes during peak periods, but give transit "queue jumps" so that transit vehicles have a time advantage over private automobiles. This is how the Bay Bridge operates, and transit has a 50 percent mode share in that corridor. In the peak hour transit has a 25 percent market share of all the people using the tube without any transit priority measures.

Bridges: Investigate options for transit "queue jumps" at the Park Street and High Street Bridges.

Bus Barge/Ferry – Continue to investigate feasibility of a bus barge as a method to increase estuary capacity at a reasonable cost, and schedule for implementation in phase 2. The main constraints are 1. The suitability of an Oakland landing site, and 2. Financing of both the capital and operating costs. However, the life cycle cost of a bus barge is much lower than a new estuary crossing. An estuary crossing would likely cost at least $250 million. The annual cost, including the cost of money, for such a structure, would be about $23 million. This would provide a capacity of about 4,000 vehicles in the peak hour. The annual cost for the bus barge would be about $2.1 million, which would provide a capacity of about 400 people per hour, or about 10 percent of the new crossing.

Shore Center, while not interfering with the multiple uses of the Center, should be a guiding principle. The City should thus work toward a collaborative partnership with the Center management and the community in striving toward a high quality project.

FIGURE 5-7 COLLEGE OF ALAMEDA TRANSIT CENTER



Proposed College of Alameda Transit Center

Two additional satellite centers are also proposed. The Harbor Bay center would be a facility for bicycle and auto drop-off interface near the intersection of Island Drive and McCartney Road, while another satellite facility should be constructed on Park Street near Eagle or Clement. Again, the facility would provide for bicycle and auto drop-off.

Stops and Amenities – The Public Transit Committee has adopted a set of goals and objectives which outline the basic requirements for bus stop location. The objective is to provide a bus stop about every 1,000 feet (depending on land use and block length), and at the heavier stops, red curb should be used to allow the bus to pull into the curb. At these same heavily-utilized stops, transit shelters should be provided. At all stops, adequate public information should be displayed, including route number, map and schedule. In addition, as proven advanced information technology systems become available, such systems should be incorporated into the transit network.

These recommendations generally provide for two-tiers of transit amenities:

Tier 1– Heavy Stops (all stops on Santa Clara between Webster and Park, all stops on Park, all stops on Webster; major stops on Encinal and Central; some stops on Clement and Line 63; and all four transit centers): Boarding from the sidewalk, with red curb or with bus bulbs; and some transit shelters with lighting, transit and public information, trash facilities, phones, and clocks.

Tier 2 – Light Stops: Boarding from the street, transit and public information. In general, tier 2 stops are pole stops without red curb. It is important to note that AC Transit vehicles currently are able to deploy wheelchair lifts down to the street level to board passengers. As such, disabled passengers should be able to access the transit vehicles from tier 2 stops.

Shore Center, while not interfering with the multiple uses of the Center, should be a guiding principle. The City should thus work toward a collaborative partnership with the Center management and the community in striving toward a high quality project.

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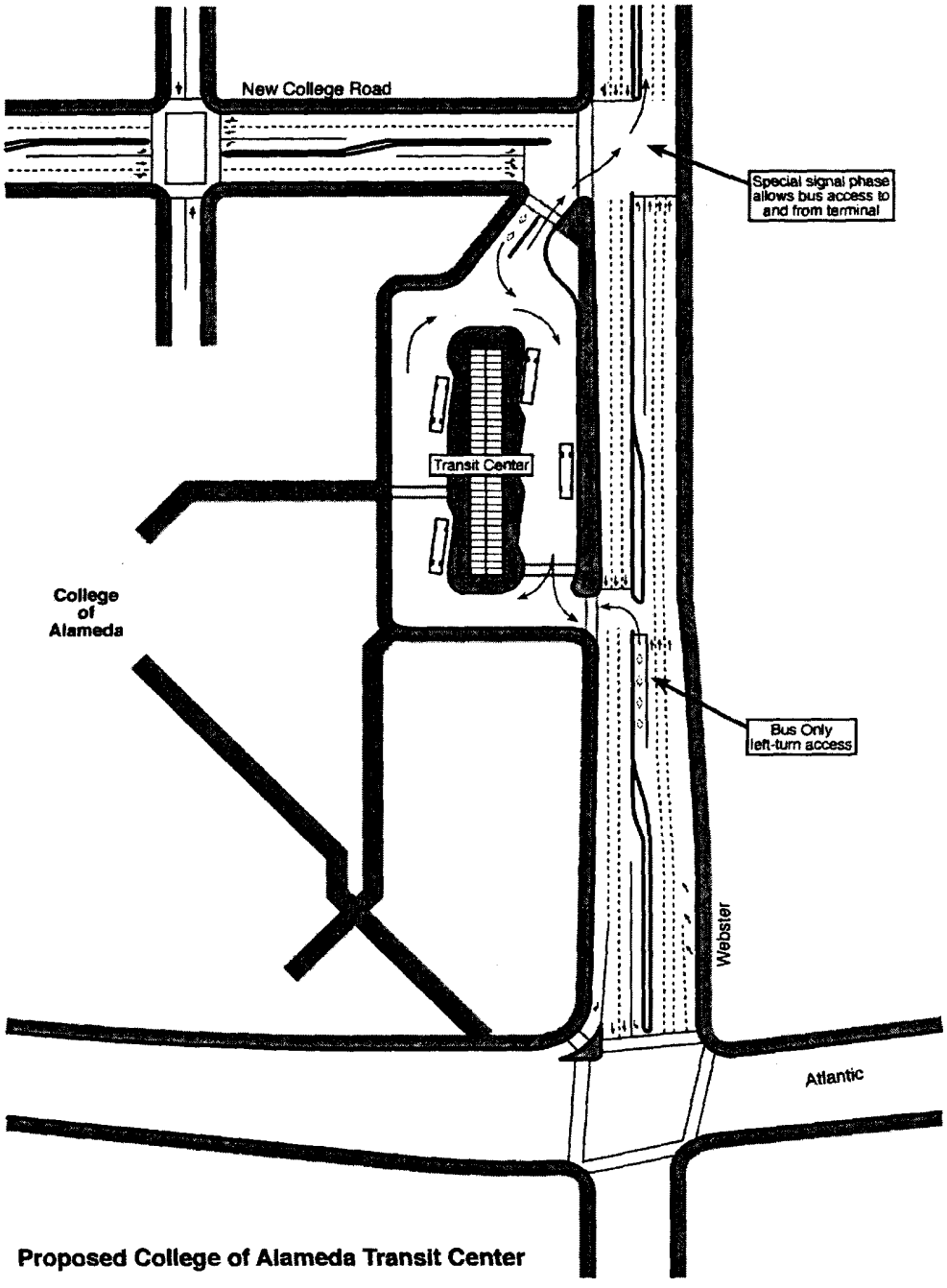

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Measure B – As noted previously, the recently-approved renewal of Measure B provides a net increase of $2 million each year for AC Transit service in northern Alameda County, and a $2 million increase each year in central Alameda County. Some of this increase can be expected to benefit Alameda. In addition, there is an annual allocation of about $500,000 for the Alameda ferry service. As this funding source will not be sufficient to cover all of the recommended service improvements, other sources of funding will need to be developed.

Bridge Tolls – The current $1 surcharge ($2 total) on the Bay Bridge is committed to seismic retrofit for the next eight years. Most observers expect the surcharge to continue after this period, and be committed to other projects. The surcharge generates about $115 million annually. Among the uses of the surcharge revenues could be:

Ferry funding – There is a substantial constituency for increased ferry service, along with providing funding for these services. This funding would potentially include operating and capital programs. It is likely that this funding would not only provide the increase necessary for the 15 minute service recommended in this plan, but would also "buy-out" the City's Measure B $500,000 ferry subsidies, freeing those funds for other purposes. The rationale in using toll bridge revenues to subsidize ferry service is that ferry service directly increases the capacity of the bridge corridors.

Transbay Bus Funding – If ferry service increases the capacity of the bridge corridors, then the operation of AC Transit's Transbay Bus service accomplishes the same objective. Transbay bus service should also be eligible for operating funding. Since AC currently spends about $5 million net of fares on Transbay Bus services, using $5 million in bridge tolls for Transbay Bus service would have the effect of increasing AC's local service budget by a like amount. Alameda's share of this increase in local service could be $300,000 to $500,000 annually.

Regional Pass Program – AC Transit has investigated making its monthly pass valid on BART in the AC Transit service area, essentially the same program as the Muni Fast Pass being valid on BART in San Francisco. Preliminary estimates indicated that there would be a substantial increase in bus passengers, and a corresponding increase in pass sales, assuming that BART's revenue was held constant. If a funding source could be identified for guaranteeing BART's current East Bay revenue (i.e., bridge tolls), then it is likely that AC would net an additional $8 million annually in pass revenues, which would be available to increase service. Alameda's share of this additional funding could range from $500,000 to $750,000 annually.

Local Funding Options – In all these service scenarios, it is unlikely that the level of service in Alameda can be increased substantially without increases in local (City) contributions. There are already several funding sources available for meeting some of this demand including the current $58 per year per employee fee charged to new commercial development. This fee generates about $70,000 annually from Marina Village, $150,000 annually from the Harbor Bay Business Park, and should generate about $250,000 annually from the Catellus FISC development. In addition, development of Alameda Point could involve up to 10,500 employees, which would

generate about $600,000 annually for transit service.

Additional options include a City-wide assessment district or parcel tax, or a parcel tax within the AC Transit service area. Under the city tax scenario, a $35 annual tax on each of the City's 30,000 residential units would generate about $1.0 million annually. A district-wide AC Transit parcel tax at $110 per parcel would generate about $40 million, with perhaps a third of the tax returned to cities for improvements in local and neighborhood transit services.

A further option could be an Eco-Pass arrangement with either major employees or through the City. An Eco-Pass is similar to health insurance where everyone pays a small price for access to a service with the realization that only a minority actually utilize the service at any given time. As a result, the passes are priced at a steep discount: sometimes 20-25% of retail price (e.g. UC Berkeley Student Class Pass). By selling large numbers of passes at a reduced price, the transit system can generate more revenue spread out from more potential passengers.

TABLE 6-3 ANALYSIS OF TRANSIT OPERATING FUNDING OPTIONS

AC Transit Service Area Only – Year 2005

Existing Sources		Potential Sources	
State Transit Assistance	$ 4 mil	Bridge Tolls	$10 mil
Transportation Development Act	$56 mil	Developer Fees	$ 1 mil
AB 1107 (BART Tax)	$33 mil	Parcel Tax	$40 mil
Measure B	$25 mil		
AC Transit Property Tax	$44 mil		
Fares	$49 mil		
Misc (contracts, grants, ads, etc.)	$33 mil		
Total	$244 mil		$51 mil
Operating Cost	$243 mil		

By 2005, AC Transit projects that existing funding sources will barely cover operating costs for a system with about as much breadth as today. Therefore, increases in service must be funded with new revenues.

Capital Costs – Capital funding for midscale transit projects, such as proposed in this plan, is available from numerous sources. These sources include state subventions for transportation (which primarily fund street repairs and renovations), CMA allocated resources, MTC allocated resources (including federal funds), funding from the Bay Area Air Quality District, and City general funds (which are obviously limited). In addition, special state legislation has sometimes funded various transit projects, or provided additional funds to reduce the "project queue." For the last several federal transportation reauthorizations, Congress has added an entire list of local benefit projects. In any case, while the queue for projects can be lengthy, good projects can usually be funded at some point in the future.

Measure B – As noted previously, the recently-approved renewal of Measure B provides a net increase of $2 million each year for AC Transit service in northern Alameda County, and a $2 million increase each year in central Alameda County. Some of this increase can be expected to benefit Alameda. In addition, there is an annual allocation of about $500,000 for the Alameda ferry service. As this funding source will not be sufficient to cover all of the recommended service improvements, other sources of funding will need to be developed.

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Ferry funding – There is a substantial constituency for increased ferry service, along with providing funding for these services. This funding would potentially include operating and capital programs. It is likely that this funding would not only provide the increase necessary for the 15 minute service recommended in this plan, but would also "buy-out" the City's Measure B $500,000 ferry subsidies, freeing those funds for other purposes. The rationale in using toll bridge revenues to subsidize ferry service is that ferry service directly increases the capacity of the bridge corridors.

Transbay Bus Funding – If ferry service increases the capacity of the bridge corridors, then the operation of AC Transit's Transbay Bus service accomplishes the same objective. Transbay bus service should also be eligible for operating funding. Since AC currently spends about $5 million net of fares on Transbay Bus services, using $5 million in bridge tolls for Transbay Bus service would have the effect of increasing AC's local service budget by a like amount. Alameda's share of this increase in local service could be $300,000 to $500,000 annually.

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Fares	$49 mil		
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- bus bulbs
- BART too crowded
- sidewalk transit access at Southshore

- Equipment:
  - quieter buses
  - smaller buses
  - electric buses

- Miscellaneous:
  - safer drivers
  - business subsidies for transit

3. What would it take for you to ride transit on Monday morning?

- faster service
- higher frequency
- more direct routes
- late service
- service closer to home
- free fare zones
- comfortable seats
- quieter buses
- cleaner buses
- traffic information
- limited parking at destination

4. What would be your vision of transit in 2010 in the City of Alameda?

- Mode Changes:
  - light rail
  - zero emissions
  - quiet buses
  - smaller vehicles
  - on-demand transit
  - self service taxis
  - water taxis
  - Cybertrans
  - high speed train to South Bay and LA
  - virtual BART stops

- Better Connectivity:
  - universal fare card
  - easy connections to other systems
  - unified system between AC and BART
  - bikes on all public transit at all times

- More Transit Service:
  - 5 minute headways on island shuttle bus
  - increased ferry service
  - convenience like private auto

- Information:
  - complete info at all stops
  - hotline for immediate traffic information
  - alert that passengers are waiting at stop
  - better education

- Transportation - Land Use Connection:
  - transit a factor in land use planning
  - payment for tranist in lieu of parking requirements
  - Transit oriented development
  - agressive TDM

- Facilities:
  - transit centers at College of Alameda and South Shore
  - more ferry terminals

- Less Private Auto Use:
  - transit only streets
  - transit only estuary crossing
  - telecommuting
  - 75% auto traffic reduction

- Miscellaneous:
  - better security
  - proof-of-payment

Ferry Services

- Higher frequency bus service to ferry terminal would improve reliability of transfer
- Outdoor bike facility on ferries is bad for bikes
- Bikes should have easier access to ferries (separate loading)
- Ferry pollution per passenger mile should be improved

Other Modes

- Improve bike capacity on buses
- Secure bike parking structures at important transit nodes and destinations
- Improve connections to Amtrak
- Dial-a-ride to Alameda Point in off-peak
- Water taxis to improve cross-estuary capacity
- Investigate personal water craft launching and docking facilities to improve cross-estuary capacity
- Investigate gondola to Jack London Square
- Do population trends justify an electric corridor?
- Feasibility of light rail on Beltline
- Is an elevated guideway included in the easement on Clement?

Other Issues

- What are the current assessment fees for developers and businesses?
- Where will additional funds for new service come from?
- Can and should Alameda contract out for operating its own services?
- Promote transit oriented development, particularly at the old rail yard
- Environmental assessment of preferred alternative
- Breakdown of costs for preferred alternative
- Transit information should be included on all public meeting notices

Public Meeting
Alameda Draft Long Range Transit Plan
April 18, 2001

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Land-Based Transit Services

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Financial Plan

- The Draft Plan should address service allocation decisions in times of financial constraint, including fall back plans and the consequences of having less funding.

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Implementation Plan

- The section of the Draft Plan discussing institutional options should include a discussion of the Bay Area Water Transit Authority as a third option for the management of Alameda's ferry services.

- The Institutional Plan of the Draft Plan should address local control and service quality issues more extensively.

Glossary

- The Glossary in the Draft Plan should include a definition of the terms *transit*, *transit center*, and *turnkey*.

- bus bulbs
- BART too crowded
- sidewalk transit access at Southshore

- Equipment:
  - quieter buses
  - smaller buses
  - electric buses

- Miscellaneous:
  - safer drivers
  - business subsidies for transit

3. What would it take for you to ride transit on Monday morning?

- faster service
- higher frequency
- more direct routes
- late service
- service closer to home
- free fare zones
- comfortable seats
- quieter buses
- cleaner buses
- traffic information
- limited parking at destination

4. What would be your vision of transit in 2010 in the City of Alameda?

- Mode Changes:
  - light rail
  - zero emissions
  - quiet buses
  - smaller vehicles
  - on-demand transit
  - self service taxis
  - water taxis
  - Cybertrans
  - high speed train to South Bay and LA
  - virtual BART stops

- Better Connectivity:
  - universal fare card
  - easy connections to other systems
  - unified system between AC and BART
  - bikes on all public transit at all times

- More Transit Service:
  - 5 minute headways on island shuttle bus
  - increased ferry service
  - convenience like private auto

- Information:
  - complete info at all stops
  - hotline for immediate traffic information
  - alert that passengers are waiting at stop
  - better education

- Transportation - Land Use Connection:
  - transit a factor in land use planning
  - payment for tranist in lieu of parking requirements
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  - agressive TDM

- Facilities:
  - transit centers at College of Alameda and South Shore
  - more ferry terminals

- Less Private Auto Use:
  - transit only streets
  - transit only estuary crossing
  - telecommuting
  - 75% auto traffic reduction

- Miscellaneous:
  - better security
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Ferry Services

- Higher frequency bus service to ferry terminal would improve reliability of transfer
- Outdoor bike facility on ferries is bad for bikes
- Bikes should have easier access to ferries (separate loading)
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Other Modes

- Improve bike capacity on buses
- Secure bike parking structures at important transit nodes and destinations
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Other Issues

- What are the current assessment fees for developers and businesses?
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Mode Choice: 1. Electric Bus 2. Shuttle 3. Light Rail (1/3 comments about light rail were negative)

Other Opinions:

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- Inexpensive
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2. How would you improve existing transit service in Alameda?

- Improve Transit Information:
  - 24-hour information about routes, schedules, and connections
  - regular schedules
  - better marketing
  - bus arrival information
  - more consistent stop calling esp. at night
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- Improve Multi-Modalism:
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- Information:
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  - hotline for immediate traffic information
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- Park Street should have 15 minute service

Alternative 4

- Park Street needs better service to BART
- Route 61 should go to 12th Street BART
- Would route 61 have enough patronage to justify 15 minute service?
- Good routing for west end of island
- Fernside should have better access to Harbor Bay
- Good for internal access

Local Bus Service

- Bay Farm Island should have more frequent service on route 49 and better holiday service
- Bus service to the Hornet should go until 10 pm on weekends and holidays
- Marina Village should have a direct connection to 12th Street BART
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- BART should be more bike friendly
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- Proposed BART satellite parking lot on Park Street would be a poor use of land, would not improve air quality, or benefit commerce. A shared lot (such as with the theater) might be mutually beneficial. Shuttle service from lot to BART would have to be fast.
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feasibility of a light rail system in Alameda. Due to the institutional and development issues that should be discussed and resolved prior to the implementation of any light rail alternative, details about operations are not discussed in the Plan.

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Response: The purpose of the cost comparison chart was to show that battery buses are only marginally more expensive to operate that diesel buses. The cost of the vehicle operator is the greatest expense in operating any type of bus. For this reason, the use of various bus technologies including gasoline vans and battery buses changes hourly operating costs only marginally. Capacity and other costs and benefits such as air emissions and noise, in conjunction with the technical feasibility of the mode, are the more important factors in selecting a technology.

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Response: The City of Alameda would benefit greatly from BART contributing to the operating costs of Line 50 to improve headways to every 15 minutes throughout the day.

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- The Implementation Plan should include upgrading every bus stop and facility in Alameda to meet current AC Transit District standards for safety, passenger accessibility and bus compatibility.

- Implementation timelines should be included for the completion of all transit facility improvements.

- The upgrading of any affected transit facilities should be required prior to the granting of any construction or development permits and approvals by the city or its subsidiaries. In addition, new major developments should be assessed for the proportional costs of constructing the transit hubs or nodes recommended by the TMP.

The comprehensive inventory should address (but not be limited to) criteria and issues for each stop such as:

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- Adequate facilities for driver rest breaks.

- Potential safety risk and city or AC Transit liability exposure factors posed by or inaccessible stops or other current conditions.

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The citizens of Alameda want, need and deserve the best possible transit system. We hope that spelling out the requirements for a successful implementation plan within the Transit Master Plan will speed up and enhance both the TMP's adoption and the realization of its goals and recommendations.

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Alameda Transit Advocates

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August 14, 2001

TO: Members of the Public Transit Committee
c/o Cheri Sheets, City Engineer **FAX: 749-5867**

FROM: Alameda Transit Advocates **(3 pages)**

RE: **Comprehensive Implementation of the Transit Master Plan**

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We are concerned, however, about a serious omission in the text and scope of the TMP, which is the lack of specificity regarding the plan's comprehensive implementation. In order to ensure that recommended and vital transit improvements will actually take place, we believe that detailing the criteria and objectives for the implementation process within the Transit Master Plan itself is absolutely necessary, since the TMP will be the adopted guide for these changes. Failure to detail the needed standards for the implementation phase in the TMP could leave Alameda without many needed improvements in transit service.

We are also concerned that the information base for the entire Transit Master Plan process did not include a comprehensive analysis of every bus stop and facility in Alameda. In fact, four of the busiest 20 bus stops in Alameda are outside of the Park Street, Webster Street and Santa Clara Avenue study areas that formed the basis for the TMP.

With these factors in mind, we recommend the inclusion of the following policies, information and standards in the Transit Master Plan prior to its adoption:

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CC: Mayor and City Council Members, City of Alameda

City Manager (James M. Flint)

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BikeAlameda

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BikeAlameda

AC Transit
1600 Franklin Street
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May 17, 2001

Beverly Johnson, Councilmember & Co-Chair
Al DeWitt, Councilmember & Co Chair
Alameda Public Transit Committee
City Hall – 2263 Santa Clara Avenue
Alameda, CA 94051

Dear Councilmember Johnson and Councilmember DeWitt:

Attached are AC Transit comments on the Draft Alameda Transit Plan.

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Rather than attempting to address the entire Draft Transit Plan in detail, our comments will focus on several key areas that are integral to the development of a sound and effective transit system within the City of Alameda.

Mode Analysis
AC Transit is actively pursuing the use of alternatives to diesel buses throughout our system. AC Transit is one of the leading public transit agencies in the nation in working on the development and implementation of hydrogen fuel cell buses. We expect to begin testing the new equipment in mid-2003. These buses will be tested throughout the District on flat routes, hill routes, lightly patronized routes, and heavy routes. We will continue to pursue the research and testing of alternative modes and implement any feasible technologies as soon as possible. See Attachment #1.

Route Network Alternatives and Plans
After close analysis, we prefer route alternatives found in several of the alternatives presented. Therefore, we do not have a favored alternative of the four presented in the draft Transit Plan.

We support the idea of combining Routes 10 and 50 as shown in Alternative 1, whether via the tubes or a new bus barge. We also support the proposed changes to Route 63 if and when a new ferry terminal is developed near the end of Atlantic Avenue at Ferry Point.

As proposed in the Plan, Route 3 originates in Berkeley and serves Oakland, Alameda, and Bay Farm Island before continuing on to the Oakland Airport and Bayfair BART. Proposed Route 6 serves West Berkeley and West Oakland before entering Alameda via the tubes and crossing the north end of the island to a terminal at Fruitvale BART. AC Transit staff believes that the PTC

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should consider switching these routes so that Route 3 terminates at Fruitvale BART via Santa Clara or Lincoln Avenues, and Route 6 continues from Park and Clement down Park Street to South Shore Center and then on to Bay Farm Island. This modification would provide better access to the Fruitvale BART station from the center of the main island, a primary concern of the PTC from the early stages of its formation, and allow for more transfers between routes along Park Street.

We also are concerned about the removal of service off of the entire length of Broadway. The eastern end of Alameda has a strong north-south flow of traffic due to the proximity of the bridges on Park Street, Fruitvale Avenue, and High Street. We propose that Line 49 operate via High St. from Otis eastbound across the bridge and terminate at Fruitvale BART. This would allow a separate line to cross the Fruitvale Bridge and operate along Broadway to Otis and end at South Shore Center. Although this additional route has cost implications to the larger plan, since access to Alameda is constrained by the capacities of the bridges and the tubes, and transit is envisioned as playing a larger role in Alameda in the future, this added line would seem to be an important concept.

AC Transit staff also believes that Lincoln Avenue should remain open as an alternative to Santa Clara Avenue for the trunk route service, at least until more detailed analysis and community input can be received. The possible use of Lincoln Avenue for trunk route service with two lanes of through traffic in each direction offers enhanced service options, including the use of limited service and express buses that would be precluded from Santa Clara Avenue because it only has one lane of through traffic.

Finally, AC Transit staff believe that a significant public outreach effort needs to be made to obtain additional public comment both on the scope of the Draft Transit Plan itself, and the actual implementation proposals that are agreed upon by the new policy committee. We envision a series of meetings and workshops with existing community groups and the possible use of other means of public outreach including direct mail, public presentations, and the collection of comments by phone, fax, and email.

Service Standards / Service Delivery Concepts
There are several specific service delivery issues raised by the Draft Transit Plan. We will address the most significant ones here.

- **Transit Centers** – AC Transit fully supports the concept of developing off-street transit centers at the College of Alameda and South Shore Shopping Center. These centers should be designed in consultation with AC transit staff and must meet all AC Transit and ADA design standards. Primary design considerations should include easy access for buses, minimal conflict with vehicular traffic, and a high level of passenger amenities.

- **Alameda Ferry and Estuary Crossing Options** – AC Transit staff realize the importance of ferry service in the future to the City of Alameda, especially in light of the limited street access to Alameda. The Draft Transit Plan discusses the possibility that AC Transit should manage operations, and there are potential strong benefits that could occur if this change in management were to take place. AC Transit has the opportunity to seek certain transportation funding that is not available to the City of Alameda, and to integrate local service and fare media to offer passengers a seamless transfer and payment operation that is not in place at the current time. AC Transit staff and City of Alameda staff had preliminary discussions on this subject and will continue to pursue this item in the future.

- **Light Rail** – AC Transit is currently nearing the end of the first phase of a Major Investment Study (MIS) that is studying enhanced transit service along the East 14th/Intl. Blvd. – Telegraph Avenue corridor. We will soon be selecting a locally preferred alternative that could be an enhanced bus system (EBS), bus rapid transit (BRT), or a light rail system (LRT). Based on the findings of that study, AC Transit expects to have a much better picture of the costs, benefits, logistical issues, and other issues that would result from the adoption of any one of these three alternative modes of travel. AC Transit would then expect to bring these conclusions to bear on other corridors, possibly including the trunk line corridor, or an alternate corridor in Alameda.

- **Transit-Priority Street Improvements** -- In the opinion of AC Transit staff, the transit-priority street improvements proposed in the Draft Transit Plan are good ideas, but more needs to be done if the City is seriously committed to promoting transit in Alameda. The main improvements proposed were queue-jumper lanes leading into the Posey Tube, and a possible future transit-only estuary crossing. Suggestions for possible additional improvements include:
    - Transit-priority traffic signals at key intersections throughout the city (i.e. a left-turn phase at Webster and Santa Clara)
    - Large bus stops on major streets that (a minimum of 60'+ of red curb) and bus bulbs.
    - Bus stops that meet AC Transit guidelines

- **Passenger Amenities** – The City of Alameda is one of the few remaining municipalities in the East Bay with no active Bus Shelter / Street Furniture program in place or under active development. The City needs to reach a consensus on how passenger amenities such as shelters will be funded and maintained in order to meet the needs of its residents.

- **On-Time Performance** – AC Transit staff are well aware of the problems with some transit lines that serve Alameda, especially the problems on Line 51. We expect to implement some fairly simple planning and operation improvements that will help fix short-range on-time performance problems, but most required changes will require longer term review and changes to major routes. The longer term changes are likely to be tied to service improvements scheduled for summer 2003.

Financial Elements

All four of the proposed service alternatives included in the Draft Transit Plan show dramatically increased costs of operation for AC Transit. The "preferred" alternative that includes a detailed itemized budget showing projected net costs rising from $4.7 million to $8.8 million annually reflects an 87% increase in operations costs over the existing level. By the end of the third and final phase, the operations cost has increased to $12.0 million, or over 250% above the existing level.

We envision an incremental approach to service improvements that focuses on short-term improvements that are affordable, while simultaneously planning long-term improvements that can be implemented as funding is approved and becomes available. We look forward to working with the city of Alameda to secure funding so that longer term improvements can be implemented in a timely manner. The additional funds generated by Measure B are primarily proposed to be used on trunk line improvements, including improved service on the primary Alameda corridor which currently consists of Line 51 along Santa Clara Avenue.

Integration with Existing AC Transit Plan for Service Changes
AC Transit service in Alameda plays a vital role in the transportation infrastructure of the city. The high percentage of Alameda residents that use AC Transit service reduce congestion levels on major arterial streets and on the bridges and tubes that allow access on and off the island. However, the larger AC Transit lines that serve Alameda have origins and destinations outside of Alameda, so any service planning to accommodate the needs and wishes of Alameda must be integrated with planning in other areas of the District.

AC Transit is about to embark on a multi-year program to revise service on our heaviest "trunk" lines. The program envisions revision of trunk line service and some, but not all local routes that impact trunk lines. The first phase of the Trunk Line service plan is scheduled to be implemented in summer-fall 2002 on Lines 72, 72L and 73 along San Pablo Avenue, and on Lines 92, and 97 in the San Leandro-Hayward-Fremont-Union City area. The second phase is tentatively scheduled for a summer-fall 2003 implementation, and will include Lines 40/40L, 43, 51, and 88. AC Transit envisions a review of Alameda transit service as a part of the second phase of this program.

There are some changes that may be able to implemented prior to the start of this process. Line re-routes and expanded service on some routes are possible changes that could be made in the near term. The Alameda PTC developed a prioritized list of short term improvements, and we expect to propose some changes that are on the list.

Contracted services / Institutional Issues
AC Transit supports the concept of enhancing service through specific contract arrangement between cities and the District, and we look forward to working with city staff to locate and secure additional funding sources of this type. Supplemental service on Line 49 is a successful example of this type of operation in Alameda. This type of service requires AC Transit staff and City of Alameda staff to work closely together on several issues including frequency and span of service.

On larger issues, we believe the best forum for making decisions is the joint AC Transit Board/City Council Committee formed last year. However, in general regarding all services, for purposes of continuity with the overall AC Transit network, actual schedules should continue to be developed by AC Transit staff in consultation with City staff.

Conclusion
Once again, thank you for allowing us to comment on the Draft Transit Plan. The comments included in this letter represent the best efforts by AC Transit Planning staff to review the Draft Transit Plan. We await either revisions to the Draft Transit Plan or the adoption of a Final Alameda Transit Plan to move ahead and start planning future transit improvements in Alameda.

Sincerely,

Paul Bignardi
Senior Transportation Planner

Response: **Mode Analysis**: The route network proposed in this Plan does not rely on any particular mode choice; rather, it is amenable to a variety of proven and reliable modes depending on the preferences of Alameda residents and AC Transit operations.

Route Network Alternatives and Plans: The exact routing of local services should be addressed in AC Transit's public process which will take place prior to the implementation of route changes. At that time, more extensive public comments on the routes will be collected and analyzed by AC Transit staff, and final routings will be determined.

Service Standards / Service Delivery Concepts:

- The designing of the recommended transit centers should include AC Transit staff.
- The Alameda Long Range Transit Plan supports improvements to street operations that will improve the speed and reliability of transit services.
- The City of Alameda would need to amend the City's Outdoor Advertising Ordinance in the Municipal Code in order to implement an advertisement shelter program.

8/20/2001

Long Range Transit Plan Comments
PTC Member Richard Neveln

1) 51 Loop thru Alameda
Should be separate 51A Line, start and end at 14th and Broadway
Ultimate service by battery bus

2) Page 9: From the table
About half the trips, to south and back to Alameda
More than half the trips, from south and back to south. Thus HALF of all trips are south. This direction needs MUCH better service than currently existing AND currently planned.

3) Need is for 10 minute service to Fruitvale BART and out Doolittle to Bay Fair Center

4) Page 17: 35X should say "Express to San Francisco"

5) Page 19: BART weekend to Alameda Stations is 8:30 am to 11 pm (Fruitvale and 12th Street Stations)

6) Page 21: BART should not be $2.50, but $1.10 to $3.80 (or what current max is)

7) Page 21: Include "BART Plus" Pass

8) Page 27: 35X is one block away from 12th Street Station and two busy street crossings (Should be noted)

9) Page 27: Parking spaces (number) available should be listed, and imitations stated. (No parking before 10am, area, etc.) Validated (How)?

10) Page 33: Ad Shelter Program. What is its current status?

11) Page 35: Last paragraph, line 3. Better said potential passengers can usually only take transit when it is available for the start and return trips.

12) Page 37: Mention day pass and ticket sales from machines at Transit Centers with reduced cost (e.g. $1.35 tickets for $1.10; $1.60 tickets with transfer for $1.20; and $2.00 for an all day pass (undated) starts with first use.

13) Page 40: Paragraph 3, Line 3. To Airport and then down Doolittle past businesses and up Davis to San Leandro BART (or to Bay Fair via Doolittle), shopping center with lots of jobs

14) Page 59: Diesel Bus, ass discussion of advantages, etc, of diesel fuel systems.

15) Page 69: With huge numbers going southbound, make Line 50 15 minute service for peak/night/mid/weekends!

16) Page 69: Change 63 - service to 20 minute headway (from 15 minutes) and add night service. Change 6 - service to 20 minutes (from 15 minutes) and add 30 minute weekend and evening service to Line 49! (Recall number 1 wish list item was Bay Farm weekend service).

17) Page 78: Improvements; add express bus service to other centers besides San Francisco.
e.g. a)Bay Farm Express with only one or two stops on Park to Fruitvale BART
b)Express to Bay Fair BART
c)Express to Berkeley BART (all via Freeway with limited stops)
d)Downtown Oakland from Bay Farm with 2 or 3 stops in Alameda (e.g. Park Street, Grand Ave., Webster)

18) Page 80 and 81: Park and Webster Stop Plan NOT discussed or decided on by Committee (needs that note added to each page).

19) Page 95: Line 3 to Oakland , June 2003; Line 51 - San Jose Street residents need relief sooner than 3 years after their petition!

20) Need some discussion of TransSignal in document!

2618 *

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14	Wayne D. Rieke	1040 Jost Ln	Wayne D. Rieke	865-6897	8/24/00
15	Carol A. Johnstone	2712 San Jose Ave.	Carol A. Johnstone	865-6446	8/24/00
16	Kelly Vale	2828 - San Jose Ave	Kelly Vale	522-4318	8/24/00
17	Bart Tarnagin	2900 San Jose Ave	[illegible]	521-5293	8/27/00
18	Roberta J Noel	2900 San Jose Ave	Roberta J. Noel	521-5293	8/27/00
19	Sydnie Nishnyam	2907 San Jose	[illegible]	865-5290	8/27/00
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23	Bret Young	3014 San Jose Ave	Bret Young	263-0359	8-27-00
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26	Alexander Stevens	3106 San Jose Ave	[illegible]	521-5309	8/27/00
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28	Ion Moore	3116 San Jose	Ion Moore	522-7687	8/27/00
29	Lori Kiser	1203 High St.	Lori Kiser	769-9260	8/27
30	[illegible]	1107 High St	[illegible]	769-1623	8/27
31	Martin G. Woodfin	3015 San Jose Ave	[illegible]	522-8495	8/27
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37	CORY / KEN SWAIN	2913 SAN JOSE AVE	[illegible]	865-5731	8/27
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45	Diane Simon	2837 Adams	[illegible]	769-7047	8/27
46	[illegible] McDonald	1133 Bishop	[illegible]	521-8984	8/27
47	Desiree Shaver	1133½ Bishop		521-5828	8/2
48	[illegible]	1137 Bishop St	[illegible]	865-4873	8/27
49	Richard May	2716 San Jose	[illegible]	523-8182	8/27
50	Beverly May	2716 San Jose	[illegible]	523-8182	8/27
51	Julian Cortella	2720 San Jose	[illegible]	263-0317	8/28
52	Janice Rogerson	1133 Versailles Ave	[illegible]	523-8381	8/28/00
53	Thomas F. Calestani	1125 VERSAILLES AVE	[illegible]	522-5296	8/28/00
54	BONNIE L. CALESTANI	1125 VERSAILLES AVE	[illegible]	5225296	8/28
55	RON TASSE	2844 SAN JOSE AVE	[illegible]	521-9213	8/28
56	ALLEN GRAVELLE	2901 SAN JOSE AVE.	Allen E. Gravelle	522-6930	8/28/00
57	LORETTA GRAVELLE	2901 SAN JOSE AVE	Loretta Gravelle	522-6930	8/28/00
58	RACHAEL FISHER	2905 SAN JOSE AVE.	[illegible]		
59	CHRIS HAKIUS	2905 San JOSE AV	[illegible]	864-4196	8/28/00
60	JACQUELINE BRUHN	1213 Versailles Ave	[illegible]	523-1187	8/29/00
61	THOMAS KLUMP	1213 Versailles Ave	Thomas Klump	523-1187	8/29/00
62	Craig Watson	2705 San Jose Ave.	[illegible]	865-6389	8/28/00
63	[illegible] HEISELMAN	1132 VERSAILLES AVE	[illegible]	523-9554	9/2/00
64	Jan Ivy	"	[illegible]	523-9554	9/2/00
65	FRED PENLAND	1117 Versailles	[illegible]	522-6090	9-2-00
66	Kathleen Davis	1113 Versailles av	Kathleen Davis	865-5151	9-2-00

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67	John Newton	1015 Mound St		865-4711	9/2
68	Marianne Grass	1015 Mound St		865-4771	9/2
69	Larry W Mueller	2814 CLAY ST		522-6083	9-2
70	JAMES SPAULDING	2810 CLAY ST.		523-0906	9-2
71	KEN HASLAM	1235 REGENT ST		522-5444	9/2
72	JOHN L. TRAHAN	1121 VERSAILLES AVE		814-4545	9/2
73	SHANNON DONOHOE	1129 VERSAILLES AVE		(510) 814-9677	9/4
74	CAROLE HASLAM	1142 VERSAILLES AVE		510-522-3672	9/5
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