

**DDA EXHIBIT D10**

**Illinois Street Additional Measures for PKN/PKS and HDY Parcel Offerings**

**Measure 1: Conduct Long-Term Site Noise Measurements**

Prior to designing buildings that front Illinois Street, the developers of the Illinois Parcels (“**Illinois Parcel building developers**”) will conduct long-term noise measurements. These measurements will be conducted for at least 48 hours (as compared to the typical 24 hour period) and should include normal operation of the AIC loading docks. Future Illinois Parcel building developers will consult with AIC to determine appropriate monitoring locations and the most representative 48-hour window within a two week period, during a time of year of typical, representative operations. Provided, however, that if it is not feasible to conduct the long-term noise measurements during a time of year of typical, representative operation at AIC, the consultant conducting noise measurements may provide adjusted noise levels that have been modified as appropriate in the consultant’s professional opinion to reflect typical, representative operation at AIC. In addition to measuring the site LDN, the measurements will also capture maximum noise levels (LMAX) associated with AIC operations during nighttime hours (10 p.m. to 7 a.m.). The Illinois Parcel building developers may capture LMAX noise levels by performing the noise measurements using sound level meters with the ability to record audio when a certain trigger level is exceeded. Therefore, loud events could be recorded and determined if they are AIC loading dock activity or not.

**Measure 2: Residential Building Design at Illinois Parcels**

Based on the long-term measurement data collected in Measure 1 and the predicted Project + Future site noise levels, the Illinois Parcel building developers will design the buildings’ exterior facades (including windows) to reduce exterior noise levels to a maximum of 45 dBA LDN at the interiors of dwelling units, and to 50 dBA  $L_{eq}$  at the interiors of any other space where the principal use is non-residential. This measure would satisfy the State of California Title 24 requirement.

In addition, the Illinois Parcel building developers will design the exterior façade of the Illinois Parcels to reduce maximum interior noise levels (LMAX) from AIC activities during nighttime hours (10 p.m. to 7 a.m.) to the maximum extent feasible with the goal of ensuring maximum interior noise levels of 50 dBA LMAX, where feasible as determined by the noise consultant conducting noise measurements in accordance with Measure 1. Mitigation of LMAX levels is not required by Title 24 and would be an additive measure.

**Measure 3: Development of Outdoor Use at Illinois Parcels**

Based on the findings in the EIR that future traffic noise levels along Illinois Street would exceed 65 dBA LDN, as well as the potential for impact from AIC operations such as hoods, mechanical venting, etc., the DDA will require that the Port include in Illinois Parcel conveyance documents a requirement that unprotected outdoor use areas associated with residential development along Illinois Street shall be avoided where feasible – this would include

playgrounds and patio areas but would exclude balconies and any pedestrian and/or service passageways. The DDA will require the Port to include in conveyance documents for the Illinois Parcels a requirement that whenever feasible, the Illinois Parcel building developers will locate outdoor use areas associated with residential development along Illinois Street at the east side or interior of any residential buildings, which will shield the spaces from noise along and across Illinois Street. In addition, where outdoor use areas associated with residential development along Illinois Street are built, they must incorporate mitigation to reduce noise levels to up to 70 dBA LDN.

**Measure 4: Land Use Restriction at Ground Floor at Illinois Parcels**

The Pier 70 SUD Design for Development document will prohibit any residential uses on the ground floor of any building on the Illinois Parcels. Instead, the Design for Development document will authorize retail, institutional, office, arts, and PDR-1 uses on the ground floor of buildings at the Illinois Parcels, which are more compatible with the current activities at AIC and would present fewer potential land use conflicts with ground-floor AIC operations, such as the AIC loading docks located on the western side of Illinois Street. Additionally, buildings at the Illinois Parcels are required to have a minimum ground floor height of 14 feet, with the exception of parcel PKN, putting the first residential level generally above the level of AIC loading docks.

**Measure 5: Required Disclosure to Future Owners/Lessees of Residential Units Located within the Illinois Parcels**

Prior to conveyance of each Illinois Parcel, a notice of special restrictions must be recorded against the applicable Illinois Parcels containing the following disclosure to lessees/purchasers in all buildings fronting Illinois Street:

“DISCLOSURE OF NEIGHBORING LIGHT INDUSTRIAL USE(S): You are purchasing or leasing property that is adjacent to or nearby to the existing American Industrial Center (AIC). As of [DATE], the AIC is located in a PDR-1-G (Production, Distribution and Repair – General) zoning district and contains light industrial, as well as office, retail, and other uses. Consistent with such zoning, the AIC operations generate noise associated with truck traffic and loading activities at the AIC and other impacts at all hours of the day, seven days per week, even if operating in conformance with existing laws and regulations and locally accepted customs and standards for operations of such uses. California law provides: “Nothing which is done or maintained under the express authority of a statute can be deemed a nuisance.” (Cal. Civil Code Section 3482). You should be prepared to accept such inconveniences or discomforts as a normal and necessary aspect of living near the AIC, and understand that the AIC is not required to alter its current or future activities undertaken in compliance with applicable laws and zoning regulations after construction of your building.”

The notice will require the applicable property owners to provide the disclosure to lessees prior to signing a lease, and to purchasers at the time required by California Civil Code Section 1102.3.

**Measure 6: Condominium Governing Documents/Property Management Agreement for Residential Development on Illinois Parcels to Include Meet and Confer Process, Designated Liaison**

Conveyance documents for the Illinois Parcels will require the applicable developer to include the following provisions in the recorded covenants, conditions and restrictions (“CC&Rs”) (or other applicable governing documents) for any future residential condominium development governing documents for any future residential condominium development and/or the property management agreement for any future rental residential development the following:

Establishment of a point of contact within the homeowners association and/or property manager to receive any resident complaints regarding noise or other issues related to AIC operations prior to any such complaints being submitted to the AIC. Such point of contact shall be responsible for providing to complainant a copy of the DISCLOSURE OF NEIGHBORING LIGHT INDUSTRIAL USE(S).

- Establishment of a “meet and confer” process to (a) receive any resident complaints regarding noise or other issues related to AIC operations, and (b) consistent with the DISCLOSURE OF NEIGHBORING LIGHT INDUSTRIAL USE(S), resolve directly with AIC such complaints, with the goal of resolving informally between the residential project and AIC any resident complaints prior to the complainant’s filing of a formal complaint with the City or other regulatory agency.
- Designation of a representative of the condominium association (in the case of a residential condominium development) and/or property owner/management company (in case of a residential rental development) to act as a liaison with the AIC. The liaison shall promote open and regular communication between the residential project and AIC. The liaison shall work with appropriate AIC representatives to ensure that both the occupants of the Illinois Street project and AIC (and their respective residents/tenants) receive advance notice of events that may affect residents or AIC tenants, and to minimize the disruption associated with such events.