



REPORT TO COUNCIL

City of Sacramento

915 I Street, Sacramento, CA 95814-2604
[www. CityofSacramento.org](http://www.CityofSacramento.org)

Public Hearing
May 20, 2008

**Honorable Mayor and
Members of the City Council**

Title: Commerce Station (P06-018)

Location/Council District: Northwest intersection of Del Paso Road and East Commerce Way; APN: 201-0300-139, 225-0030-031, 058 & 059, 225-0040-029, 030, 032, 055, 057 & 059; Council District 1

Recommendation: Conduct a public hearing and upon conclusion adopt 1) a **Resolution** adopting the Environmental Impact Report (EIR) per the California Environmental Quality Act and approving the Monitoring Mitigation Plan (MMP); 2) a **Resolution** approving General Plan Amendment to re-designate 180.5± acres consisting of 158.2± acres of Mixed Use (MU) and 22.3± acres of Parks-Recreation-Open Space (PROS) **to** 135.4± acres of Mixed Use (MU), 24.7± acres of Parks-Recreation-Open Space (PROS), and 20.4± acres of Regional Commercial and Offices (RCO); 3) a **Resolution** approving North Natomas Community Plan Amendment to re-designate 180.5± acres consisting of 15.4± acres of Employment Center (EC-80), 43.0± acres of Employment Center (EC-65), 88.1± acres of Employment Center (EC-50), 11.7± acres of Employment Center (EC-40), and 22.3± acres of Parks-Open Space (POS) **to** 34.6± acres of Employment Center (EC-80), 47.0± acres of Employment Center (EC-65), 53.8± acres of Employment Center (EC-50), 20.4± acres of Regional Commercial (RC), and 24.7± acres of Parks-Open Space (POS); 4) an **Ordinance** approving the Rezone of 180.5± acres consisting of 15.4± acres of Employment Center Planned Unit Development (EC-80-PUD), 43.0± acres of Employment Center Planned Unit Development (EC-65-PUD), 88.1± acres of Employment Center Planned Unit Development (EC-50-PUD), 11.7± acres of Employment Center Planned Unit Development (EC-40-PUD), and 22.3± acres of Agriculture-Open Space Planned Unit Development (A-OS-PUD) zone **to** 34.6± acres of Employment Center Planned Unit Development (EC-80-PUD), 47.0± acres of Employment Center Planned Unit Development (EC-65-PUD), 53.8± acres of Employment Center Planned Unit Development (EC-50-PUD), 20.4± acres of Shopping Center Planned Unit Development (SC-PUD), and 24.7± acres of Agriculture-Open Space Planned Unit Development (A-OS-PUD); 5) a **Resolution** approving PUD Schematic Plan Amendment to depict 2,322,160± square feet of office, 250,688± square feet of retail, 101,100± square feet of support retail, 588,920± square feet of mixed use/hospitality, and residential in the Commerce Station Planned Unit Development, and approving a PUD Guidelines Amendment to the established Commerce Station Planned Unit Development Guidelines;

and 6) a **Resolution** approving a Tentative Master Parcel Map to subdivide ten (10) parcels totaling 180.5± acres into seventy-four (74) parcels for residential, park, open space, commercial, office, and mixed-use, Subdivision Modification to allow non-standard street sections and elbows, and PUD Plan Review for the development of two (2) two-story office buildings (43,509± square feet and 59,251± square feet) and two (2) two-story mixed use (office or residential and support retail) buildings (30,762± square feet and 35,263± square feet) in the proposed Employment Center Planned Unit Development (EC-50-PUD) zone for the Commerce Station project

Contact: Elise Gumm, Assistant Planner, (916) 808-1927; Lindsey Alagozian, Senior Planner, (916) 808-2659

Presenters: Elise Gumm, Assistant Planner

Department: Development Services

Division: Current Planning

Organization No: 4885

Description/Analysis

Issue: The applicant is requesting the necessary legislative entitlements to allow the future development of 180.5 acres of land in North Natomas known as the Commerce Station Planned United Development (PUD). The applicant is also requesting plan review approval for the construction of two office buildings and two mixed-use buildings within the Commerce Station PUD. Specifically, the project requires a General Plan Amendment, Community Plan Amendment, Rezone, PUD Schematic Plan Amendment, PUD Guidelines Amendment, Tentative Map, Subdivision Modifications, and Plan Review. If approved, the project will include an integrated mix of transit options and land uses including office, retail, residential, mixed-use, and an urban park. Staff has sent early notification to adjacent neighbors and neighborhood groups concerning the project and staff received no opposition to the project. The project supports policies contained in the General Plan, the North Natomas Community Plan, and is consistent with the zoning code. The project promotes pedestrian friendly development, supports alternative modes of transportation, and establishes a well-designed mixture of land uses for existing and future residents of North Natomas.

The project was recommended for approval and forwarded for City Council by the Planning Commission on April 17, 2008. Staff finds that the proposal is compatible with the adjacent uses and is consistent with adopted applicable policies and goals of the City's General Plan, the North Natomas Community Plan, and the General Plan Update Vision and Guiding Principles. Staff recommends approval of the project.

Policy Considerations: The site is in the North Natomas Community Plan Area and it is consistent with the applicable policies for both General Plan and the North Natomas Community Plan.

Committee/Commission Action: On April 17, 2008, the Planning Commission unanimously recommended and forwarded a recommendation of approval to City Council to allow the development known as the Commerce Station Planned United Development (PUD). The Planning Commission had concerns regarding the width of East Commerce Way, which is located immediately to the east of the project site. Staff agreed to review this concern with the Department of Transportation and the Planning Department for future planning of the community. The Commission also approved the alternative residential proposal of the project, which includes a street dividing the residential lot and ensuring all units front a public street. As a result, the Main Street of the PUD provides additional connections between the Village area and the Park Plaza area. The Commission commented that the project was well designed and is consistent with the City's new vision for livable communities and was highly supportive of the project.

Environmental Considerations: In accordance with California Environmental Quality Act (CEQA) Guidelines, Section 15081, the City, as Lead Agency, determined that an Environmental Impact Report (EIR) should be prepared for the proposed project. The Draft EIR identified significant impacts to Transportation and Circulation, Noise, Air Quality, Hydrology, Biological Resources, and Cultural Resources. Mitigation measures were identified to reduce project impacts to a less than significant impact; however, significant and unavoidable impacts transportation and circulation and air quality, and hydrology. A Mitigation Monitoring Plan (MMP) that lists all of the mitigation measures and required implementing actions was prepared and is attached (Attachment 4).

Rationale for Recommendation: Staff supports the requested legislative entitlements to allow the development of the project known as Commerce Station because it will provide consistency between the land use designation, zoning, and the proposed uses. This recommendation for approval is based on the project's consistency with the General Plan policies promoting mixed use and transit oriented development as well as the North Natomas Community Plan to encourage well connected neighborhoods commercial developments for existing and future residents of Natomas area. Also, the project is highly supportive of alternative modes of transportation and will maximize ridership for the future light rail system.

Financial Considerations: There are no financial considerations associated with this report.

Emerging Small Business Development (ESBD): No goods or services are being purchased under this report.

Respectfully Submitted by: _____
David Kwong
Planning Manager

Approved by: _____
William Thomas
Director of Development Services

Recommendation Approved:

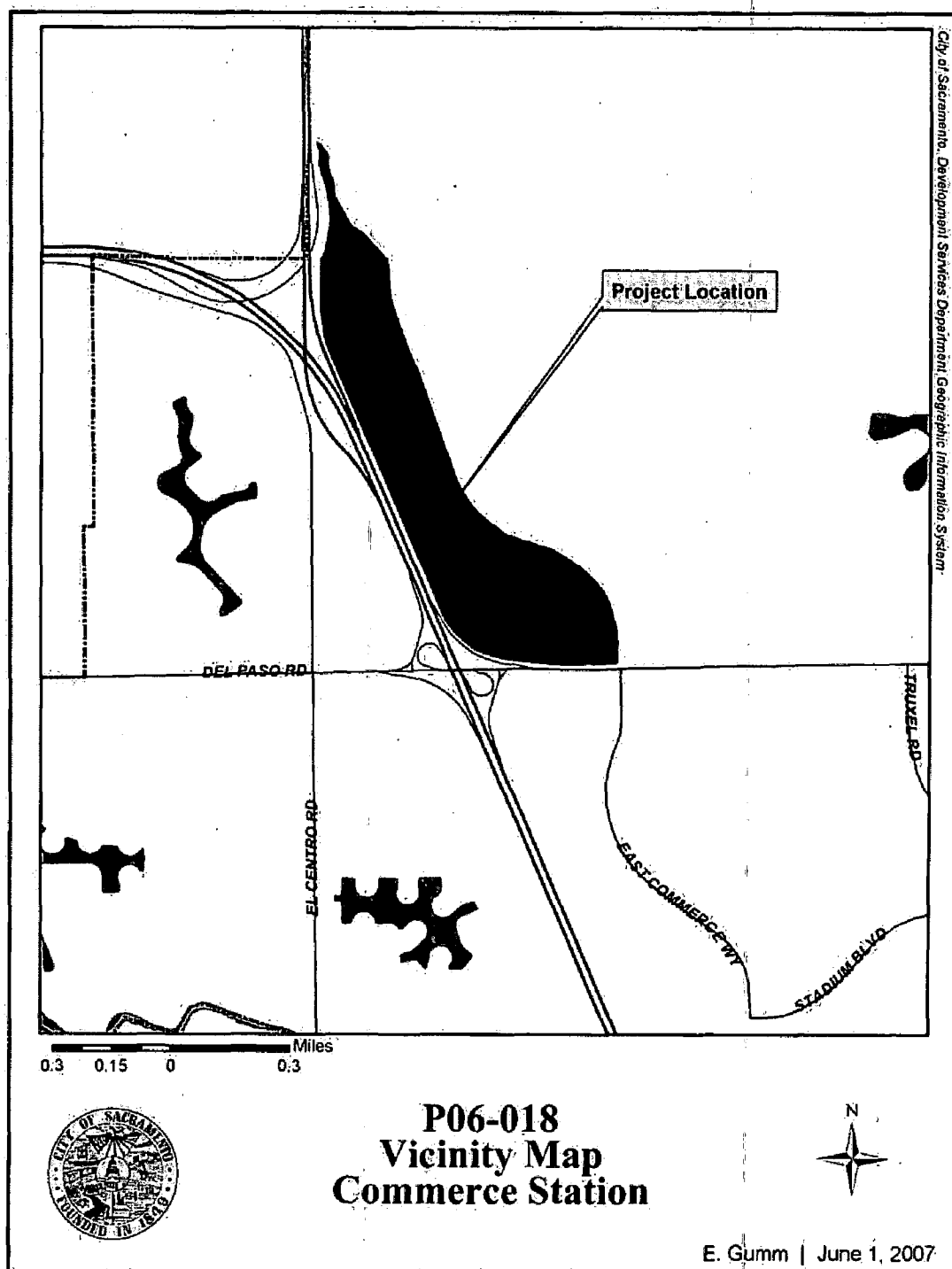
Ray Kerridge
City Manager

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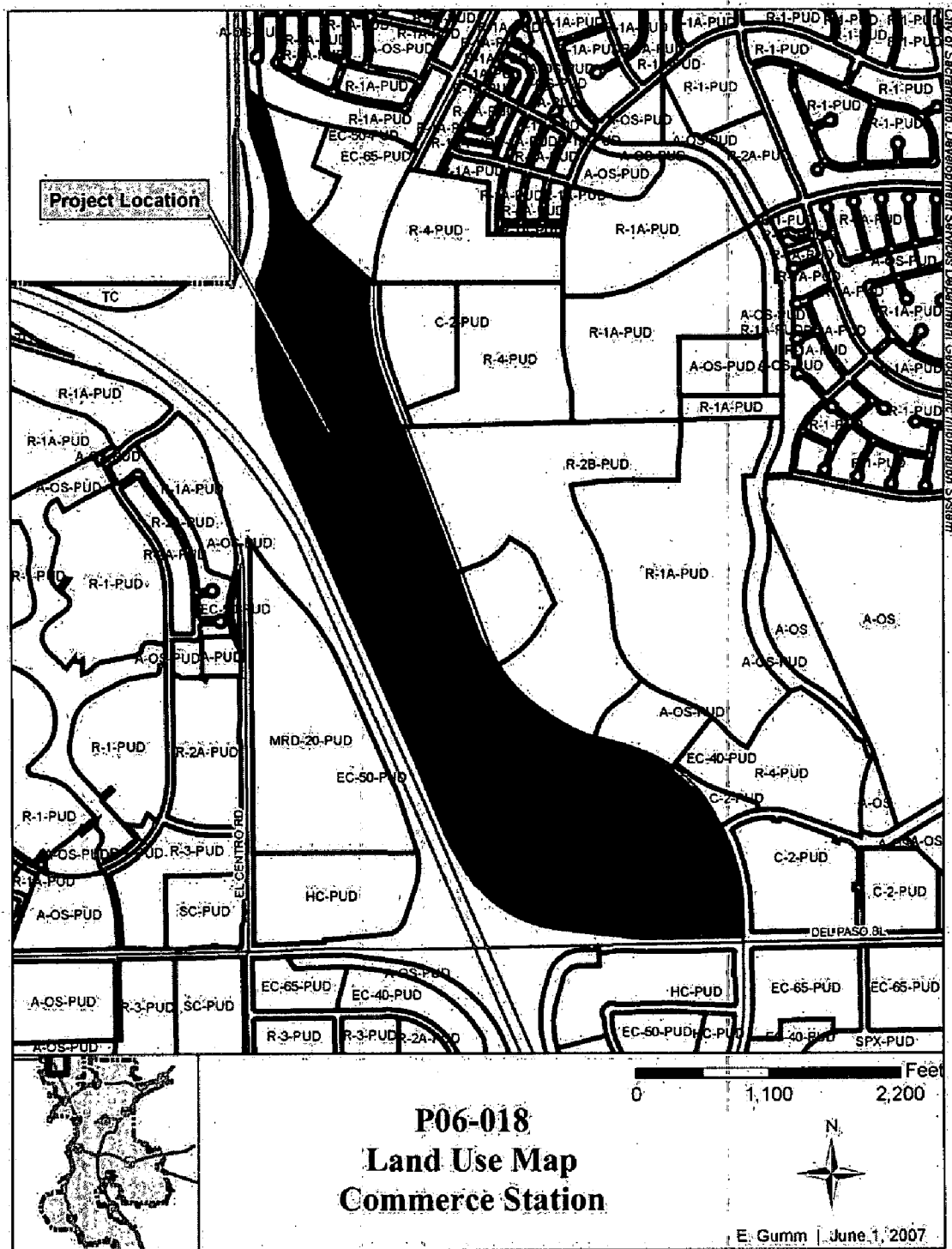
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Attachment 1: Vicinity Map



Attachment 2: Land Use and Zoning Map



Attachment 3: Background

Background Information: On March 3, 1987, the City Council adopted a resolution to establish procedures and requirements for the consideration of development agreements for property within the North Natomas Community Plan area. On May 21, 1987, the City Council approved Schumacher's request to rezone the property, establish a Development Agreement (AG86-210), and create the Planned Unit Development (PUD) designation known as Commerce Station (P87-043).

As a result of the adoption of the 1994 North Natomas Community Plan (NNCP), the previous zoning and PUD approvals for Schumacher's property became inconsistent with the City's plans for the North Natomas area. On September 22, 1999, the City Council thereby adopted the Schumacher PUDs necessitating the zoning of the property to be in conformance with the NNCP, a new Development Agreement (AG99-162), and PUD designations known as Natomas Creek PUD, Towne Center PUD, and Commerce Station PUD. (P99-162)

The proposed project is requesting to modify the designations of the North Natomas Community Plan, the adopted Commerce Station PUD schematic plan, and the Commerce Station PUD Development Guidelines to include mixtures of land uses for the approximately 180.5 acres site. The applicant is proposing to rezone the site to include the Shopping Center PUD zone and to modify the employment center zone to be consistent with the proposed North Natomas Community Plan land use designation and the proposed project. According to the zoning code, the employment center zone is a flexible zone for primarily employment generating uses in a pedestrian friendly setting with ample private and/or public open space. The EC zone also provides the opportunity for a variety and mix of supporting uses, including support retail, residential, and light industrial. The EC zone has several categories of permitted intensity ranging from thirty (30) employees per net acre (EC30) to eighty (80) employees per net acre (EC80). Specifically, the proposal requests to eliminate the EC 40 and decrease the acreage of EC 50 in order to convert to Shopping Center (SC) zone and increase the area of EC 80.

Staff has determined that the re-designation actually provides wider commercial uses than the support commercial uses under Employment Center designation. Furthermore, the reduction in overall employment center acreage is more than compensated by the increase in intensity of the remaining employment center designated land. Based on the North Natomas Community Plan, the target intensity for the existing land use designations is approximately 2,492,050 square feet of employment center uses. The proposed project will result in approximately 2,951,180 square feet of employment center use in addition to the proposed retail square footage. Staff believes the proposed project provides a more efficient use of the 180 acre PUD than if the project were to be built out consistent with the existing NNCP land use designations.

The current proposal for the Commerce Station PUD is divided into three general themed areas according to uses as described below.

The Village: This area is located at the southern one-third of the PUD and contains the employment center uses and a shopping center. Its location at the intersection of Interstate 5 and Del Paso Road provides a key opportunity to establish a high quality image for the entire PUD. The Village envisions retail, support retail, restaurant, office, loft residential, and entertainment uses within a mixed-use concept. At the center of the Village is a traditional Main Street, which is designed to enhance pedestrian activity throughout the center.

The Village is comprised of 221,680± square feet of employment center uses and 250,688± square feet of regional retail uses. The proposed schematic plan shows eight office buildings (between 8,000± and 66,000± square feet in size), 10 mixed-use building (between 7,500± and 35,000± square feet in size), 10 support retail pad buildings (between 1,500± and 9,000± square feet in size), one big-box retail building (100,000 square feet and greater in size), four major retail buildings (between 10,000 and 100,000 square feet in size), three junior retail buildings (between 1,000± square feet and 7,000± square feet in size), one pad retail buildings (single and multi-user between 1,000 to 8,000 square feet in size). The support retail pads are located along Main Street at the street level in order to provide a pedestrian friendly experience along the shaded pedestrian corridor. Future applications submitted for this zone can modify the shape and orientation of the buildings through Planning Director Plan Review without obtaining PUD amendments. The proposed layout provides the appropriate pedestrian connections from one neighborhood to the next and the proposed light rail station.

Park Place: This area is located in the central portion of the PUD and is characterized by the urban park plaza located in the center of the neighborhood zone. Development in this zone features multi-story buildings of varying heights and masses accommodating the following uses: hospitality, restaurants, recreation, support retail, office and medium to high density residential. The proposed design and strategic placement of the park will promote pedestrian activity and opportunities for social gathering. This area provides vehicular access and parking at the perimeter, while excluding or limiting internal vehicle access.

The Park Place is comprised of 412,500± square feet of office use, 127,000± square feet of support retail uses, 265,000± square feet of hospitality use, 7.6± acres of medium density residential uses, and a 4.1± acre urban park. This neighborhood is oriented by surrounding the proposed urban park format and includes four office buildings (between 20,000± to 170,000± square feet in size), two pad mixed-use buildings (between 27,000± to 100,000± in size), one support retail building, and one hospitality building as well as medium density residential units. The residential lot is adjacent to the park and the density can be up to 29 du/na as multi-family residential. The current schematic plan provides a possible layout for the residential lot and is subject to plan review when an actual project is submitted.

The Exchange: This area is located at the northern one-third of the PUD beginning at

the proposed El Centro Road vehicle bridge and extending in a northerly direction to the light rail right-of-way. This zone is identified as containing similar uses as in the other neighborhoods but reflects a greater density and intensity of uses. This zone comprises taller buildings in order to provide significant employment opportunities within close proximity to the proposed Downtown-Natomas-Airport light rail corridor.

The Exchange area is comprised of 1,639,900± square feet of office uses and 13,900± square feet of support retail uses. This neighborhood is adjacent to the future Commerce Light Rail Station and the proposed primary entrance of the neighborhood directly connects to the station. The layout of the neighborhood is designed such that the primary entrance is emphasized and the intensity of uses extends throughout the neighborhood by creating a center point of interest in the proposed turn-about. This neighborhood includes twelve mid to high rise office buildings (between 40,000± to 330,000 square feet in size), four street level office building (between 20,000± to 40,000± square feet in size), and five support retail buildings (between 1,000± to 3,000± square feet in size).

The zoning code allows PUD Guidelines and Schematic Plans to provide overall standards of open space, circulation, off-street parking and other conditions in such a way as to form a harmonious, integrated project of such quality to justify exceptions to the normal regulations of the zoning code. The proposed Schematic Plan for the Commerce Station PUD depicts general land uses and intensities throughout the development, which ensures flexibility in the future build-out of the PUD. A conceptual site plan has also been submitted as a means to demonstrate the orientation and design of buildings and parking areas within the PUD. The proposed Commerce Station PUD Guidelines include sections of Parking and Signage that adjust the standards in order to support the proposed project. The Commerce Station PUD Guidelines allows reciprocal parking within the PUD and establishes ranging of parking ratio for different commercial uses. The maximum parking ratio will prevent over parking in order to promote other alternative transportation modes because the project site is in proximity of the future light rail station. The PUD Schematic Plan is consistent with the amended Community Plan designations, zoning designations, and staff will evaluate future projects in conjunction with the intent of the Schematic Plan and utilize the conceptual site plan as a guide.

Staff is supportive of the proposed project, as the proposal furthers the overall goals and policies of the General Plan, North Natomas Community Plan, and the General Plan Update Vision and Guiding Principles.

Public/Neighborhood Outreach and Comments: As part of the application review process, the proposed project was routed to the following organizations: Environmental Council of Sacramento (ECOS), Heritage Park, Natomas Chamber of Commerce, Natomas Community Association (NCA), Natomas Crossing HOA, Natomas Crossing Community Vision (NCCV), Natomas Journal, North Natomas Alliance (NNA), North Natomas Community Association (NNCA), North Natomas Study Group (NNSG), Natomas Park Master Association, Regency Park Neighborhood Association, River

Oaks Community Association (ROCA), Sundance Lake Homeowners Association (SLHA), Swallows Nest HOA, Valley View Acres Community Association (VVACA), Walk Sacramento, Westlake Group, Westlake Master Association, West Natomas Community Association (WNCA), Westside Community Association (WCA), Witter Ranch, Jo Anne Whitsett, and the Parks Citizen Advisory Committee (CAC). The project was also presented to the Natomas Chapter Partnership for Active Communities (NCPAC) and the Creekside Natomas Neighborhood Association (CNNA) in which support for the project was expressed. Staff has not received any comments from any of the above mentioned organizations at the time of writing of this report.

Notice of Hearing: As required by section 16.24.0907, 17.204.020(C), 17.208.020(C) 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500') of the City Code, ten day notice of the May 20, 2008 public hearing has been published, posted, and mailed.

Attachment 4: Resolution for Certification of EIR and Adoption of MMP

RESOLUTION NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

**CERTIFYING THE ENVIRONMENTAL IMPACT REPORT
AND ADOPTING THE MITIGATION MONITORING PROGRAM FOR THE
COMMERCE STATION PUD PROJECT (P06-018)**

BACKGROUND

A. On April 17, 2007, the City Planning Commission conducted a public hearing on, and forwarded to the City Council its recommendation of approval of the Commerce Station PUD Project (Project).

B. On May 20, 2008, the City Council conducted a public hearing, for which notice was given pursuant Sacramento City Code Sections 16.24.0907, 17.204.020(C), 17.208.020(C) 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500'), and received and considered evidence concerning the Project.

**BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL
RESOLVES AS FOLLOWS:**

- Section 1 The City Council finds that the Environmental Impact Report for Commerce Station (herein EIR) which consists of the Draft EIR and the Final EIR (Response to Comments) (collectively the "EIR") has been completed in accordance with the requirements of the California Environmental Quality Act (CEQA), the State CEQA Guidelines and the Sacramento Local Environmental Procedures.
- Section 2 The City Council certifies that the EIR was prepared, published, circulated and reviewed in accordance with the requirements of CEQA, the State CEQA Guidelines and the Sacramento Local Environmental Procedures, and constitutes an adequate, accurate, objective and complete Environmental Impact Report in full compliance with the requirements of CEQA, the State CEQA Guidelines and the Sacramento Local Environmental Procedures.
- Section 3 The City Council certifies that the EIR has been presented to it, that the City Council has reviewed the EIR and has considered the information contained in the EIR prior to acting on the proposed Project, and that the

EIR reflects the City Council's independent judgment and analysis.

- Section 4 Pursuant to CEQA Guidelines Sections 15091 and 15093, and in support of its approval of the Project, the City Council adopts the attached Findings of Fact and Statement of Overriding Considerations in support of approval of the Project as set forth in the attached Exhibit A of this Resolution.
- Section 5 Pursuant to CEQA section 21081.6 and CEQA Guidelines section 15091, and in support of its approval of the Project, the City Council adopts the Mitigation Monitoring Program to require all reasonably feasible mitigation measures be implemented by means of Project conditions, agreements, or other measures, as set forth in the Mitigation Monitoring Program as set forth in Exhibit B of this Resolution.
- Section 6 The City Council directs that, upon approval of the Project, the City's Environmental Planning Services shall file a notice of determination with the County Clerk of Sacramento County and, if the Project requires a discretionary approval from any state agency, with the State Office of Planning and Research, pursuant to the provisions of CEQA section 21152.
- Section 7 Pursuant to Guidelines section 15091(e), the documents and other materials that constitute the record of proceedings upon which the City Council has based its decision are located in and may be obtained from, the Office of the City Clerk at 915 I Street, Sacramento, California. The City Clerk is the custodian of records for all matters before the City Council.

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Exhibit A: EIR - Certification Findings

**CEQA FINDINGS AND
STATEMENT OF OVERRIDING CONSIDERATIONS
for the
COMMERCE STATION PROJECT (P06-018)**

I. DESCRIPTION OF THE PROJECT.

The City Council (the "Council") of the City of Sacramento (the "City") hereby adopts and makes the following resolutions and findings relating to a General Plan Amendment, a North Natomas Community Plan Amendment, a Rezone, a Planned Unit Development Schematic Plan Amendment, a Planned Unit Development Guidelines Amendment, a Tentative Parcel Map and a Planned Unit Development Special Permit for the Commerce Station Project (the "Project"), located at the northwest corner of Del Paso Road and East Commerce Way in the North Natomas area. The Project Applicant/Owner is Commerce Station LLC and Natomas Towne Center LLC, c/o the Law Offices of Gregory D. Thatch, Attn. Gregory D. Thatch, Esq., 1730 "I" Street, Suite 220, Sacramento, California 95811. These CEQA Findings have been prepared for the certification of a Final Environmental Impact Report (the "FEIR") prepared for the Council's approval of the Project pursuant to Resolution Number _____, dated _____ (the "Resolution"). The foregoing actions are collectively referred to herein as the "Project". These Findings are prepared pursuant to the California Environmental Quality Act ("CEQA") (Public Resources Code, Section 21000 *et seq.*). (See Public Resources Code, Section 21081.)

The Project objective is the development and construction of a high quality mixed use office, retail, hospitality and residential development on an approximately 180.5 acre site situated east of Interstate 5, north of Del Paso Road, and west of East Commerce Way in the North Natomas Community Plan area of the City. The Commerce Station Project will include a 20.6 acre regional shopping center, 4.1 acres of park space, and 155.8 acres of mixed uses such as office, retail, support retail, hospitality and high density residential uses. A PUD Plan Review is also requested for the construction of four buildings within the Project and their associated infrastructure. Those four buildings would each be two stories in height with a total of 168,785 square feet of building space, composed of 102,760 square feet of office area and 66,025 square feet of mixed use area. The mixed use area would include ground floor retail/office and second floor office/high density residential. In addition, 481 off-street parking spaces would be provided. At full build out, the entire Commerce Station Project would have 3,267,068 square feet of buildings.

The Project is designed to meet those objectives. In order to do so, the Project has the following components:

- **General Plan Amendment** to re-designate 180.5± vacant acres consisting of 158.2± acres of Mixed Use (MU) and 22.3± acres of Parks-Recreation-Open Space (PROS) UtoU 135.4± acres of Mixed Use (MU), 24.7± acres of Parks-Recreation-Open Space (PROS), and 20.4± acres of Regional Commercial and Offices (RCO);
- **North Natomas Community Plan Amendment** to re-designate 180.5± vacant acres consisting of 15.4± acres of Employment Center (EC-80), 43.0± acres of Employment Center (EC-65), 88.1± acres of Employment Center (EC-50), 11.7± acres of Employment Center (EC-40), and 22.3± acres of Parks-Open Space (POS) UtoU 34.6± acres of Employment Center (EC-80), 47.0± acres of Employment Center (EC-65), 53.8± acres of Employment Center (EC-50), 20.4± acres of Regional Commercial (RC), and 24.7± acres of Parks-Open Space (POS);
- **Rezone** 180.5± vacant acres consisting of 15.4± acres of Employment Center Planned Unit Development (EC-80-PUD), 43.0± acres of Employment Center Planned Unit Development (EC-65-PUD), 88.1± acres of Employment Center Planned Unit Development (EC-50-PUD), 11.7± acres of Employment Center Planned Unit Development (EC-40-PUD), and 22.3± acres of Agriculture-Open Space Planned Unit Development (A-OS-PUD) zone UtoU 34.6± acres of Employment Center Planned Unit Development (EC-80-PUD), 47.0± acres of Employment Center Planned Unit Development (EC-65-PUD), 53.8± acres of Employment Center Planned Unit Development (EC-50-PUD), 20.4± acres of Shopping Center Planned Unit Development (SC-PUD), and 24.7± acres of Agriculture-Open Space Planned Unit Development (A-OS-PUD);
- **PUD Schematic Plan Amendment** to depict 2,322,160± square feet of office, 250,688± square feet of retail, 101,100± square feet of support retail, 588,920± square feet of mixed use/hospitality, and residential in the Commerce Station Planned Unit Development;
- **PUD Guidelines Amendment** to the established Commerce Station Planned Unit Development Guidelines;
- **Tentative Master Parcel Map** to subdivide 180.5± vacant acres totaling of nine (9) parcels into seventy-three (73) residential, park, open space, commercial, office, and mixed-use parcels;
- **Subdivision Modification** to allow non-standard street sections and elbows; and
- **PUD Plan Review** for the development of two (2) two-story office buildings (43,509± square feet and 59,251± square feet) and two (2) two-story mixed use (office or residential and support retail) buildings (30,762± square feet and 35,263± square feet) in the proposed Employment Center Planned Unit Development (EC-50-PUD) zone.

The Project, as proposed for adoption, has undergone modification and revision during

the course of public hearings concerning its content. As modified, the Project provides for an intensity of land uses which are within the range of land uses described and analyzed in the Draft EIR, as well as in the FEIR. The FEIR is adequate and sufficient to analyze the Project's impacts and inform the Council of those significant impacts. This point was recognized in *Sequoia Hills Homeowners Association v. City of Oakland* (1993) 23 Cal.App.4th 704, 29 Cal.Rptr.2d 182, where an environmental impact report was upheld for a project which had an approved residential density different from the originally proposed project, but within the range of residential densities analyzed in the alternatives analysis of the project's environmental impact report.

II. FINDINGS REQUIRED UNDER CEQA.

1. Procedural Findings.

The City Council of the City of Sacramento finds as follows:

Based on the initial study conducted for the Commerce Station Project, SCH#2006092106, (hereinafter the "Project"), the City of Sacramento's Environmental Planning Services determined, on substantial evidence, that the Project may have a significant effect on the environment and prepared an environmental impact report ("EIR") on the Project. The EIR was prepared, noticed, published, circulated, reviewed, and completed in full compliance with the California Environmental Quality act (Public Resources Code Section 21000 *et seq.*) ("CEQA"), the CEQA Guidelines (14 California Code of Regulations Section 15000 *et seq.*), and the City of Sacramento environmental guidelines, as follows:

- a. A Notice of Preparation of the Draft EIR was filed with the Office of Planning and Research and each responsible and trustee agency and was circulated for public comments from September 21, 2006 through October 20, 2006.
- b. The Notice of Completion ("NOC") and copies of the Draft EIR were distributed to the Office of Planning And Research on September 18, 2007 and to those public agencies that have jurisdiction by law with respect to the Project, or which exercise authority over resources that may be affected by the Project, and to other interested parties and agencies as required by law. The comments of such persons and agencies were sought.
- c. An official 45-day comment period for the Draft EIR was established by the Office of Planning and Research. The public comment period began on September 18, 2007 and ended on November 1, 2007.
- d. A Notice of Availability ("NOA") of the Draft EIR was mailed to all interested groups, organizations, and individuals who had previously requested notice in writing on September 18, 2007. The NOA stated that the City of Sacramento had completed the Draft EIR and that copies were available at the City of Sacramento, Development Services Department, New City Hall, 915 I Street,

Third Floor, Sacramento, California 95814. The NOA also indicated that the official 45-day public review period for the draft EIR would end on November 1, 2007.

- e. A public notice was placed in the Daily Recorder on September 18, 2007, which stated that the Draft EIR was available for public review and comment.
- f. A public notice was posted in the office of the Sacramento County Clerk on September 18, 2007.
- g. Following closure of the public comment period, all comments received on the Draft EIR during the comment period, the City's written responses to the significant environmental points raised in those comments, and additional information added by the City were added to the Draft EIR to produce the Final EIR.

2. Record of Proceedings.

The following information is incorporated by reference and made part of the record supporting these findings:

- a. The City of Sacramento General Plan. (1988)
- b. The City of Sacramento General Plan Update. (2001)
- c. Environmental impact Report for the City of Sacramento General Plan Update, City of Sacramento, March 1987 and all updates.
- d. Findings of Fact and Statement of Overriding Considerations for the adoption of the Sacramento General Plan Update, City of Sacramento, 1988 and all updates.
- e. Blueprint Preferred Scenario for 2050, Sacramento Area Council of Governments, December 2004.
- f. North Natomas Community Plan Update.
- g. All Notices of Preparation and other public notices issued by the City in conjunction with the Project.
- h. The City of Sacramento Noise Ordinance (December 2003).
- i. The City of Sacramento Zoning Ordinance, Ordinance No. 2550, Fourth Series (Revised January 1, 1997).
- j. The Draft EIR prepared for the Project and all appendices thereto.

- k. The Final EIR prepared for the Project and all appendices thereto.
- l. The Commerce station PUD Schematic Plan and PUD Guidelines.
- m. All staff reports, memoranda, maps, letters, minutes of meetings, referrals, and other planning documents prepared by City staff relating to the Project.
- n. All testimony, documents, and other evidence presented by landowners and members of the public and their representatives within the Project Area.
- o. All testimony and documents submitted to the City by public agencies and members of the public in connection with the Project.
- p. Minutes and verbatim transcripts of all workshops, information sessions, public meetings, and public hearings held by the City in connection with the Project.
- q. Any documentary or other evidence submitted to the City at such workshops, information sessions, public meetings and public hearings.
- r. Matters of common knowledge to the Council, including, but not limited to, the following:
 - (1). Sacramento Metropolitan Air Quality Management District's *Guide to Air Quality Assessment in Sacramento County*, July 2004.
 - (2). SAFCA's Draft Engineers Report for the Sacramento Area Flood Control Agency Capital Assessment District No. 4, January 18, 2007.
 - (3). Other formally adopted City policies and ordinances.

3. Definitions.

"CARB" means the California Air Resources Board.

"CEQA" means the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*).

"City" means the City of Sacramento.

"Council" means the City Council of the City of Sacramento.

"County" means the County of Sacramento.

"DEIR" or "Draft EIR" means the Draft EIR for the Project (September 2007).

"EIR" means environmental impact report, consisting of both the DEIR and FEIR.

"FEIR" or "Final EIR" means the Final EIR for the Project (March 2008).

"LOS" means level of service.

"NOP" means notice of preparation.

"NOx" means oxides of nitrogen.

"Plan" means the North Natomas Community Plan.

"PM10" means fine particulate matter (solid particles less than ten microns in diameter).

"Project" means the Commerce Station Project, as well as the necessary land use entitlements, as granted by the Council.

"Project area" and "Project site" mean that land area encompassed within the Project.

"Record" means the Record of Proceedings hereinafter described in Section IV hereof.

"SMAQMD" means the Sacramento Metropolitan Air Quality Management District.

"SMUD" means Sacramento Municipal Utility District.

"VMT" means vehicle miles traveled.

4. Findings.

CEQA requires that the lead agency adopt mitigation measures or alternatives, where feasible, to substantially lessen or avoid significant environmental impacts that would otherwise occur. Mitigation measures or alternatives are not required, however, where such changes are infeasible or where the responsibility for the project lies with some other agency. (CEQA Guidelines, Section 15091, sub. (a), (b).)

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, Sections 15093, 15043, sub.(b); see also Public Resources Code Section 21081, sub.(b).)

In seeking to effectuate the substantive policy of CEQA to substantially lessen or avoid significant environmental effects to the extent feasible, an agency, in adopting findings, need not necessarily address the feasibility of *both* mitigation measures and environmentally superior alternatives when contemplating approval of a proposed project with significant impacts. Where a significant impact can be mitigated to an "acceptable" level solely by the adoption of feasible mitigation measures, the agency, in drafting its findings, has no obligation to consider the feasibility of any environmentally superior alternative that could also substantially lessen or avoid that same impact - even if the alternative would render the impact less severe than would the proposed project as mitigated. (*Laurel Hills Homeowners Association v. City Council* (1978) 83 Cal.App.3d 515, 521; see also *Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 730-731; and *Laurel Heights Improvement Association v. Regents of the University of California* ("Laurel Heights I") (1998) 47 Cal.3d 376, 400-403.)

In these Findings, the City first addresses the extent to which each significant environmental effect can be substantially lessened or avoided through the adoption of feasible mitigation measures. Only after determining that, even with the adoption of all feasible mitigation measures, an effect is significant and unavoidable does the City address the extent to which alternatives described in the EIR are (i) environmentally superior with respect to that effect, and (ii) "Feasible" within the meaning of CEQA.

In cases in which a project's significant effects cannot be mitigated or avoided, an agency, after adopting proposed findings, may nevertheless approve the project if it first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the "benefits of the project outweigh the significant effects on the environment." (Public Resources Code, Section 21081, sub.(b); see also, CEQA Guidelines, Sections 15093, 15043, sub.(b).) In the Statement of Overriding Considerations found at the end of these Findings, the City identifies the specific economic, social, and other considerations that, in its judgment, outweigh the significant environmental effects that the Project will cause.

The California Supreme Court has stated that "[t]he wisdom of approving ... any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law as we interpret and apply it simply requires that those decisions be informed, and therefore balanced." (*Goleta II* (1990) 52 Cal.3d 553 at 576.)

To the extent that these Findings conclude that proposed mitigation measures outlined in the FEIR are feasible and have not been modified, superseded or withdrawn, the City hereby requires the implementation of those measures for all subsequent development projects within the Project Area. These Findings, in other words, are not merely informational, but constitute a binding set of obligations that will come into effect when the City adopts the resolution(s) and/or ordinance(s) approving the Project. (Public Resources Code, Section 21081.6, subd. (b)) In addition, the adopted mitigation measures are express conditions of approval.

In support of its approval of the Project, the City council makes the following findings for each of the significant environmental effects and alternatives of the Project identified in the EIR pursuant to Section 21080 of the Public Resources Code and Section 15091 of the CEQA Guidelines:

A. FINDINGS REGARDING POTENTIAL ENVIRONMENTAL IMPACTS DETERMINED NOT TO BE SIGNIFICANT

These Findings do not address impacts that are considered to be less-than-significant prior to mitigation. These findings therefore do not address the following resource areas because the Council, based upon the FEIR and the entire Record before the Council, finds that no significant impacts occur with respect to them:

- a) **Land Use: Consistency with the General Plan.** The proposed project is inconsistent with the goals of the General Plan, but will be consistent with the General Plan upon approval of the requested General Plan Amendment.
- b) **Land Use: Consistency with the North Natomas Community Plan (NNCP).** The Project is inconsistent with the NNCP land use designations for the project site and required a NNCP Amendment to change some EC uses to Regional Commercial that was granted to achieve consistency.
- c) **Land Use: Consistency with City Zoning Ordinance.** The Project was inconsistent with the previous NNCP land use designations for the project site and required an NNCP Amendment and a rezone consistent with the amended NNCP that was granted.
- d) **Land Use: Compatibility with Existing Adjacent Land Uses.** Approval of the Project would result in the development of a Shopping Center where development under the Employment Center designation was previously planned. A shopping center would be compatible with the adjacent mixed use development planned under the Employment Center designation on adjacent areas to the north and east. The shopping center would be compatible with the Highway Commercial uses to the south across Del Paso Road.
- e) **Land Use: Increases in the intensity of land uses in the region due to the proposed project and all other projects in the Sacramento area.** The Project, along with all known projects in the City, would change the intensity of land uses in the City's planning area by contributing to development. However, the uses proposed by the Project would be compatible with the surrounding uses, and the proposed uses are similar to those that have already been approved for the Project site. Furthermore, the General Plan EIR has cumulatively considered this

Project site's development and other developments in the City and has anticipated such growth. Given the land use controls and development standards presently in use within the City, cumulative land use impacts would be considered less than significant.

- f) **Transportation and Circulation: Freeway Mainline.** The Project would increase traffic volumes on the freeway mainline. The changes in freeway mainline operating conditions do not exceed the standards of significance for impacts to the freeway mainline. Consequently, the impacts of the Project would be less than significant.
- g) **Transportation and Circulation: Freeway Ramp Queuing.** The Project would increase traffic volumes on the freeway ramps. The changes in freeway ramp queuing do not exceed the available storage space. Consequently, the impacts of the Project would be less than significant.
- h) **Transportation and Circulation: Transit System.** The Project would increase demand for transit services. The Project would result in the addition of employees, residents, patrons and visitors to the site, some of whom would travel by public transit. Although particular transit vehicles operate at or near capacity during peak commuter periods, a review of existing transit operations and plans for future transit services indicate that there is ample capacity on the Regional Transit system to support the anticipated increase in trips. Because the existing and planned future transit system capacity is sufficient to accommodate the increased Project generated transit ridership, the impact on the transit system is less than significant.
- i) **Noise: Construction-induced vibration impact.** Construction activities can generate ground-borne vibrations. The Project does not include significant site grading because the site was previously mass graded, does not require the demolition of any existing buildings or any pile driving; therefore, ground-borne vibrations would not extend to nearby structures or noise-sensitive receivers. Consequently, constructed-related vibrations would have a less than significant impact.
- j) **Noise: Project-related Increase in Existing Traffic Noise Levels.** The Project is expected to result in traffic noise level increases over baseline levels of from 0.2 to 4.3 dB on the Project area roadways. The 4.3 dB increase in traffic noise levels on New Market Drive would exceed the City's 4 to 5 dB threshold because the resultant exterior noise level of 61.6 dB would exceed the City's "Normally Acceptable" 60 dB Ldn exterior noise level standard for residential areas. However, the recently constructed multi-family residential uses along New Market Drive underwent CEQA review and included the Commerce Station Project in their cumulative impact assessment. Furthermore, the traffic noise levels

predicted were calculated for a standard distance of 100 feet from the centerline of the roadway. The common outdoor areas of the multi-family site would be exposed to lower exterior noise levels due to their increased distance (the nearest common area is over 150 feet from the centerline of East Commerce Way) and shielding from intervening buildings. Because the projected increase in traffic noise levels would not expose common outdoor use areas to noise levels that would exceed the threshold of significance when compared to the baseline scenario, the noise impact is considered less than significant.

- k) **Noise: Traffic Noise Levels at the Exterior of Residential Area or Parks on the Project Site.** The pool area for the Project's proposed townhomes would be exposed to exterior noise levels exceeding the City's normally acceptable 60 dB Ldn exterior noise standard, but would not exceed the City's conditionally acceptable 70 dB Ldn exterior noise level standard. Therefore, additional noise reduction measures were not recommended, assuming that interior levels comply with the City's 45 dB Ldn interior noise level standard. As a result, the Project was found to have a less than significant impact on exterior residential areas and parks.
- l) **Noise: Cumulative increase in Project vicinity noise levels.** The cumulative noise scenario was found to be composed primarily of traffic noise, as well as pedestrian and mechanical noise. Cumulative noise impacts would occur primarily as a result of increased traffic on local roadways due to the Project and other proposed projects in the North Natomas area. The proposed Project would not contribute more than 2 dB Ldn to projected cumulative noise levels on roadways fronting on residential uses. Therefore, the Project related increase is less than the 4 to 5 dB threshold of significance. The Project is not expected to create substantial non-traffic noise from pedestrians or noise from mechanical equipment. Consequently, non-traffic noise would not substantially add to cumulative noise levels. The total noise impact of the Project would be fairly small, and would not be a substantial increase to the cumulative noise environment. Therefore, the Project would result in a less than significant cumulative noise impact.
- m) **Air Quality: Development of the Project would result in increases in emissions of carbon monoxide.** Predicted screening level concentrations of carbon monoxide ("CO") for future buildout of the Project in year 2020 are projected to increase due to predicted increases in traffic attributable to the Project and would approach, but would not be anticipated to exceed, the 8-hour CAAQS for CO of 9.0 ppm. The CO screening assessment conducted for the future Project buildout conditions (Year 2020) was based on predicted Year 2010 background concentrations. There was no adjustment made to account for future anticipated reductions in vehicle emissions attributable to the Project. Because

background concentrations and emissions of CO from mobile sources are anticipated to decline in future years, predicted concentrations for future buildout conditions (Year 2020) would likely be less than those predicted. As a result, predicted concentrations would not be anticipated to exceed the 1-hour or 8-hour CAAQS (i.e., 20 ppm and 9.0 ppm, respectively). As a result, the impact would be considered less than significant.

- n) **Air Quality: Cumulative contribution to local air quality conditions.** The criteria air pollutant of primary local concern is carbon monoxide. Based on the modeling conducted for the Draft EIR, implementation of the Project would not be anticipated to contribute to localized concentrations of carbon monoxide that would exceed applicable ambient air quality standards. As a result, the Project's contribution of localized concentrations of criteria pollutants would be considered less than significant.
- o) **Hydrology, Water Quality, and Drainage: Project impacts to existing drainage facilities.** The drainage facilities for the Project area were master planned in 1997 and sized for the buildout of the Project site with Employment Center land uses. The EC land uses were assumed to be 90% impervious which remains the same for the Commerce Station Project. Therefore, the Project would not affect existing drainage facilities serving the site. The City's existing drainage facilities serving the larger drainage basin have also been designed with sufficient capacity to serve the Project. Consequently, the Project would have a less than significant impact on existing drainage facilities.
- p) **Hydrology, Water Quality, and Drainage: Construction-related impacts to surface water quality.** The Project's compliance with the City's grading, erosion and sediment control ordinances will require the preparation of an erosion and sediment control plan ("ESC") and a post-construction erosion and sediment control plan ("PC") for the review and approval of the City. The ESC and PC will ensure the quality of stormwater runoff from the Project during construction activities. Therefore, the Project would have a less than significant impact to surface water quality due to construction activities.
- q) **Hydrology, Water Quality, and Drainage: Long term water quality degradation associated with urban runoff from the Project site.** Control of urban runoff pollutants and water quality features have previously been incorporated into the existing downstream drainage system for Drainage Basin No. 1 that serves the Project. The Project itself is required to comply with the City's Stormwater Management and Discharge Control Ordinance (Title 13) which requires that improvement plans incorporate controls to minimize long-term, post construction discharge of stormwater pollutants from the Project. The Project will also include onsite source and

treatment controls as required by the City. Therefore, the potential for long-term adverse impacts from urban runoff generated by the Project would be less than significant.

- r) **Hydrology, Water Quality, and Drainage:** Long-term increases in peak stormwater runoff flows from the Project in combination with existing and future developments in the Sacramento area. The Project would create impervious surfaces in an area planned for 90% impervious surfaces at buildout. The addition of those impervious surfaces would increase peak stormwater rates and volumes on and downstream of the site. However, the existing infrastructure was sized to accommodate the Project, and the facilities would be able to accommodate the increased flows. In addition, the other projects would be required to provide the necessary on-site drainage infrastructure and contribute through the payment of development fees and assessments to the funding of off-site infrastructure. Therefore, a less than significant cumulative impact would result from implementation of the Project.
- s) **Hydrology, Water Quality, and Drainage:** Long-term risk to Project tenants and residents from flooding hazards. SAFCA has undertaken a building program to improve the Natomas Basin flood control system to protect against 100-year flood conditions, with an eventual goal of reaching 200-year flood protection levels. Levee improvements are anticipated to take between 2 and 5 years to complete. Following completion, the Natomas Basin would once again be out of the 100-year floodplain. Cumulative buildout of the North Natomas area is expected to take substantially longer than completion of the flood protection improvements. Therefore, as improvements would be finished within the near term, the development of the Project in conjunction with cumulative buildout of the North Natomas Community Plan area would result in a less than significant impact related to flooding hazards.

B. FINDINGS REGARDING SIGNIFICANT OR POTENTIALLY SIGNIFICANT IMPACTS MITIGATED TO A LESS THAN SIGNIFICANT LEVEL

The following significant and potentially significant environmental impacts of the Project, including cumulative impacts, are being mitigated to a less than significant level and are set out below. Pursuant to Section 21081(a)(1) of the Public Resources Code and section 15091(a)(1) of the CEQA Guidelines, as to each such impact, the City Council, based on the evidence in the record before it, finds that changes or alterations incorporated into the Project by means of conditions or otherwise, mitigate, avoid or substantially lessen to a level of insignificance these significant or potentially significant environmental impacts of the Project. The basis for the finding for each identified impact is set forth below.

The Project will result in significant environmental effects with respect to the

following issues or resources:

- Transportation and Circulation;
- Noise;
- Air Quality;
- Hydrology;
- Biological Resources;
- Cultural Resources.

These Findings identify mitigation measures which are incorporated into the Project, thereby avoiding the foregoing impacts. Each of these impacts will be considered in turn below.

Impact Category: Traffic and Circulation

1. Intersection of Del Paso Road and El Centro Road. [DEIR, Impact 4.2-1(a)]

- a. Impact. Traffic from the Project would result in level of service ("LOS") "E" conditions in the a.m. peak hour and LOS "D" conditions in the p.m. peak hour with an increase in average delay of greater than 5 seconds at this intersection. That impact is considered significant.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and in the Record and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to reduce the impacts at the Del Paso Road and El Centro Road intersection to a less-than-significant level, the EIR required the following mitigation:

MM 4.2-1(a): Del Paso Road and El Centro Road - Before completion of the amount of development that would generate 45 percent of the a.m. peak hour traffic, the Project applicant shall pay a fair share to add a northbound right turn lane to the intersection, if not already implemented by others.
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the Project's traffic

and circulation impacts on the level of service at the identified intersection. The Council hereby adopts such mitigation measure.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to a potential reduction in the LOS at the Del Paso Road and El Centro Road intersections to LOS "D" and "E" have been avoided by the mitigation measure described in subparagraph c. above, because it will provide intersection improvements in the form of a new northbound left turn lane that will maintain intersection traffic flows at an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

2. Intersection of Del Paso Road and East Commerce Way. [DEIR, Impact 4.2-1(b)]

- a. Impact. Traffic from the Project would result in LOS "E" conditions in the a.m. peak hour and LOS "F" conditions in the p.m. peak hour. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and in the Record, and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for unacceptable traffic conditions at the Del Paso Road and East Commerce Way intersection during the a.m. peak hour and the p.m. peak hour, the Project must comply with the following mitigation measure:

MM 4.2-1(b): Del Paso road and East Commerce Way - Before completion of the amount of development that would generate 50% of the p.m. peak hour Project traffic, the Project applicant shall add a northbound and a southbound right turn signal phase at the subject intersection. The Project applicant shall also restripe the westbound approach to include an exclusive right turn lane, a shared through/right turn lane, two through lanes, and two left turn lanes.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the Project's traffic and circulation impacts on the Del Paso Road and East Commerce Way intersection. This mitigation measure will reduce the impact of the Project

on intersection operations to a less than significant level. The Council hereby adopts such mitigation measure.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to unacceptable levels of service at the Del Paso Road and East Commerce Way intersection will be avoided by the mitigation measure described in subparagraph c. above, because they will require the Project applicant to install additional northbound and southbound right turn signal phases at the intersection and restripe the westbound approach to the intersection with a shared through/right turn lane, two through lanes, and two left turn lanes in order to restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

3. Intersection of Del Paso Road and I-5 Northbound Ramps. [DEIR, Impact 4.2-1(c)]

- a. Impact. Traffic from the Project would result in LOC "F" conditions during the a.m. and p.m. peak hours with an increase in average delay of greater than 5 seconds. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise at the Del Paso Road and I-5 Northbound ramps, the following mitigation measure is required:

MM 4.2-1(c): Del Paso Road and I-5 Northbound Ramps - Before completion of the amount of development that would generate 5% of the p.m. peak hour Project traffic, the Project applicant shall pay a fair share to signalize this intersection.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the impacts of traffic from the Project on the Del Paso Road and I-5 Northbound ramps. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to increased traffic from the Project at the Del Paso Road and I-5 Northbound ramps would be avoided by requiring the Project applicant to pay a fair share of the costs to signalize that intersection in order to restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

4. Intersection of Del Paso Road and Natomas Boulevard. [DEIR, Impact 4.2-1(d)]

- a. Impact. Traffic from the Project would result in LOS "E" conditions in the a.m. peak hour with an increase in delay of greater than 5 seconds, and a change from LOC "C" to "D" in the p.m. peak hour. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise at the Del Paso Road and Natomas Boulevard intersection, the following mitigation measure is required:

MM 4.2-1(d): Del Paso Road and Natomas Boulevard - Before completion of the amount of development that would generate 15% of the p.m. peak hour Project traffic, the Project applicant shall pay a fair share to add right turn signal phases on all approaches to the intersection.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the impacts of traffic from the Project on the Del Paso Road and Natomas Boulevard intersection. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire record before the Council, the Council finds that:
 - (1) Impacts Avoided/Lessened. Impacts of the Project relating to increased traffic from the Project at the Del Paso Road and Natomas Boulevard intersection would be avoided by requiring the Project applicant to pay a fair share of the costs to add right turn signal phases on all approaches to that intersection in order to

restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

5. **Intersection of East Commerce Way and New Market Drive. [DEIR, Impact 4.2- 1(e)]**

- a. **Impact.** Traffic from the Project would result in LOS "F" conditions in the p.m. peak hour at the intersection of East Commerce Way and New Market Drive. This is considered a significant impact.

- b. **Findings Regarding Significance of Impact Prior to Mitigation.** The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.

- c. **Proposed Mitigation.** In order to mitigate for the possibility that unacceptable traffic conditions would arise at the East Commerce Way and New Market Drive intersection, the following mitigation measure is required:

MM 4.2-1(e): East Commerce Way and New Market Drive - Before completion of the amount of development that would generate 65% of the p.m. peak hour Project traffic, the Project applicant shall provide an eastbound double right turn lane and an eastbound right turn signal phase at the subject intersection.

- d. **Findings Regarding Proposed Mitigation.** The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the impacts of traffic from the Project on the East Commerce Way and New Market Drive intersection. The Council hereby adopts such mitigation measure.

- e. **Findings Regarding Significance of Impact After Mitigation.** Based on the EIR and the entire record before the Council, the Council finds that:

- (1) **Impacts Avoided/Lessened.** Impacts of the Project relating to increased traffic from the Project at the East Commerce Way and New Market Drive intersection would be lessened by requiring the Project applicant to provide an eastbound double right turn lane and an eastbound right turn signal phase at the intersection in order to restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

6. Intersection of East Commerce Way and Road 1. [DEIR, Impact 4.2-1(f)]

- a. Impact. Traffic from the Project would result in LOS "E" conditions in the p.m. peak hour at the intersection of East Commerce Way and Road 1. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise at the East Commerce Way and Road 1 intersection, the following mitigation measure is required:

MM 4.2-1(f): East Commerce Way and Road 1 - Before completion of the amount of development that would generate 75% of the p.m. peak hour Project traffic, the Project applicant shall provide an eastbound double right turn lane at the subject intersection.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the impacts of traffic from the Project on the East Commerce Way and Road 1 intersection. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire record before the Council, the Council finds that:
 - (1) Impacts Avoided/Lessened. Impacts of the Project relating to increased traffic from the Project at the East Commerce Way and Road 1 intersection would be avoided by requiring the Project applicant to provide an eastbound double right turn lane at the intersection in order to restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

7. Intersection of East Commerce Way and Elkhorn Boulevard. [DEIR, Impact 4.2- 1(g)]

- a. Impact. Traffic from the Project would result in LOS "F" conditions in the p.m. peak hour at the intersection of East Commerce Way and Elkhorn Boulevard. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and

finds that the above referenced impact is a significant environmental impact that could arise from implementation of the Project.

- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise at the East Commerce Way and Elkhorn Boulevard intersection, the following mitigation measure is required:
- MM 4.2-1(g): East Commerce Way and Elkhorn Boulevard - Before completion of the amount of development that would generate 45% of the p.m. peak hour project traffic, the project applicant shall pay a fair share to signalize this intersection with existing geometry (if not completed by others).*
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the impacts of traffic from the Project on the East Commerce Way and Elkhorn Boulevard intersection. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire record before the Council, the Council finds that:
- (1) Impacts Avoided/Lessened. Impacts of the Project relating to increased traffic from the Project at the East Commerce Way and Elkhorn Boulevard intersection would be avoided by requiring the Project applicant to pay a fair share to signalize the intersection in order to restore an acceptable LOS. The impact of the Project will thereby be reduced to a less than significant level.

8. Pedestrian and Bicycle Circulation Impacts. [DEIR, Impact 4.2-7]

- a. Impact. The Project would add pedestrian and bicycle demands within the Project site and to and from nearby land uses. Specific information on improvements to on- and off-street bicycle and pedestrian facilities is not available at this time. Because the Project would add demand for pedestrian and bicycle facilities that may not be available, the impact of the Project on pedestrian and bicycle circulation is potentially significant.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a potentially significant environmental impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to mitigate for the possibility that the Project would add demand for pedestrian and bicycle facilities that may not be available, the following mitigation measures should be implemented:
- MM 4.2-7(a): Prior to recordation of the first map, the Project applicant shall coordinate with the City of Sacramento Development Engineering Division to identify the necessary on- and off-street pedestrian and bicycle facilities to serve the proposed development. These facilities shall be incorporated into the Project and could include sidewalks, stop signs, standard pedestrian and school crossing warning signs, lane striping to provide a bicycle lane, bicycle parking, signs to identify pedestrian paths, raised sidewalks, and pedestrian signal heads.*
- MM 4.2-7(b): Circulation and access to all proposed parks and public spaces shall include sidewalks that meet Americans with Disabilities Act standards.*
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measures described in subparagraph c. above are both reasonably feasible and appropriate in mitigating for the pedestrian and bicycle circulation impacts of the Project. The Council hereby adopts such mitigation measures.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
- (1) Impacts Avoided/Lessened. Impacts of the Project relating to pedestrian and bicycle circulation will be reduced to a less than significant level through implementation of the foregoing mitigation measures because they will require the inclusion of on-street and off-street pedestrian and bicycle facilities and compliance with the Americans with Disabilities Act requirements for access to all parks and public spaces.

9. Construction Traffic Impacts. [DEIR, Impact 4.2-17]

- a. Impact. Construction of the Project would cause disruptions to the transportation network near the site, including the possibility of temporary lane closures, street closures, sidewalk closures, and bikeway closures. Pedestrian and transit access also may be disrupted temporarily. Heavy vehicles will access the site and may need to be staged for construction. These activities could result in temporarily degraded roadway operating conditions. Therefore, the impacts from construction are considered significant.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to avoid any significant adverse impacts on the transportation network near the Project site, the EIR proposed the following mitigation measure:

MM 4.2-17: Prior to beginning of construction, a construction traffic and parking management plan shall be prepared by the applicant to the satisfaction of the City traffic engineer and be subject to review by all affected agencies. Implementation of this mitigation measure would reduce this impact to less than significant.
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the construction related impacts of the Project on the transportation network near the site. The Council hereby adopts such mitigation measures.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Avoided/Lessened. Impacts of the Project relating to the construction related impacts of the Project on the transportation network near the site will be reduced to a less than significant level through implementation of the foregoing mitigation measure because it will require the preparation of a construction traffic and parking management plan approved by the City traffic engineer.

10. Cumulative Intersection Impact - Del Paso Road and East Commerce Way.
[DEIR, Impact 4.2-18(a)]

- a. Impact. Traffic from the Project would result in LOS "D" conditions in the a.m. peak hour and LOS "E" conditions in the p.m. peak hour with an increase in average delay of greater than 5 seconds at the intersection of Del Paso Road and East Commerce Way. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the Del Paso Road and East Commerce Way intersection, the EIR recommended the following mitigation measure:

MM 4.2-18(a): Del Paso Road and East Commerce Way - The project applicant shall pay a fair share contribution to implement mitigation measure 4.2-1(b). This mitigation measure would reduce the cumulative impact of the Project to a less than significant level.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the cumulative traffic impacts of the Project on the referenced intersection. The Council hereby adopts such mitigation measure.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to its cumulative traffic impacts on the intersection of Del Paso Road and East Commerce Way would be reduced to a less than significant level because the proposed mitigation measure would improve the LOS of the intersection as described in the EIR.

**11. Cumulative Intersection Impact - Del Paso Road and Natomas Boulevard.
[DEIR, Impact 4.2-18(b)]**

- a. Impact. Traffic from the Project would result in LOS "F" conditions in the a.m. peak hour and LOS "E" conditions in the p.m. peak hour with an increase in average delay of greater than 5 seconds at the Del Paso Road and Natomas Boulevard intersection. This is considered a significant impact.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the Del Paso Road and Natomas Boulevard intersection, the EIR recommended the following mitigation measure:

MM 4.2-18(b): Del Paso Road and Natomas Boulevard - The project applicant shall pay a fair share contribution to provide a westbound double left turn lane. This mitigation measure would reduce the cumulative impact of the Project to a less than significant level.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the cumulative traffic impacts of the Project on the referenced intersection. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Avoided/Lessened. Impacts of the Project relating to its cumulative traffic impacts on the intersection of Del Paso Road and Natomas Boulevard would be reduced to a less than significant level because the proposed mitigation measure would improve the LOS of the intersection as described in the EIR.

12. Cumulative Intersection Impact - East Commerce Way and New Market Drive. [DEIR, Impact 4.2-18(c)]

- a. Impact. Traffic from the Project would result in LOS "D" conditions in the p.m. peak hour at the intersection of East Commerce Way and New Market Drive. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the East Commerce Way and New Market Drive intersection, the EIR recommended the following mitigation measure:

MM 4.2-18(c): East Commerce Way and New Market Drive - The Project applicant shall pay a fair share contribution to implement mitigation measure 4.2-9(e). This mitigation measure would reduce the cumulative impact of the Project to a less than significant level.
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the cumulative traffic impacts of the Project on the referenced intersection. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to its cumulative traffic impacts on the intersection of East Commerce Way and New Market Drive would be reduced to a less than significant level because the proposed mitigation measure would improve the LOS of the intersection as described in the EIR.

13. Cumulative Intersection Impact - East Commerce Way and Road 3. [DEIR, Impact 4.2-18(d)]

- a. Impact. Traffic from the Project would result in LOS "F" conditions in the a.m. peak hour and LOS "E" conditions in the p.m. peak hour with an increase in average delay of greater than 5 seconds at the intersection of East Commerce Way and Road 3. This is considered a significant impact.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the East Commerce Way and Road 3 intersection, the EIR recommended the following mitigation measure:

MM 4.2-18(d): East Commerce Way and Road 3 - The Project applicant shall pay a fair share contribution to provide an eastbound double right turn lane and a northbound double left turn lane. That mitigation measure would reduce the cumulative impact of the Project to a less than significant level.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the cumulative traffic impacts of the Project on the referenced intersection. The Council hereby adopts such mitigation measure.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to its cumulative traffic impacts on the intersection of East Commerce Way and Road 3 would be reduced to a less than significant level because the proposed mitigation measure would improve the LOS of the intersection as described in the EIR.

14. Cumulative Impacts to Roadway Segment: El Centro Road at I-5 Overcrossing. [DEIR, Impact 4.2-19(a)]

- a. Impact. The Project will have cumulative impacts on the roadway segment at the El Centro Road/- I-5 Overcrossing: Traffic from the Project would degrade operations from LOS "E" to LOS "F" with an increase in volume-to-capacity ratio of greater than 0.02. This would be a significant impact.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project since the LOS would be reduced below LOS "C".

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the identified roadways segment of El Centro Road at the I-5 Overcrossing, the EIR recommended the following mitigation measures:

MM 4.2-19(a) El Centro Road -- I-5 Overcrossing: The Project applicant shall provide the appropriate right-of-way within the Project site to construct a North Natomas 2+ lane cross-section at this location. This will include 70 feet of right-of-way for road purposes, and appropriate slope easements. The applicant shall also provide for the eventual construction of the overcrossing by not encroaching with permanent structures within 40 feet of the dedication area. The applicant shall pay a fair share contribution toward the future lane reconfiguration of the overcrossing from two to four lanes. The lane reconfiguration shall not require widening of the planned overcrossing structure. This mitigation measure would reduce the impact of the Project and circulation alternative to a less than significant level.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the cumulative traffic impacts of the Project on the identified roadway segment to an acceptable LOS and reduced traffic volume, and still be feasible and consistent with the North Natomas Community Plan.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Cumulative impacts of the Project relating to a reduced LOS and acceptable traffic volume at the identified El Centro Road/I-5 Overcrossing roadway segment would be reduced to a less than significant level by requiring the applicant

to pay its fair share of the cost of reconfiguring the identified El Centro Road roadway segment with two additional lanes to improve the roadway's Level of Service.

15. Cumulative Impacts on Freeway Ramp Queuing. [DEIR, Impact 4.2-22]

- a. Impact. The Project would increase cumulative traffic volumes on the freeway exit ramp leading to the City street intersection at the SR 99 Northbound - Elkhorn Boulevard exit during the p.m. peak hour. Traffic from the Project would increase queue length beyond available storage capacity and the expected queue length associated with the cumulative scenario. This is considered a significant cumulative impact.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant cumulative environmental impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on freeway ramp queuing at SR 99 Northbound and the Elkhorn Boulevard exit during the p.m. peak hour, the EIR recommended the following mitigation measure:

MM 4.2-22(a) SR99 Northbound -- Elkhorn Boulevard Exit. The Project applicant shall contribute a fair share to provide a northbound double right turn lane. This would reduce the length of the queue from 2,383 feet to 933 feet in the p.m. peak hour. The expected queue length does not exceed the available storage capacity. This mitigation measure would reduce the impact to a less than significant level.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the cumulative traffic impacts of the Project on the SR99 Northbound - Elkhorn Boulevard Exit freeway ramp queue length. The Council hereby adopts such mitigation measure.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to its cumulative traffic impacts on the SR99 Northbound - Elkhorn Boulevard Exit ramp queue length would be reduced to a less than significant level because the proposed mitigation measure would add an additional right turn lane to reduce the queue length as described in the EIR.

Impact Category: Noise**16. Construction Noise Impacts. [DEIR, Impact 4.3-1]**

- a. **Impact.** Noise from construction activities at the Project would add to the noise environment in the immediate Project vicinity. Activities involved in typical construction would generate maximum noise levels ranging from 80 to 89 dB at a distance of 50 feet. Noise would also be generated by increased truck traffic on area roadways during the construction phase. Construction activities, such as the use of jackhammers and tractors, could expose occupants of nearby residences and commercial buildings to high levels of noise during the day. Private residences and buildings are located less than 0.1 mile east of the Project site, across East Commerce Way. Therefore, construction noise would be a short term potentially significant impact.
- b. **Findings Regarding Significance of Impact Prior to Mitigation.** The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. **Proposed Mitigation.** In order to reduce the above short term construction noise impact to a less than significant level, the EIR recommended the following:

4.3-1(a) Construction contractors shall locate fixed construction equipment such as compressors and generators as far as possible from sensitive receptors. Shroud or shield all impact tools, and muffle or shield all intake and exhaust ports on power construction equipment.

4.3-1(b): The Project applicant shall designate a disturbance coordinator and conspicuously post this person's number around the Project site and in adjacent public spaces. The disturbance coordinator will receive all public complaints about construction noise disturbances, be responsible for determining the cause of the complaint, and implement any feasible measures to be taken to alleviate the problem.
- d. **Findings Regarding Proposed Mitigation.** The Council finds that the mitigation measures described in subparagraph c. above are both reasonably feasible and appropriate in mitigating for the construction noise impacts of the Project on sensitive receptors located near the Project site. The Council hereby adopts such mitigation measure.
- e. **Findings Regarding Significance of Impact After Mitigation.** Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to its construction noise impacts on sensitive noise receptors would be reduced to a less than significant level because the proposed mitigation measures would reduce the short term noise generated by construction activities and designate a disturbance coordinator responsible for implementing noise reduction measures needed to alleviate any problems, as described in the EIR.

17. Stationary Noise Impacts to Exterior Areas of Existing Sensitive Receptors.
[DEIR, Impact 4.3-4]

- a. Impact. The Project could generate noise levels from onsite activities that could exceed the city's noise ordinance standards at existing and proposed residential uses from the use of HVAC mechanical equipment. Therefore, the project would result in a potentially significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the above noise impact to a less than significant level, the EIR recommended the following:

MM 4.3-4: All commercial heating, cooling and ventilation equipment shall be located within mechanical rooms where possible, or shielded from view with solid barriers or parapets.
- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the stationary noise impacts of the Project on sensitive receptors located near the Project site. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to the stationary noise impacts of heating, cooling and ventilation equipment on sensitive noise receptors would be reduced to a less than significant level because the proposed mitigation measures would reduce the noise generated by such equipment by containing or shielding the noise created by the equipment, as described in the EIR.

18. Impacts to Interior Noise Levels for New Sensitive Receptors. [DEIR, Impact 4.3-6]

- a. Impact. Under cumulative (2027) noise levels, the mixed use residential uses adjacent to East Commerce Way would be exposed to exterior noise levels of 72 dB Ldn that would require an exterior to interior noise level reduction of 27 dB to achieve an interior noise level of 45 dB Ldn. The proposed residential townhomes would be exposed to exterior traffic noise levels of 73-75 dB Ldn that would require an exterior to interior noise reduction of 28-30 dB to achieve an interior noise level of 45 dB. The proposed hotel would be exposed to exterior traffic noise levels of 78-80 dB Ldn, requiring an exterior to interior noise reduction of 33-35 dB to achieve an interior noise level of 45 dB. Therefore, the Project could expose new dwelling units to interior traffic noise levels in excess of the applicable interior noise level standards, resulting in a potentially significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the above noise impact to a less than significant level, the EIR recommended the following:

MM 4.3-6(a): Prior to the issuance of building permits for the proposed townhouses located within 600 feet of the Interstate 5 right of way, STC 35 windows shall be included in the Project design for review and approval of the City Building Official. Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the townhouse parcel. If the incorporation of STC 35 windows is not deemed adequate mitigation, the report shall recommend additional measures, which shall be incorporated into the site plan in order to reduce interior noise levels in the townhomes to a level at or below the City's 45 dB Ldn standard.

MM 4.3-6(b): Prior to the issuance of building permits for the proposed townhouses located within 600 feet of the Interstate 5 right-of-way, mechanical ventilation systems shall be included in the project design for the review and approval of the City Building Official. The use of mechanical ventilation systems would allow occupants to keep windows and doors closed to achieve acoustical isolation from Interstate 5 traffic noise. The systems should allow for the introduction of fresh outside air, without the requirement of open windows.

MM 4.3-6(c): STC 40 windows shall be included in the Project design for

the proposed hotel. Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the hotel parcel. If the incorporation of STC 40 windows is not deemed adequate mitigation, the report shall recommend additional measures, which shall be incorporated into the site plan in order to reduce interior noise levels in the hotel to a level at or below the City's 45 dB Ldn standard.

MM 4.3-6(d): Prior to the issuance of building permits for the residential portion of the mixed use residential units adjacent to East Commerce Way, STC 32 rated window assemblies shall be included in the Project design for the review and approval of the City Building Official.

Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the residential units adjacent to East Commerce Way. If the incorporation of STC 32 windows is not deemed adequate mitigation, the report shall recommend additional measures which shall be incorporated into the site plan in order to reduce interior noise levels to a level at or below the city's 45 dB Ldn standard.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measures described in subparagraph c. above are both reasonably feasible and appropriate in mitigating for the interior noise impacts on sensitive receptors located at the Project site. The Council hereby adopts such mitigation measure.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Avoided/Lessened. Impacts of the Project relating to the interior noise impacts on sensitive receptors at the Project site would be reduced to a less than significant level because the proposed mitigation measures would reduce the interior noise at such sensitive receptors through the required use of noise reducing window assemblies and noise analysis reports to confirm their effectiveness and attainment of the City's interior noise level standard of 45 dB Ldn.

Impact Category: Air Quality**19. Short-term increases of construction-generated emissions of criteria air pollutants. [DEIR, Impact 4.4-1]**

- a. **Impact.** Predicted emissions of NO_x associated with the initial development of the Project's Special Permit Area ("SPA") would not exceed the SMAQMD's significance threshold of 85 lbs/day. However, subsequent development of the Project could result in emissions of NO_x that could exceed SMAQMD's significance threshold, particularly during the initial grading and site preparation phase. As a result, short-term construction related emissions of ozone-precursor pollutants would be considered potentially significant. The total land area to be developed as part of the SPA would be approximately 12 acres. Assuming that one-quarter of the Project area would be disturbed on any given day, the maximum daily area of disturbance for the SPA would be approximately 3.08 acres. Based on this same assumption, maximum daily areas of disturbance in subsequent development phases could reach levels in excess of approximately 22 acres per day. While the SPA's development would be considered less than significant using SMAQMD criteria, the subsequent development activities could result in areas of daily ground disturbance that could exceed SMAQMD criteria of 15 acres. Because the Project does not include measures for the control of short-term increases of fugitive dust associated with construction, the impact would be considered significant.
- b. **Findings Regarding Significance of Impact Prior to Mitigation.** The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. **Proposed Mitigation.** In order to reduce the constructed generated emissions of ozone precursors and fugitive dust, the EIR recommended the following:

MM 4.4-1(a): The Project applicant/developer shall provide a plan for approval by the City, in consultation with SMAQMD, demonstrating that the heavy duty (>50 horsepower), off-road vehicles to be used in the construction project, including owned, leased, and subcontractor vehicles, will achieve a project-wide fleet average 20% NO_x reduction and 45% particulate reduction compared to the most recent CARB fleet average at the time of construction. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, particulate matter traps, engine retrofit technology, after-treatment products, and/or such other options as become available.

MM 4.4-1(b): The Project applicant/developer shall submit to the City and

SMAQMD a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 horsepower, that will be used an aggregate of 40 or more hours during any portion of the Project. The inventory shall be updated and submitted monthly throughout the duration of the Project, except that an inventory shall not be required for any 30-day period in which no construction operations occur. At least 48 hours before subject heavy duty off-road equipment is used, the Project representative shall provide the SMAQMD with the anticipated construction timeline including start date, and the name and phone number of the Project manager and on-site foreman.

MM 4.4-1(c): The Project applicant/developer shall ensure that emissions from off-road diesel powered equipment used on the Project site do not exceed 40 percent opacity for more than three minutes in any one hour, as determined by an onsite inspector trained in visual emissions assessment. Any equipment found to exceed 40 Percent opacity (or Ringelmann 2.0) shall be repaired immediately, and the SMAQMD shall be notified of non-compliant equipment within 48 hours of identification. A visual survey of all in-operation equipment shall be made at least weekly, and a monthly summary of visual survey results shall be submitted throughout the duration of the construction project, except that the monthly summary shall not be required for any 30-day period in which no construction operations occur. The monthly summary shall include the quantity and type of vehicles surveyed, as well as the dates of each survey. The SMAQMD and/or other officials may conduct periodic site inspections to determine compliance.

MM 4.4-1(d): The applicant shall construct the Commerce Station project consistent with the development assumptions identified in the DEIR as follows:

- Development of the Special Permit Area (SPA) shall not exceed 168,786 square feet of mixed-use office uses within a three-year consecutive construction period.
- Prior to approval of the Planning Director Review, the applicant shall calculate the construction emissions associated with the development phase being considered. Subsequent development phases shall not commence until completion of the SPA development. In the event that construction would exceed the above stated development restrictions, the SMAQMD shall be notified and construction-related emissions shall be recalculated in accordance with the most current SMAQMD-recommended methodologies. Additional mitigation measures and/or offset fees, (to be calculated based on the most current SMAQMD-recommended fee structure at the time of development) shall be implemented to ensure that construction-generated emissions of NO_x would not exceed the SMAQMD's daily emission threshold of 85 lbs/day.

MM 4.4-1(e): Ground-disturbing activities (i.e. grading, trenching) shall not exceed a total disturbed area of 15 acres per day.

MM 4.4-1(f): Construction activities shall comply with SMAQMD's Rule 403, Fugitive Dust. As previously discussed, Rule 403 requires implementation of reasonable precautions so as not to cause or allow emissions of fugitive dust from being airborne beyond the property line of the Project site. In accordance with SMAQMD-recommended mitigation measures for the control of fugitive dust, reasonable precautions shall include, but shall not be limited to, the following:

- Apply water, a chemical stabilizer or suppressant, or vegetative cover to all disturbed areas, including storage piles that are not being actively used for construction purposes, as well as any portions of the construction site that remain inactive longer than a period of three months.*
- Water exposed surfaces sufficient to control fugitive dust emissions during demolition, clearing, grading, earth moving, or excavation operations. Actively disturbed areas should be kept moist at all times.*
- Cover all vehicles hauling dirt, sand, soil or other loose material or maintain at least two feet of freeboard in accordance with the requirements of California Vehicle Code Section 23114.*
- Limit or expeditiously remove the accumulation of project generated mud or dirt from adjacent public streets at least one every 24 hours when construction operations are occurring.*
- Limit onsite vehicle speeds on unpaved surfaces to 15 mph or less.*

d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measures described in subparagraph c. above are both reasonably feasible and appropriate in mitigating for the construction related air quality emissions impacts of the Project. The Council hereby adopts such mitigation measures.

e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to construction related air quality emissions would be avoided by requiring the Project applicant/developer to keep all soils moist during the construction period to reduce dust emissions, reduce emissions from off road vehicles and construction equipment, control opacity of diesel powered equipment, limit ground disturbing activities to no more than 15 acres per day, and complying with SMAQMD's Rule 403 in order to reduce the Project's construction related air quality impacts to a less than significant level.

Impact Category: Biological Resources**20. Impacts to Special-Status Species. [Initial Study, Impact 7.A.]**

- a. Impact. The Project area was designated for urban development in the NNCP and the City's General Plan and has been mass graded. All NBHCP mitigation fees were paid prior to the mass grading. However, should any special-status protected species of animals be found on site during construction activities, the NBHCP requires a biological survey to be performed and compliance with the mitigation measures stated in the NBHCP to address any potentially significant impacts to those species. The NBHCP listed 18 special-species with the potential to use the Project site for nesting or foraging habitat.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the Initial Study and EIR and finds that the above-referenced impact is a significant impact that could arise from the implementation of the Project.

- c. Proposed Mitigation. In order to reduce the Project's impacts on any special-status species that might be found at the Project site, the Initial Study and the EIR recommended the following:

MM-1: Prior to site disturbance, surveys shall be conducted for special-status species by a qualified biologist retained by the Project applicant and approved by the Development Services Department. Should any special-status species be identified, appropriate measures shall be implemented in compliance with the NBHCP (including implementation of Incidental Take Minimization Measures) for the review and approval of the Planning Director.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measure described in subparagraph c. above is both reasonably feasible and appropriate in mitigating for the potential impacts of the Project on special status species. The Council hereby adopts such mitigation measures.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Avoided/Lessened. Impacts of the Project relating to impacts on any special-status species found at the Project site would be avoided by requiring the Project applicant/developer to have a pre-construction survey performed by a qualified biologist prior to any site disturbance and the implementation of any measures required by the NBHCP if any such species are found on

the Project site, in order to reduce the Project's biological resources impacts to a less than significant level.

Impact Category: Cultural Resources

21. Impacts to Undiscovered Human Remains and Archeological Resources.
[Initial Study, Impact 14.A. to Impact 14.D.]

- a. Impact. The Project site is within an area known for previous Native American habitation, the disruption of undiscovered human remains and archeological resources on the site could potentially occur, even though various parts of the site have been surveyed several times by archeological consultants and significant cultural resources have not been found. Nonetheless, implementation of the Project could result in a potentially significant impact to cultural resources.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the Initial Study and EIR and finds that the above-referenced impact is a significant impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the Project's impacts on any undiscovered cultural resources that might be found at the Project site, the Initial Study and the EIR recommended the following:

MM-2a: Prior to issuance of grading permits, the applicant/developer shall submit plans to the Development Services Department for review and approval which indicate (via notation on the improvement plans) that if subsurface archaeological or historical remains (including unusual amounts of bones, stones or shells) are discovered during excavation or construction of the site, the applicant shall stop work immediately and a qualified archaeologist and a representative of the Native American Heritage Commission shall be consulted to develop, if necessary, further mitigation measures to reduce any archaeological impact to a less than significant level before construction continues.

MM-2b: If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment shall be conducted by qualified archaeologists who are either certified by the Society of Professional Archaeologists (SOPA) or who meet the federal standards as stated in the Code of Federal Regulations (36 C.F.R. 61) and Native American representatives who are approved by the local Native American community as scholars of their cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological site or historic architectural features are involved, all identification and treatment

is to be carried out by historical archaeologists or architectural historians. These individuals shall meet either SOPA or 36 C.F.R. 61 requirements. Identified cultural resources should be recorded on DPR 523 (A-J) historic resources recordation forms.

MM-2c: If human bone or bone of unknown origin is found during construction, all work shall stop in the vicinity of the find and the County Coroner shall be contacted immediately. If the remains are determined to be Native American, the Coroner shall notify the Native American Heritage Commission who shall notify the person it believes to be the most likely descendant. The most likely descendant shall work with the contractor to develop a program for re-interment of the human remains and any associated artifacts. No additional work is to take place within the immediate vicinity of the find until the identified appropriate actions have been carried out.

- d. Findings Regarding Proposed Mitigation. The Council finds that the mitigation measures described in subparagraph c. above are both reasonably feasible and appropriate in mitigating for the potential impacts of the Project on cultural resources. The Council hereby adopts such mitigation measures.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR, the Initial Study, and the entire Record before the Council, the Council finds that:
- (1) Impacts Avoided/Lessened. Impacts of the Project relating to impacts on cultural resources discovered at the Project site would be avoided or lessened by requiring the Project applicant/developer to have construction stopped in the vicinity of any find and a qualified archaeologist, historian, the County Coroner and Native American Heritage Commission notified and appropriate measures implemented in conjunction with them to avoid any significant impacts on cultural resources and human remains discovered during the course of Project construction, in order to reduce the Project's impacts to a less than significant level.

C. FINDINGS REGARDING SIGNIFICANT OR POTENTIALLY SIGNIFICANT IMPACTS FOR WHICH MITIGATION IS OUTSIDE THE CITY'S RESPONSIBILITY AND/OR JURISDICTION

Mitigation measures to mitigate, avoid, or substantially lessen the following significant and potentially significant environmental impacts of the Project are within the responsibility and jurisdiction of another public agency and not the City. Pursuant to Section 21081(a)(2) of the Public Resources Code and Section 15091(a)(2) of the CEQA Guidelines, the City Council, based on the evidence in the record before it, specifically finds that implementation of these mitigation

measures can and should be undertaken by the other public agency. The City will request, but cannot compel implementation of the identified mitigation measures described. The impact and mitigation measures and the facts supporting the determination that mitigation is within the responsibility and jurisdiction of another public agency and not the City are set forth below. Notwithstanding the disclosure of these impacts, the City Council elects to approve the Project due to the overriding considerations set forth below in the Statement of Overriding Considerations.

Impact Category: Traffic and Circulation

22. Freeway Ramp Junction - Del Paso Road Exit Ramp/I-5 Northbound. [DEIR, Impact 4.2-4(a)]

- a. Impact. Traffic from the Project would increase traffic volumes at freeway ramp junctions at the Del Paso Road Exit Ramp for I-5 Northbound. During the p.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F". Traffic volumes on the ramp would increase by 12.5%. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant and unavoidable environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise at the I-5 Northbound, Del Paso Road Exit Ramp, the following mitigation measure could be implemented:

MM 4.2-4(a): The Project applicant shall pay development fees for infrastructure projects as outlined in the North Natomas Finance Plan ("NNFP") as its required share of all freeway-related improvements. In addition to payment for freeway related improvements, ramps and interchanges, the North Natomas Finance Plan includes a share of the Downtown Natomas Airport Light Rail Extension (DNA) project costs. With several DNA light rail stations in close proximity to the Commerce Station site, the DNA project provides future congestion relief for both the I-80 and the I-5 freeways and is included in the Metropolitan Transportation Plan.

In conjunction with the North Natomas Community Plan ("NNCP") and the NNFP, in 1994 the City prepared the North Natomas Freeway-Related Improvements Study (the "Kittleson Report"), which analyzed freeway-related impacts associated with development of the NNCP. The Kittleson

Report recommended various improvements to the freeway mainlines, auxiliary lanes and interchanges and estimated that 43% of the cost for the proposed improvements are attributable to North Natomas. The Kittleson Report was discussed in further detail in the NNFP, which, in order to implement the Kittleson Report, provides that a portion of the PFF will be earmarked for the freeway-related improvements identified in the Kittleson Report.

Caltrans District 3 has a Draft District System Management Plan ("DSMP") that includes I-5 and SR 99 improvement projects near the Commerce Station site. The DSMP is the Vision Document for the District and has a 20 year planning horizon. The anticipated completion years of various DSMP projects are:

Interstate 5

2006 - Construct auxiliary lanes from Richards Blvd to Garden Highway
2008 - Construct northbound auxiliary lane from Del Paso Road to SR 99
2010 - Add SR 99 southbound on-ramp lane to SR 99 / I-5 Interchange
2010 - HOV lanes from Downtown Sacramento to I-5 / I-80 interchange
2016 - Reconstruct I-5 northbound / I-80 eastbound ramp
2019 - HOV connector between I-5/ I-80 interchange
2020 - HOV Lanes from Downtown Sacramento to Sacramento International Airport
2023 - HOV lanes from I-80 to Sacramento International Airport

State Route 99

2012 - Construct Elverta Road interchange
2015 - Expand Elkhorn Blvd. interchange to accommodate Elkhorn Blvd's widening
2024 - Construct lane in each direction from I-5 to Elkhorn Blvd.
Unknown - HOV lanes from I-5 interchange to SR 70

Some of these proposed freeway improvement projects are included in the Sacramento Area Council of Government's (SACOG) existing Metropolitan Transportation Plan (MTP) for preliminary engineering and environmental only. The MTP is a long-range plan that is based on growth and travel demand projections coupled with financial projections. The MTP lists hundreds of locally and regionally important projects. It is updated every three years, at which time projects can be added or deleted. SACOG uses the plan to help prioritize projects and guide regional transportation project funding decisions. The projects included in the MTP have not gone through the environmental review process and are not guaranteed for funding or construction. Regional traffic improvements have generally been funded in the past through bond measures, sales tax and other taxes rather than development fees.

The freeway improvement projects proposed by Caltrans are not currently approved and funded, but, consistent with the Kittleson Report, the applicant's payment of the PFF will satisfy its required share of the cost of such anticipated future improvements. Nevertheless, the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.

Consequently, payment of the PFF fees cannot assure that impacts on the I-5 Northbound exit Ramp to Del Paso Road will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share for freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors, the impacts of the Project on the I-5 Northbound Exit Ramp to Del Paso Road would remain significant and unavoidable.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the I-5 Northbound Exit Ramp to Del Paso Road to an acceptable LOS.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS on the I-5 Northbound Exit Ramp to Del Paso Road would be lessened by paying the PFF fee pursuant to the NNFP, but this would not lessen the impact to a less than significant level.
 - (2) Implementation of the listed "DSMP" freeway specific mitigation measures are within the responsibility and jurisdiction of Caltrans and can and should be undertaken by Caltrans.
 - (3) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS on the I-5 Northbound Exit Ramp to Del Paso Road.

23. Freeway Weaving Segment. [DEIR, Impact 4.2-6]

- a. Impact. The Project would increase traffic volumes on the freeway weaving segment. The changes in freeway weaving segment operating conditions exceed the standards of significance for impacts to freeway weaving segments during the a.m. peak hour.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise on the freeway weaving segment during the a.m. peak hour, the following mitigation measure could be implemented:
- MM 4.2-6: Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the Project applicant will insure that the Project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion. Consequently, payment of the PFF cannot assure that impacts on the freeway weaving segment will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act defines "feasible" for these purposes as capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social and technological factors, the impacts of the Project on the freeway weaving segment would remain significant and unavoidable.*
- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the freeway weaving segment to an acceptable LOS and reduced traffic volume.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS and acceptable traffic volume on the freeway weaving segment would be lessened by paying the PFF fee pursuant to the NNFP, but this would not lessen the impact to a less than significant level.
- (2) Implementation of the listed "DSMP" freeway specific mitigation measures are within the responsibility and jurisdiction of Caltrans and can and should be undertaken by Caltrans.
- (3) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS and acceptable traffic volume on the freeway weaving segment.

24. Freeway Mainline Impacts. [DEIR, Impact 4.2-20]

- a. Impact. The Project will have cumulative impacts on the following freeway mainline segments:
 - (1) I-5 Northbound from Arena Boulevard to Del Paso Road: During the p.m. peak hour, traffic from the Project would add traffic volume to a freeway segment already operating at LOS "F". Traffic volumes would increase by 0.05%. This is considered a significant impact.
 - (2) I-5 Southbound from SR((to Del Paso Road: During the a.m. and p.m. peak hours, traffic from the Project would add traffic volume to a freeway mainline segment already operating at LOS "F". Traffic volumes would increase by 0.06% during the a.m. peak hour and 0.2% during the p.m. peak hour. This would be a significant impact.
 - (3) SR99 Northbound from I-5 to Elkhorn Boulevard: During the p.m. peak hour, traffic from the Project would add traffic volume to a freeway mainline segment already operating at LOS "F." Traffic volumes would increase by 0.1 percent. This is considered a significant impact.
 - (4) SR99 Northbound - North of Elkhorn Boulevard: During the p.m. peak hour, traffic from the Project would add traffic volume to a segment already operating at LOS "F." Traffic volume would increase by 0.5 %. This is considered a significant impact.
 - (5) SR99 Southbound - North of Elkhorn Boulevard: During the a.m. peak hour, traffic from the Project would add traffic volume to a segment already operating at LOS "F." Traffic volumes would increase by 0.5%. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could

arise from the implementation of the Project since the LOS would be reduced below LOS "C"..

- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the identified I-5 Northbound, I-5 Southbound, SR99 Northbound and SR99 Southbound freeway mainline segments, the EIR recommended the following mitigation measure:

MM 4.2-20: Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF fee by the Project applicant will insure that the Project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and ongoing policy developments that may favor other approaches to addressing freeway congestion. Consequently, payment of the PFF fee cannot assure that impacts on the listed freeway mainline segments will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF fee. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvements and because the California Environmental Quality Act defines "feasible" for these purposes as capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the listed freeway mainline segments would remain significant and unavoidable.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the identified freeway mainline segments to an acceptable LOS and reduced traffic volume.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS and acceptable traffic volume on the five identified freeway mainline segments would be lessened by paying the PFF fee pursuant to the NNFP, but would not lessen the impacts to a less than significant level because it would not guarantee that the necessary freeway mainline improvement projects would be built within a reasonable period of time by Caltrans.

- (2) Implementation of the listed "DSMP" freeway specific mitigation measures are within the responsibility and jurisdiction of Caltrans, and can and should be undertaken by Caltrans.
- (3) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS and acceptable traffic volumes on the five identified freeway mainline segments.

25. Cumulative Freeway Ramp Junctions. [DEIR, Impact 4.2-21]

- a. Impact. The Project will have cumulative impacts on the eight (8) following freeway ramp junctions:
 - (1) I-5 Northbound - Del Paso Road Exit Ramp. During the a.m. and p.m. peak hours, traffic from the Project would add traffic volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (2) I-5 Northbound - Del Paso Road Eastbound Entrance Ramp. During the a.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (3) I-5 Southbound - SR99 Entrance Ramp. During the a.m. and p.m. peak hours, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (4) I-5 Southbound - Del Paso Road Exit Ramp. During the a.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (5) SR99 Northbound - I-5 Southbound Entrance Ramp. During the a.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (6) SR99 Northbound - Elkhorn Boulevard Exit Ramp. During the p.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (7) SR99 Southbound - Elkhorn Boulevard Exit Ramp. During the a.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.
 - (8) SR99 Southbound - Elkhorn Boulevard Westbound Entrance Ramp. During the p.m. peak hour, traffic from the Project would add volume to a ramp junction already operating at LOS "F." This is considered a significant impact.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant cumulative environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the eight (8) identified I-5 Northbound, I-5 Southbound, SR99 Northbound and SR99 Southbound freeway ramp junctions, the EIR recommended the following mitigation measure:
- MM 4.2-21: Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF fee by the Project applicant will insure that the Project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and ongoing policy developments that may favor other approaches to addressing freeway congestion. Consequently, payment of the PFF fee cannot assure that impacts on the identified freeway ramp junctions will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF fee. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvements and because the California Environmental Quality Act defines "feasible" for these purposes as capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the listed freeway ramp junctions would remain significant and unavoidable.*
- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the identified freeway ramp junctions to an acceptable LOS and reduced traffic volume.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
- (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS and acceptable traffic volume on the eight (8) identified freeway ramp junctions would be lessened by paying the PFF fee pursuant to the NNFP, but would not lessen the impacts to a less than significant level because it would not guarantee that the

necessary freeway mainline improvement projects would be built within a reasonable period of time by Caltrans.

- (2) Implementation of the listed "DSMP" freeway specific mitigation measures are within the responsibility and jurisdiction of Caltrans and can and should be undertaken by Caltrans.
- (3) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS and acceptable traffic volumes on the eight (8) identified freeway ramp junctions.

26. Cumulative Impacts on Freeway Weaving Segment. [DEIR, Impact 4.2-23]

- a. Impact. The Project would increase cumulative traffic volumes on the freeway weaving segment. The changes in freeway weaving segment operating conditions exceed the standards of significance for impacts to freeway weaving segments during the a.m. peak hour. This is considered a significant cumulative impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant cumulative environmental impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the freeway weaving segment during the a.m. peak hour, the EIR recommended the following mitigation measure:

MM 4.2.-23 Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF fee by the Project applicant will insure that the Project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and ongoing policy developments that may favor other approaches to addressing freeway congestion. Consequently, payment of the PFF fee cannot assure that impacts on the freeway weaving segment will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF fee. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvements and because the California Environmental Quality Act defines "feasible" for these purposes as capable of being accomplished in a successful manner within a reasonable period of time, taking into

account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the freeway weaving segment would remain significant and unavoidable.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the cumulative traffic impacts of the Project on the freeway weaving segment to an acceptable LOS and reduced traffic volume.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
- (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS and acceptable traffic volume on the freeway weaving segment would be lessened by paying the PFF fee pursuant to the NNFP, but would not lessen the impacts to a less than significant level because it would not guarantee that the necessary freeway mainline improvement projects would be built within a reasonable period of time by Caltrans.
 - (2) Implementation of the listed "DSMP" freeway specific mitigation measures are within the responsibility and jurisdiction of Caltrans and can and should be undertaken by Caltrans.
 - (3) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS and acceptable traffic volumes on the freeway weaving segment.

D. FINDINGS REGARDING SIGNIFICANT OR POTENTIALLY SIGNIFICANT IMPACTS FOR WHICH MITIGATION MEASURES FOUND TO BE INFEASIBLE.

Mitigation measures to mitigate, avoid, or substantially lessen the following significant and potentially significant environmental impacts of the Project have been identified. However, pursuant to Section 21081(a)(3) of the Public Resources Code and Section 15091(a)(3) of the CEQA Guidelines, as to each such impact and mitigation measure, the City Council, based on the evidence in the record before it, specifically finds that the mitigation measures are infeasible. The impact and mitigation measures and the facts supporting the finding of infeasibility of each such mitigation measure are set forth below. Notwithstanding the disclosure of these impacts and the finding of infeasibility, the City Council elects to approve the Project due to overriding considerations as set forth below in the Statement of Overriding Considerations.

Impact Category: Traffic and Circulation**27. Cumulative Impacts to Road Segments at Del Paso and East Commerce Way. [DEIR, Impacts 4.2-19(b) and 4.2-19(c)]**

- a. Impact. The Project will have cumulative impacts on the following roadway segments:
- (i) Del Paso Road - I-5 to East Commerce Way: Traffic from the Project would degrade operations from LOS "D" to LOS "E" with an increase in volume-to-capacity ratio of greater than 0.02. This would be a significant impact.
 - (ii) East Commerce Way - Del Paso Road to New Market Drive: Traffic from the Project would result in LOS "D" conditions. This would be a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant environmental impact that could arise from the implementation of the Project since the LOS would be reduced below LOS "C".
- c. Proposed Mitigation. In order to reduce the cumulative impacts of the Project on the identified roadway segments of Del Paso Road and East Commerce Way, the EIR recommended the following mitigation measures:
- MM 4.2-19(b) Del Paso Road -- I-5 to East Commerce Way: The Project applicant shall widen the roadway from six lanes to eight lanes. This improvement is considered infeasible, as the widening is inconsistent with the North Natomas Community Plan. Therefore, the impact is significant and unavoidable.*
- MM 4.2-19(c) East Commerce Way -- Del Paso Road to New Market Way: The Project applicant shall widen the roadway from six lanes to eight lanes. This improvement is considered infeasible, as the widening is inconsistent with the North Natomas Community Plan. Therefore, the impact is considered significant and unavoidable.*
- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the cumulative traffic impacts of the Project on the identified roadway segments to an acceptable LOS and reduced traffic volume, and still be feasible and consistent with the North Natomas Community Plan.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Cumulative Impacts Reduced. Cumulative impacts of the Project relating to a reduced LOS and acceptable traffic volume on the three identified roadway segments could be lessened by widening the two identified roadway segments to improve their Level of Service, but that such widening would be infeasible and would be inconsistent with the North Natomas Community Plan. Consequently, such mitigation measures will not be imposed on the Project.
- (2) Remaining Cumulative Impacts. The environmental, economic, social and other benefits of the Project override the cumulative impacts of the Project relating to a reduced LOS and acceptable traffic volumes on the two identified roadway segments.

E. FINDINGS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS.

The following significant and potentially significant environmental impacts of the Project, including cumulative impacts, are unavoidable and cannot be mitigated in a manner that would substantially lessen the significant impact. Notwithstanding the disclosure of these impacts, the City Council elects to approve the Project due to overriding considerations as set forth below in the Statement of Overriding Considerations.

Impact Category: Traffic and Circulation

**28. Roadway Segment - Del Paso Road - from I-5 to East Commerce Way.
[DEIR, Impact 4.2-2(a)]**

- a. Impact. Traffic from the Project would result in LOS "F" conditions on Del Paso Road between I-5 and East Commerce Way. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant and unavoidable environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise on Del Paso Road from I-5 to East Commerce Way, the following mitigation measure could be considered:

MM 4.2-2(a): Del Paso Road from I-5 to East Commerce Way. The project applicant shall widen the roadway from six lanes to ten lanes. This improvement is considered infeasible, as the widening is inconsistent with

the North Natomas Community Plan (see Subsection D, above, FINDINGS REGARDING SIGNIFICANT OR POTENTIALLY SIGNIFICANT IMPACTS FOR WHICH MITIGATION MEASURES FOUND TO BE INFEASIBLE). Acceleration of the implementation of the El Centro Road overcrossing would reduce the severity, but not fully mitigate the impact. Therefore, the impact is considered significant and unavoidable.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the roadway segment of Del Paso Road between I-5 and East Commerce Way to an acceptable LOS. The Council further finds that widening Del Paso Road from six to ten lanes is not feasible as it would be inconsistent with the North Natomas Community Plan
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS on Del Paso Road between I-5 and East Commerce Way would be lessened by accelerating the construction of the El Centro Road overcrossing to improve the LOS, but this would not lessen the impact to a less than significant level.
 - (2) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS "F" on the segment of Del Paso Road between I-5 and East Commerce Way.

29. Roadway Segment - East Commerce Way - from Del Paso Road to New Market Drive. [DEIR, Impact 4.2-2(b)]

- a. Impact. Traffic from the Project would result in LOS "E" conditions on East Commerce Way between Del Paso Road and New Market Drive. This is considered a significant impact.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and the Record, and finds that the above referenced impact is a significant and unavoidable environmental impact that could arise from implementation of the Project.
- c. Proposed Mitigation. In order to mitigate for the possibility that unacceptable traffic conditions would arise on the East Commerce Way roadway segment from Del Paso Road to New Market Drive, the following mitigation measure could be considered:

4.2-2(b): The Project applicant could widen the roadway segment of East Commerce Way from six lanes to eight lanes. However, that improvement is considered infeasible, as widening is inconsistent with the North Natomas Community Plan (see Subsection D, above, FINDINGS REGARDING SIGNIFICANT OR POTENTIALLY SIGNIFICANT IMPACTS FOR WHICH MITIGATION MEASURES FOUND TO BE INFEASIBLE). In addition, acceleration of the implementation of the El Centro Road overcrossing would reduce the severity, but not fully mitigate the impact.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the traffic impacts of the Project on the roadway segment of East Commerce Way between Del Paso Road and New Market Drive to an acceptable LOS. The Council further finds that it would not be feasible to widen East Commerce Way from six to eight lanes as that would not be consistent with the North Natomas Community Plan.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
- (1) Impacts Reduced. Impacts of the Project relating to a reduced LOS on East Commerce Way between Del Paso Road to New Market Drive would be lessened by accelerating the construction of the El Centro Road overcrossing to improve the LOS, but this would not lessen the impact to a less than significant level.
 - (2) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to a reduced LOS "E" on the East Commerce Way roadway segment between Del Paso Road and New Market Drive.

Impact Category: Air Quality.

30. Long-term Increases of Criteria Air Pollutants. [DEIR, Impact 4.4-2]

- a. Impact. Initial development of the Project's special permit area ("SPA") would not result in total predicted emissions of ROG or NOx that would exceed the SMAQMD threshold of 65 lbs/day. As subsequent development of the Project occurs, total project-generated operational emissions at buildout are expected to exceed SMAQMD thresholds for ozone precursor pollutants (i.e., ROG and NOx). This impact would be considered significant.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the long term increases of criteria air pollutants from the Project, the EIR recommended the following:
- MM 4.4-2: Prior to the issuance of the project's first grading permit, the Project applicant will obtain written endorsement from the SMAQMD for an air quality mitigation plan ("AQMP"). In accordance with SMAQMD recommendations, the AQMP shall achieve a minimum overall reduction of 15% in the Project's anticipated operational NO_x and ROG emissions. SMAQMD recommended measures and corresponding emissions reduction benefits are identified in SMAQMD's Guidance for Land Use Emission Reductions, which has been included in Appendix B of DEIR Appendix D, Air Quality Impact Assessment. Available measures to be included in the AQMP include, but are not limited to, the following:*
- Commercial and Public Facilities
- Provide preferential carpool/vanpool parking spaces.
 - Provide transit facility improvements (e.g., pedestrian shelters, route information, benches, and lighting).
 - Provide bicycle storage/parking facilities.
 - Provide shower/locker facilities.
 - Provide incentives to employees to rideshare or take public transportation.
 - Provide a parking lot that provides clearly marked and shaded pedestrian pathways between transit facilities, pedestrian walkways and trails, and building entrances.
- Residential Use
- Prohibit use of wood-burning stoves or fireplaces within interior and exterior areas. Install only USEPA certified gas-fired fireplaces.
 - Install Energy Star or ground source heat pumps.
 - Install Energy Star labeled roof materials.
 - Exceed Title 24 energy standards.
 - Include incentives for purchasers of new residential dwellings to incorporate solar-powered energy systems.
- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the long-term increases of criteria air pollutants from the Project to a less than significant level, and that the Project's impacts would remain significant and unavoidable.

- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:

- (1) Impacts Reduced. Impacts of the Project relating to long-term increases in criteria air pollutants would be reduced by the foregoing mitigation measures, but not to a less than significant level because specific levels of reduction would be dependent on the mitigation measures ultimately selected and the degree to which they are incorporated into the Project design and operation. Some emission reduction measures, such as the incorporation of mixed-use development and locating residential uses near existing/planned public transit services, have already been incorporated into the project design. However, even with implementation of recommended emission reduction measures, predicted operational emissions of ROG and NOx would still be anticipated to exceed SMAQMD's significance threshold of 65 lbs/day.
- (2) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to long-term increases in criteria air pollutants from the Project at buildout.

31. Cumulative Contribution to Regional Air Quality Conditions. [DEIR, Impact 4.4-5]

- a. Impact. The Sacramento Valley Air Basin is classified as non-attainment for ozone and PM10. As noted above, both short term and long term operational emissions at the Project would exceed SMAQMD significance thresholds. In addition, the Project would result in a change in land use and a possible increase in basin-wide vehicles miles traveled ("VMT".) Therefore, any Project-generated increases in VMT could conflict with emissions inventories contained in regional air quality attainment plans and contribute, on a cumulative basis, to the region's existing and/or projected non-attainment status. As a result, increases in regional criteria air pollutants would be considered significant.
- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the cumulative contribution to regional criteria air pollutants by the Project, the EIR recommended the following:

MM 4.4-5(a): Implement Mitigation Measures 4.4-1(a) through 4.4-1(f) and 4.4-2.

MM 4.4-5(b): The City of Sacramento shall coordinate with the SMAQMD and SACOG to ensure that increases in vehicles miles traveled (VMT) attributable to the proposed project are accounted for in the VMT calculations used for the development of regional emissions inventories.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the cumulative contribution to regional air quality conditions from the Project to a less than significant level, and that the Project's impacts would remain significant and unavoidable.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
- (1) Impacts Reduced. Impacts of the Project relating to its cumulative contribution to regional air quality conditions would be reduced by the foregoing mitigation measures, but not to a less than significant level because specific levels of reduction would be dependent on the mitigation measures ultimately selected and the degree to which they are incorporated into the Project design and operation. Some emission reduction measures, such as the incorporation of mixed-use development and locating residential uses near existing/planned public transit services, have already been incorporated into the project design. However, even with implementation of recommended emission reduction measures, the predicted cumulative contribution to regional air quality conditions of the Project would remain significant and unavoidable.
 - (2) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to its cumulative contribution to regional air quality conditions.

Impact Category: Hydrology, Water Quality and Drainage

32. Exposure of People and Structures to Flood Hazards on the Project Site.
[DEIR, Impact 4.5-1]

- a. Impact. The Project area is protected by a comprehensive reservoir, dam, levee and bypass system designed to protect the region from the floodwaters of the American River and the Sacramento River. In 2006, the U.S. Army Corps of Engineers issued a letter stating that it could no longer support the certification of the levees in the Natomas Area as

providing a 100-year level of flood protection. SAFCA is currently working with State and federal agencies to improve the Natomas Basin levee system to 100-year protection, and intends to reach 200-year protection in the future. While there is reasonable certainty that the levee improvements would be in place to provide 100-year flood protection within the next 3 to 5 years, it is possible that some structures or homes could be in place before implementation of all levee improvements that would provide 100-year flood protection. Should that occur, a significant and unavoidable exposure to flood hazard impacts could exist for a short period of time.

- b. Findings Regarding Significance of Impact Prior to Mitigation. The Council concurs with the reasoning stated in the EIR and finds that the above-referenced impact is a significant impact that could arise from the implementation of the Project.
- c. Proposed Mitigation. In order to reduce the Project's exposure of people and structures to flood hazards at the Project site, the EIR recommended the following:

MM 4.5-1: If the North Natomas Area is remapped by FEMA into an AE zone, AR Zone or A99 Zone, then (1) the City shall require development within the Project site to comply with all applicable building and design regulations identified by FEMA and the City of Sacramento's Floodplain Management Ordinance in existence at the date of issuance of building permits pertaining to the applicable remapped zone; (2) the Project applicant shall participate in a funding mechanism such as an assessment district established by SAFCA and/or the City for the purpose of implementing measures that would provide no less than 100-year flood protection including the North Natomas Area, or for that portion of the Natomas Basin requiring re-certification for 100-year flood protection including the Project site provided such funding mechanism is (i) based on a nexus study; (ii) is regional in nature; (iii) is proportionate; (iv) complies with all applicable laws and ordinances; and (3) the requirements of the applicable FEMA zone and corresponding requirements under the City of Sacramento's Floodplain Ordinance shall be satisfied prior to the issuance of building permits for the Project. Any future homeowners within the flood zone shall maintain federal flood insurance, as required under the applicable FEMA and City of Sacramento Floodplain Management Ordinance regulations. Under any of the three scenarios (AE, AR, A99 Zone), homebuilders within the flood zone area shall disclose to all prospective buyers, lenders, bondholders and insurers of the Property through written disclosure, prior to the sale of units, that the U.S. Army Corps of Engineers has determined that the levees protecting the Natomas Basin may not provide flood protection from a 100-year or greater storm event until the levees are recertified as providing 100-year

storm protection. The above measures shall terminate upon the first recertification of the levees by the U.S. Army Corps of Engineers.

- d. Findings Regarding Proposed Mitigation. The Council finds that there are no additional mitigation measures in addition to those described in subparagraph c. that would be both reasonably feasible and appropriate to reduce the exposure of people and structures to flood hazards to a less than significant level, and that the Project's impacts would remain significant and unavoidable.
- e. Findings Regarding Significance of Impact After Mitigation. Based on the EIR and the entire Record before the Council, the Council finds that:
 - (1) Impacts Reduced. Impacts of the Project relating to the exposure of people and structures to flood hazards would be reduced by the foregoing mitigation measures, but not to a less than significant level because specific levels of reduction would be dependent on the mitigation measures ultimately selected and the degree to which they are incorporated into the Project design and operation. Even with implementation of the recommended mitigation measures, the exposure of people and structures to flood hazards cannot be reduced to a less than significant level until the SAFCA levee improvements are completed and the U.S. Army Corps of Engineers re-certifies the levee system as providing a minimum of 100-year flood protection. Consequently, this impact would remain significant and unavoidable.
 - (2) Remaining Impacts. The environmental, economic, social and other benefits of the Project override the remaining impacts of the Project relating to its exposure of people and structures to flood hazards at the Project site.

F. FINDINGS RELATED TO THE RELATIONSHIP BETWEEN LOCAL SHORT-TERM USES OF THE ENVIRONMENT AND MAINTENANCE AND ENHANCEMENT OF LONG-TERM PRODUCTIVITY.

Based on the EIR and the entire record before the City Council, the City Council makes the following findings with respect to the Project's balancing of local short-term uses of the environment and the maintenance of long-term productivity:

- 1. As the Project is implemented over time, certain impacts would occur on a short term level. Such short term impacts are discussed fully above. Such short term impacts include, without limitation, impacts relating to noise, air quality, exposure to flood risk and traffic increases due to the Project, although measures have been and will be incorporated both in the Project to lessen these impacts.

2. The long term implementation of the Project would serve to balance the need for economic development, office uses, commercial uses, mixed uses and housing at the Project and surrounding areas with maintenance of long-term economic development, air quality, and protection of the environment from uncontrolled sprawl. Notwithstanding the foregoing, some long term impacts would result. These impacts include adverse impacts on air quality and increased traffic congestion. However, implementation of the Project would provide many long term benefits, including, without limitation, greater economic productivity, the creation of high density residential and office development along a future light rail line and near a light rail station, as well as shopping center near the future light rail line, development of an infill site and reduction of pressure for the development of outlying areas.
3. Although there are short term adverse impacts from the Project, the short and long term benefits of the Project justify its immediate implementation.

G. PROJECT ALTERNATIVES.

CEQA requires the City to consider the feasibility of any environmentally superior alternatives to the Project, as proposed. An evaluation must be made by the City as to whether one or more of these alternatives could substantially lessen or avoid the unavoidable significant environmental effects. (*Citizens for Quality Growth v. City of Mount Shasta* (1988) 198 Cal.App.3d 433, at 443-445 [243 Cal. Rptr. 727]; see also Public Resources Code, Section 21002.) An EIR is required to evaluate a reasonable range of alternatives that would attain most of the basic objectives of the proposed project, but would avoid or substantially lessen the significant effects of the project under review. (CEQA Guidelines, Section 15126.6)

In preparing and adopting findings, a lead agency need not necessarily address the feasibility of both mitigation measures and environmentally superior alternatives when contemplating approval of a proposed project with significant impacts. Where a significant impact can be mitigated to an acceptable level (i.e., can be substantially lessened) solely by the adoption of mitigation measures, the agency, in drafting its findings, has no obligation even to consider the feasibility of environmentally superior alternatives, even if their impacts would be less severe than those of the proposed project as mitigated. (*Laurel Hills Homeowners Association v. City Council* (1978) 83 Cal.App.3d 515, 521 [147 Cal.Rptr. 842]; see also, *Laurel Heights Improvement Association of San Francisco, Inc. v. Regents of the University of California* (1988) 47 Cal.3d 376, 400-403 [253 Cal.Rptr. 426]; *Kings City Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 730-731 [270 Cal.Rptr. 650]; see also Public Resources Code, Section 21002.)

Additionally, factors such as site suitability, availability of infrastructure, general plan consistency, other plans or regulatory limitations, jurisdictional boundaries, and site accessibility and control should also be considered and evaluated in the assessment of alternatives.

The Project objectives are:

- To construct a high quality mixed use office, retail, hospitality and residential development on property located in the North Natomas Community Plan adjacent to Interstate 5.
- To promote the development of regional commercial uses adjacent to the Del Paso Road Interchange to meet current commercial needs.
- To promote the development of high quality office opportunities through the construction of low and mid-rise buildings to meet current and future office needs.
- To foster economic and employment opportunities within the City of Sacramento through the development of underutilized property within the North Natomas Community Plan area.
- To encourage office, retail and residential development patterns that will support a proposed light rail station at the intersection of East Commerce Way and Club Center Drive.
- To provide the necessary circulation and infrastructure improvements to accommodate development of the property.
- To promote strong architectural and design features that are both compatible with adjacent uses while also providing unique identity for the Project as a whole.

The alternatives to the Project need to feasibly attain most of the basic objectives of the Project, but avoid or substantially lessen any of the significant effects of the Project. Potential significant environmental impacts of the Project include:

- Traffic and Circulation: The proposed Project would result in increased traffic congestion that would have significant adverse effects on intersections and freeway ramps and segments.
- Noise: The proposed Project would result in noise from construction and operation of the Project.
- Air Quality: The proposed Project would attract additional vehicles to the area, resulting in increased long-term emissions, and construction activities would increase temporary air pollutant emissions.
- Hydrology, Water quality and Drainage: The proposed Project would expose buildings and people to flood risks.

The City Council has considered the Project alternatives presented and analyzed in the Final EIR and presented during the comment period and public hearing process. Some of those alternatives have the potential to avoid or reduce certain significant or potentially significant environmental impacts, as set forth below. The City Council finds, based on specific economic, legal, social, technological, or other considerations, that those alternatives were infeasible as set forth below.

The EIR evaluated two alternatives to the Project: (i) the No Project-No Build Alternative; and (ii) the No Project-Buildout Pursuant to Existing Designations Alternative. Under the No Project-No Build Alternative the Project site would remain vacant, undeveloped land. However, as the Project site is entitled to develop under a development agreement with urban uses based on the existing land use designations, a denial of the proposed Project would still likely result in the proposal of another project. Under the No Project-Buildout Pursuant to Existing Designations Alternative, the Project site would be developed pursuant to the existing land use designations contained in the North Natomas Community Plan and existing zoning designations, as vested by the development agreement.

a. No Project - No Build Alternative.

The CEQA Guidelines require that a no project alternative be evaluated in comparison to the Proposed Project. The No Project - No Build Alternative is defined as the continuation of the existing condition of the Project site as vacant, undeveloped land. The No Project - No Build Alternative would not meet any of the identified objectives of the Project.

The No Project - No Build Alternative's implementation would not need any changes to the existing City land use designations, so there would not be any land use impacts. However, the site would remain in a vacant condition and would result in a lack of retail and employment opportunities for nearby residents. The No Project - No Build alternative would eliminate the need for expansion of surrounding roadways to accommodate the Project, and thereby have reduced impacts on transportation and circulation as compared to the Project. Potential noise impacts would also be eliminated by the No Project - No Build Alternative because construction would not occur; therefore, noise and vibration impacts would not result, nor would increased traffic and other operational noise impacts result. Existing air quality conditions remain under the No Project - No Build Alternative, since the site would remain vacant and no pollution emissions would be generated. No impacts to hydrology and flood risk would result from the No Project - No Build Alternative, since no new structures or people would be exposed to an increased risk of flooding.

b. No Project - Buildout Pursuant to Existing Designations Alternative

Under the No Project - Buildout Pursuant to Existing Designations Alternative (the "Existing Designations Alternative"), the Project site would be developed at lower Employment Center densities than the proposed Project. In addition, the Existing Designations Alternative would not include a shopping center or park component. Instead, there would be up to 2,172,412 square feet of office development, compared to the Project's 3,267,068 square feet of office, retail, support retail, hospitality, and residential uses. Thus, the Existing Designations Alternative would reduce the square footage of potential total development by 1,094,656 square feet at the project site. Notwithstanding this reduced intensity of use of the land, the Existing Designations Alternative would allow the site to be developed for employment uses and meet many,

but not all, of the identified project objectives listed above.

There would be no impacts to land uses under the Existing Designations Alternative since it would implement the current, existing land uses applicable to the Project site and vested under the development agreement. Transportation and circulation impacts under the Existing Designations Alternative would be reduced, since baseline trips would be reduced by 19,044 trips per day and cumulative traffic trips would be reduced by 16,716 trips per day. Notwithstanding the reduction in trips per day, the Existing Designations Alternative would still have significant impacts to study intersections, roadway segments, and freeway facilities. The impact to the Del Paso Road and Natomas Boulevard intersection would remain significant and unavoidable, as would the impact to the roadway segment of Del Paso Road from I-5 to East Commerce Way, as well as impacts to the freeway ramp junctions and freeway weaving segment. However, the Existing Designations Alternative would have a less than significant impact on the freeway mainline, on freeway ramp queuing, and on transit systems. Overall traffic impacts from this Alternative would be generally reduced as compared to the proposed Project.

Due to its reduced traffic, the Existing Designations Alternative would have reduced operational noise impacts compared to the proposed Project. However, construction noise impacts would remain similar, but overall noise impacts reduced. Due to its reduction in the number of vehicle trips, the existing Designations Alternative would have fewer air pollution emissions from project-related traffic. In addition, because the land use entitlements and designations are not being altered, the emissions produced from the site's development would be in substantial conformance with the amounts projected in existing air quality attainment plans. Therefore, while the Existing Designations alternative would still contribute to existing air quality conditions, its overall impacts would be reduced as compared to the proposed Project. With regard to hydrology and exposure to flood risks, the existing Designations Alternative would still expose people and structures to flood risks. Under the Existing Designations alternatives, up to 8,900 employees would be at the Project site; the proposed Project would increase this to up to 9,474 employees. While the number of employees exposed to flood risks would be lower, the number of employees is nonetheless still substantial. Therefore, this impact would be similar to the proposed Project's hydrology and flood risk impacts.

c. Environmentally Superior Alternative.

The EIR concluded that the No Project - Buildout Pursuant to Existing Designations Alternative would be the environmentally superior alternative, since it would generate fewer trips, have reduced air quality and noise impacts, but have comparable hydrology and flood risk impacts. However, environmental considerations are not the only factors that must be considered by the public and decision-makers in deliberations on the proposed Project and the alternatives. Other factors of importance recognized by CEQA and the courts include urban design considerations, economics, social factors, and fiscal considerations.

Conclusion

The Council finds that none of the above Alternatives are feasible because they will not fully meet the Project's objectives as set forth above in these Findings. The No Project - No Build Alternative would result in the project site remaining vacant, but it would not achieve any of the Project objectives. The No Project - Buildout Pursuant to Existing Designations Alternative would achieve most of the enumerated Project objectives, but would not efficiently use the Project site in terms of density and intensity of use of the land. Consequently, unlike the proposed Project, the Existing Designations Alternative would not as adequately fulfill the City's desire to encourage and foster higher densities for infill development, thereby reducing the need to develop outlying areas.

H. FINDINGS REGARDING GROWTH-INDUCING AND CUMULATIVE IMPACTS.

As required by CEQA, the EIR evaluated the growth-inducing impacts of the Project and the cumulative impacts of the Project (CEQA Guidelines, Sections 15126.2). The significant growth-inducing and cumulative impacts are set forth in this Section H.

It should be noted that in some cases the impacts described in this Section H have been outlined in other sections above and appropriate mitigation imposed and findings made with respect thereto. For instance, impacts relating to the Project's air quality are described above. In such instances, additional mitigation measures may be unnecessary and the mitigation measures considered above are hereby incorporated by reference in this Section H.

1. Land Use.

Description: The EIR identified no additional significant land use impacts from the proposed Project. The Project's status as an infill project limits the potential for the Project to induce a substantial amount of unanticipated growth in the surrounding area. As such cumulative land use impacts of the Project remain less than significant.

Mitigation Measures: The mitigation measures expressed throughout the EIR mitigate, to the extent possible, any potential growth-inducing impacts of the Project.

Finding: The Council finds that the Project will not have any new, significant and unavoidable growth-inducing impacts not already examined in the EIR.

2. Traffic and Circulation.

Description: Increased traffic at the Project and the cumulative impacts thereof were discussed in the EIR at Impacts 4.2-18 through Impact 4.23-23. The Project would add more trips to roadway segments, and the projected vehicle trips would degrade service levels in North Natomas. Cumulative intersection impacts from the Project would occur at the following intersections:

- Del Paso Road / East Commerce Way
- Del Paso Road / Natomas Boulevard
- East Commerce Way / New Market Boulevard
- East Commerce Way / Road 3

Mitigation Measures: The mitigation measures adopted with respect to the impacts identified in Section X above are hereby incorporated by reference and specifically found to lessen and avoid the specific, as well as the general, cumulative traffic and circulation impacts of the Project on the four identified intersections.

Finding: Based on the EIR and the entire Record before the Council, the Council finds that the Project will not have significant cumulative impacts on the intersections at (i) Del Paso Road / East Commerce way; (ii) Del Paso Road / Natomas Boulevard; (iii) East Commerce Way / New Market Boulevard; and (iv) East Commerce Way / Road 3 with implementation of mitigation measures 4.2-18(a) through 4.2-18(d) identified above and in the EIR.

3. Noise

Description: The EIR determined that cumulative impacts regarding noise would be less than significant.

Mitigation Measures: The mitigation measures expressed throughout the EIR mitigate, to the extent possible, any potential cumulative noise impacts of the Project.

Finding: The Council finds that the Project will not have any new, significant and unavoidable noise impacts not already examined in the EIR.

4. Air Quality.

Description: The EIR determined that the Project would have a less than significant cumulative impact on local air quality. However, the EIR also determined that the traffic and potential increase in VMT associated with the Project would have a significant and unavoidable cumulative impact on regional air quality.

Mitigation Measures: The EIR requires Mitigation Measures 4.4-5 (a) and 4.4-5(b) which implement measures to reduce emissions during the construction phase of the Project, as well as measures that reduce and control air emissions

during the operational phase of the Project. However, the EIR determined that those mitigation measures would not reduce the cumulative impacts on regional air quality to a less than significant level, and that the impact would remain significant and unavoidable.

Finding: Based on the EIR and the entire Record before the Council, the Council finds that the identified mitigation measures would reduce the Project to the extent feasible, but that it would still have significant cumulative impacts on regional air quality. The environmental, economic, social and other benefits of the Project override the remaining cumulative impacts of the Project on regional air quality.

5. Hydrology

Description: The EIR determined that the increases in peak stormwater flows from the Project, in combination with existing and future developments in the Sacramento area, would have a less than significant cumulative impact on the drainage infrastructure, since it had sufficient capacity to handle flows from the Project. In addition, the EIR also concluded that upon the completion of the SAFCA flood control improvements to the Natomas Basin levee system, the Project's long term impacts with regard to exposing people and structures to flooding risks would be a less than significant impact.

Mitigation Measures: The mitigation measures expressed throughout the EIR mitigate, to the extent possible, any potential cumulative, long term impacts of the Project from exposing people and structures to flooding hazards.

Finding: The Council finds that the Project will not have any new, significant and unavoidable flood risk impacts not already examined in the EIR.

I. GLOBAL CLIMATE CHANGE IMPACTS OF THE PROJECT

No accepted analytical methodology currently exists to determine the Project's relative impact on global climate change when measured in a global context. Therefore, the EIR did not identify a threshold of significance or make a significance determination as to the Project's cumulative contribution to global climate change. That does not mean that the City has ignored the issue or has failed to include measures that would mitigate greenhouse gas emissions. Global climate change is inherently a cumulative issue as the greenhouse gas emissions of an individual project cannot currently be shown to have any material effect on climate when examined in a global setting. Nonetheless, the EIR provided a comprehensive discussion of the measures that will be employed by the Project to reduce its overall contribution to global climate change. Moreover, the unique, in-fill nature of the Project, which is designed to provide for higher density, mixed use development in an urban area of the City along a major transit corridor that reduces VMT, will, by its very nature, minimize total greenhouse gas emissions from the Project.

Speculative Nature of Project Impacts on Global Climate Change

Currently no State or regional regulatory agency has adopted any agreed upon threshold of significance for greenhouse gas emissions. The California Office of Planning and Research ("OPR") is charged with developing guidelines for the mitigation of greenhouse gases emissions by July 1, 2009, and the California Air Resources Board ("CARB") is required to develop a framework to manage impacts of greenhouse gas pollutants by June 30, 2009. As a result, experts have acknowledged the lack of any meaningful basis for lead agencies, such as the City, to consider or evaluate thresholds of significance for greenhouse gas emissions. In this regard, the California Air Pollution and Control Officers Association has opined that a local agency "may decide to defer any consideration of thresholds" until the state framework is in place. (See, CEQA and Climate Change, California Air Pollution and Control Officers Association, Jan. 2008, p.23.) Similarly, the Association of Environmental Professionals has concluded that "there are currently no published CEQA thresholds or approved methods for determining whether a project's potential contribution to a cumulative [global climate change] impact is considerable." (See, Alternative Approaches to Analyzing Greenhouse Gas Emissions and Global Climate Change in CEQA Documents, Association of Environmental Professionals, June 29, 2007, p.1.) Moreover, it has also been acknowledged that "a typical individual project does not generate enough greenhouse gas emissions to influence [global climate change] significantly on its own." *Id.* Accordingly, absent this important guidance from the State, the City has no meaningful basis to establish a threshold of significance to enable it to evaluate and determine whether project specific impacts of the Project rise to the level of significance for purposes of CEQA review.

CEQA does not demand that the City undertake an analysis of greenhouse gas emissions that cannot be conclusively tied to a physical change in the environment, such as the development of a mixed use project like Commerce Station. Since there currently exists no identified threshold of significance with respect to project-level contributions to greenhouse gas emissions, any finding of significance with respect to a project-level contribution to global climate change, even cumulatively to a larger problem, is highly speculative. In this regard, CEQA Guidelines Section 15145 makes it clear that in the absence of an available methodology to determine whether project-level greenhouse gas emissions are significant, the City simply should evaluate and identify the issue and determine that it is too speculative at this time to make a significance determination. Until such time as a state or regional agency has identified thresholds of significance for individual projects, the City has determined that it will continue to be too speculative for the City to analyze project-level impacts of the Commerce Station Project on this global issue.

The City also recognizes the limitations inherent in quantifying any nexus between the calculated greenhouse gas emissions of individual projects and the predicted environmental changes that could be caused by global temperature increases. Absent such quantification, the City has no authority, pursuant to CEQA or

otherwise, to impose mitigation measures on the Project to address speculative impacts on global climate change. (See, CEQA Guidelines Section 15126.4(a)(4); *Nollan v. California Coastal Commission* (1987) 483 U.S. 825; *Dolan v. City of Tigard* (1994) 512 U.S. 374.) Further, the City believes that to engage in such speculative analysis falls outside of the limitations established under CEQA which pertain to speculation (See, CEQA Guidelines section 15145) and the geographic limitation of impact analysis (See, CEQA Guidelines section 15130(b)(3)).

As explained on pages 4.4-8 through 4.4-11 of the DEIR, the City acknowledged and recognized the current concern regarding global warming, and the role of greenhouse gas emissions in contributing to potential climate changes around the globe. The City also finds that the mitigation measures incorporated as part of the Project include measures that will reduce greenhouse gas emissions associated with energy use.

CEQA requires that Lead Agencies inform decision makers and the public regarding potential significant environmental effects of proposed projects; feasible ways that environmental damage can be avoided or reduced through the use of feasible mitigation measures and/or project alternatives; and disclose the reasons why the City approved a project if significant environmental effects are involved (CEQA Guidelines §15002). CEQA also requires the City to evaluate potential environmental effects to the fullest extent possible based on scientific and factual data (CEQA Guidelines §15064[b]). Significance conclusions must be based on substantial evidence, which includes facts, reasonable assumptions predicated upon facts, and expert opinion supported by facts (CEQA Guidelines §15064[f](5)).

In addition, under the "rule of reason," an EIR is required to evaluate impacts to the extent that is reasonably feasible (CEQA Guideline §15151; *San Francisco Ecology Center v. City and County of San Francisco* (1975) 48 Cal.App.3d 584, 594). While CEQA does require the City to make a good faith effort to disclose what it reasonably can, CEQA does not demand what is not realistically possible (*Residents Ad Hoc Stadium Committee v. Board of Trustees* (1979) 89 Cal.App.3d 274, 286). The City, therefore, has discretion to design the CEQA document; it does not need to conduct every recommended test or perform all requested research or analysis (CEQA Guideline §15204(a); *Laurel Heights Improvement Association v. Regents of the University of California* (1988) 47 Cal.3d 376, 410).

In the absence of some uniform, accepted methodology to evaluate the significance of potential project level contributions to global climate change, it is sufficient for the City to have analyzed the issue and determined that any impact is too speculative for evaluation. *Berkeley Keep Jets Over the Bay Committee v. Board of Ports Commissioners* (2001) 91 Cal.App.4th 1344, 1370. In this regard, the California Supreme Court has specifically confirmed that CEQA does not require evaluation of speculative impacts that are impossible to quantify. *Laurel Heights Improvement Association v. Regents of the University of California* (1988) 47 Cal.3d 376. Recent Court of Appeal decisions confirm this approach. *Alliance of Small Emitters/Metals*

Industry v. South Coast Air Quality Management District (1997) 60 Cal.App. 4th 55; *Anderson First Coalition v. City of Anderson* (2005) 130 Cal. App. 4th 1173. While these court decisions generally concern the issue of air emissions, toxic or otherwise, they certainly have credible application to the issue of speculation and with respect to project level impacts on global warming.

The speculative nature of any such global warming discussion is further supported by the fact that issues of greenhouse gas emissions and climate change are fundamentally different from other areas of air quality impact analysis, which are linked to some region or specific area in which the impact is significant. In the context of global warming, the majority of emissions that could be generated by a land development project would not necessarily qualify as "new" emissions that are specifically attributable to the proposed project in question. The approval of a new development project does not necessarily create new or additional VMT, which is the primary source of project emissions. People moving to a particular California city or county often are, in large part, switching their VMT and resultant greenhouse gas emissions from one place to another, rather than creating a new emission. This conclusion holds true, regardless of whether the relocating citizen is from within or without the State of California. Thus, there is no accepted methodology for identifying the specific incremental impact of a project on the creation of "new" greenhouse gas emissions.

While the City has been able to provide estimates of the quantified emission of greenhouse gas emissions from the Commerce Station Project, there is simply no basis for the City to determine that any such contribution is in fact significant, as it is too speculative at this time to determine the particular impact of the Project on climate change. As explained on pages 4.4-8 through 4.4-11 of the DEIR, the City acknowledges and recognizes the current concern regarding global warming, and the recognition of the role of greenhouse gas emissions in contributing to potential climate changes around the globe. As explained in the DEIR, the City has acknowledged and acted upon those concerns in a variety of ways including the 2001 adoption of Smart Growth Principles into the General Plan, which seeks to change urban development patterns by supporting projects that, through the density and mix of land uses, transportation management, and infrastructure design and construction, discourage urban sprawl, promote infill development, reduce vehicle emissions and minimize air pollutant emissions. The City has also prepared and approved a Sustainability Master Plan, as well as a resolution establishing a Green Building Plan for new buildings in the City. In all of these ways, the City is taking leadership in the region by addressing the emission of greenhouse gases and the potential global warming effects. As the DEIR noted, the Commerce Station Project includes numerous characteristics consistent with these goals, including the incorporation of mixed use development and locating employment centers near existing/planned public transit services that will reduce greenhouse gas emissions from mobile sources. Moreover, the mitigation measures incorporated as part of the Project include measures that will reduce greenhouse gas emissions associated with energy use.

Global Climate Change Impacts

Implementation of the Project would generate greenhouse gases through the construction and operation of new office, commercial, hospitality and residential uses. Greenhouse gas emissions from the Project would specifically arise from Project construction and from sources associated with Project operation, including direct sources such as motor vehicles, natural gas consumption, solid waste handling/treatment, and indirect sources such as electricity generation. Emissions from these sources are presented below.

a) Construction Emissions

The Project would emit greenhouse gases during construction of the Project from the operation of construction equipment and from worker and building supply vendor vehicles. Emissions during construction were estimated using the URBEMIS2007 model. The Project construction emissions of CO₂ are shown in Table 1. It is important to note that emissions from construction equipment are continuously being improved and that emissions at the time of construction will likely be even less than those estimated. Given the long-term buildout of the Project, emissions of nitrous oxide and methane are negligible in comparison and were not estimated. Emissions estimates for each phase were based on construction phasing and square footage data for each land use category.

TABLE 1	
CONSTRUCTION-GENERATED EMISSIONS	
Phase	CO ₂ Equivalent (Tons)
Special Permit Area	9,523.67
Phase 2	17,301.5
Phase 3	16,853.4
Construction Waste	6,251
Total	49,929.6

Emissions generated by phase were calculated using the URBEMIS2007 (version 9.2.2) computer program.

Construction waste emissions were calculated based on data obtained from the U.S. EPA for construction-generated debris and waste (U.S. EPA 1998).

b) Operational Emissions

The Project would also generate greenhouse gases during its operation, principally from motor vehicle use, electricity and natural gas consumption, and solid waste disposal. Greenhouse gases from each of these sources are further explained below. Table 2 summarizes the total operational emissions at buildout in CO₂ equivalents.

TABLE 2
TOTAL OPERATIONAL EMISSIONS AT BUILDOUT

Emissions Source	CO₂ Equivalent (Tons/Year)
Motor Vehicles	42,404
Electricity	23,342
Natural Gas	4,695
Solid Waste	8,096
Total:	78,537

c) **Motor Vehicle Greenhouse Gas Emissions**

The largest source of greenhouse gas emissions associated with the Project would be on- and off-site motor vehicle use. CO₂ emissions, the primary greenhouse gas from mobile sources, are directly related to the quantity of fuel consumed. Two important determinants of transportation-related greenhouse gas emissions are VMT and vehicle fuel efficiency. CO₂ emissions during operation of the Project at full buildout were estimated using URBEMIS2007. As shown in Table 3 below, total Project CO₂ emissions would be 40,370 tons per year, which is .008 percent of California's 2004 emissions (i.e., 478.7 million tons). The Project emissions inventory is .0005 percent of 2005 U.S. emissions (i.e., 8,003.1 million tons) and .00018 percent of reported 2004 global emissions (i.e., 22,195 million tons).

TABLE 3
OPERATIONAL CO₂ EMISSIONS FROM MOTOR VEHICLES AT BUILDOUT

Land Use Type	CO₂ Equivalent (Tons/Year)
Condo/Townhouse	881.5
Quality Restaurant	1,098.7
High Turnover Restaurant	405.1
Retail	10,150.3
Office	27,834.0
Total	40,369.5

Emissions were calculated using the URBEMIS2007 (version 9.2.2) computer program.

Combustion of fossil fuels also generates CH₄ and N₂O. Since URBEMIS 2007 does not currently calculate CH₄ and N₂O emissions, emissions factors for each gas were obtained from the California Climate Action Registry (CCAR 2007) and were used with data on the fleet mix, fuel type and VMT for the proposed Project to calculate their emissions, as shown in Table 4 below.

TABLE 4
OPERATIONAL N₂O AND CH₄ EMISSIONS FROM MOTOR VEHICLES AT BUILDOUT

Source	Phase	Annual VMT	CO ₂ Equivalent (Tons/Year)		
			N ₂ O	CH ₄	Total
Vehicle Fleet		8.75x10 ⁰⁷	1933.6	100.8	2,034.4

VMT=Vehicle miles traveled. Derived from URBEMIS2007 (version 9.2.2) computer program.

Based on vehicle fleet data obtained from the URBEMIS2007 (version 9.2.2.) computer program and emission factors obtained from California Climate Action Registry General Reporting Protocol, version 2.2, March 2007.

TABLES 3 & 4 COMBINED
OPERATIONAL EMISSIONS FROM MOTOR VEHICLES AT BUILDOUT

Source	Phase	Annual VMT	CO ₂ Equivalent (Tons/Year)			
			CO ₂	N ₂ O	CH ₄	Total
Vehicle Fleet		8.75x10 ⁰⁷	40,369.5	1933.6	100.8	42,403.9

VMT=Vehicle miles traveled. CO₂ emissions derived from URBEMIS2007 (version 9.2.2) computer program. N₂O and CH₄ emissions based on vehicle fleet data obtained from the URBEMIS2007 (version 9.2.2.) computer program and emission factors obtained from California Climate Action Registry General Reporting Protocol, version 2.2, March 2007.

Although motor vehicle energy consumption will occur at the Project, the Project's proximity to light rail, its mix of land uses, its participation in the North Natomas Transportation Management Association and the various smart growth measures incorporated into the Project are designed to improve the energy efficiency of the transportation system by increasing use of more fuel-efficient public transit, carpools, and vanpools, and improving circulation system levels of service. Any reductions in traffic congestion realized through implementation of enhanced transit operations would also allow for more energy-efficient vehicular travel.

d) Electricity and Natural Gas Combustion Greenhouse Gas Emissions

The Project would use electricity for its office, commercial, residential, and other components, which would contribute to greenhouse gas emissions. The Project related emissions were estimated by using Project electricity and natural gas use estimates noted below. The emissions factors for electricity use and natural gas combustion were obtained from the California Climate Action Registry (CCAR 2007). Greenhouse gas emissions from these two sources are as shown in Tables 5 and 6, below.

TABLE 5
OPERATIONAL EMISSIONS FROM ELECTRICITY USE

Geographic Region and Emissions Source	CO ₂ Equivalent (Tons/Year)				
	Energy Use (MWh/Year)	CO ₂	N ₂ O	CH ₄	Total
State of California	272,464,000	109,604,093	156,258	19,168	109,779,519
Sacramento County	10,574,000	4,253,603	6,064	744	4,260,411
City of Sacramento	3,363,000*	1,352,834	1,929	237	1,354,999
Project	57,793**	23,248	33	60	23,342

*Calculated based on percentage of statewide energy use according to ratio from U.S. Bureau of the Census, California Dept. of Finance, Population Estimates.

**Based on average estimated usage rates derived from the California Energy Commission, 2004, California Statewide Residential Appliance Saturation Study, Volume 2, Study Results Final Report.

TABLE 6
OPERATIONAL EMISSIONS FROM NATURAL GAS COMBUSTION

Geographic Region and Emissions Source	CO ₂ Equivalent (Tons/Year)*				
	Energy Use Therms/Year	CO ₂	N ₂ O	CH ₄	Total
State of California (2004)**					1,354,000
Project (2020)	664,173.8***	4,683.3	2.3	9.1	4,694.6

* CO₂ emissions calculated using the URBEMIS2007 computer program. N₂O and CH₄ emissions calculated based on emission factors derived from California Climate Action Registry General Reporting Protocol, version 2.2, March 2007.

** Calculated based on percentage of statewide energy use according to ratio from U.S. Bureau of the Census, California Dept. of Finance, Population Estimates.

***Represents total usage rate for all proposed land uses based on data obtained from the California Department of Energy.

e) Solid Waste Greenhouse Gas Emissions

Since the Project involves office, commercial, hospitality and residential uses, solid waste generated by the Project would also contribute to greenhouse gas emissions. Treatment and disposal of municipal, industrial and other solid waste produces significant amounts of CH₄. In addition to CH₄, solid waste disposal sites also produce biogenic CO₂ and non-methane volatile organic compounds, as well as smaller amounts of N₂O, nitrogen oxides (NO_x) and carbon monoxide

(CO).

CH₄ and CO₂ emissions from solid waste generated by the Project were estimated based on formulas provided in the State Workbook: Methodologies for Estimating Greenhouse Gas Emissions. Total Project emission of greenhouse gases from landfill material is shown in Table 7 below.

TABLE 7 OPERATIONAL EMISSIONS FROM SOLID WASTE					
Geographic Region	Solid Waste (Tons/Year)	CO ₂ Equivalent CO ₂	CH ₄	Total	
State of California					
2004					6,876,000
City of Sacramento					
2005	291,691	21,068	12,039		273,880
2005 (including private hauling)	632,800	45,705	26,117		594,160
Proposed Project at Buildout	8,623	623	7,474		8,096

Based on a ratio of project-generated waste and estimated 2005 waste generation rates for City of Sacramento. Emission factors derived from U.S. EPA State Workbook: Methodologies for Estimating Greenhouse Gas Emissions. Waste generation rates derived from California Integrated Waste Management Board, 2007 and U.S. EPA, 1998.

f) Other Greenhouse Gas Emissions

Ozone is a greenhouse gas; however, unlike the other greenhouse gases, ozone in the troposphere is relatively short-lived, and therefore is not global in nature. According to CARB, it is difficult to make an accurate determination of the contribution of ozone precursors (NO_x and ROG) to global warming (CARB 2004b). Therefore, it is assumed that Project emissions of ozone precursors would not significantly contribute to global climate change. At present, there is a federal ban on CFCs; therefore, it is assumed the Project will not generate emissions of these greenhouse gases. The Project may emit a small amount of HFC emissions from leakage and service of refrigeration and air conditioning equipment and from disposal at the end of the life of the equipment. However, the details regarding refrigerants to be used in the Project and the capacity of these are unknown. Therefore, it is not anticipated the Project would contribute significant emissions of these additional greenhouse gases.

Mitigation Measures That Will Lessen Global Climate Change Impacts

The inherent design and location of the Project will operate to lessen its contribution to global climate change, and thus may be considered built-in mitigation when compared to a similar project in an outlying area. From a geographic standpoint, the Project is situated along the route of the Downtown-Natomas-Airport light rail line, and is situated within five miles of the urban core in Downtown Sacramento. It will provide residents of the City with the opportunity to live and shop close to their jobs and close to public transportation lines. In addition, the following mitigation measures which have been incorporated into the Project, will lessen any contribution of the Project to global climate change:

Transportation and Circulation Measures:

In order to reduce congestion and promote the free flow of traffic, thereby improving vehicle exhaust emissions, the EIR required the following mitigation:

MM 4.2-1(a): Del Paso Road and El Centro Road Intersection. Before completion of the amount of development that would generate 45 percent of the a.m. peak hour traffic, the Project applicant shall pay a fair share of the cost to add a northbound right turn lane to the intersection, if not already implemented by others.

MM 4.2-1(b): Del Paso Road and East Commerce Way Intersection. Before completion of the amount of development that would generate 50% of the p.m. peak hour Project traffic, the Project applicant shall add a northbound and a southbound right turn signal phase at the subject intersection. The Project applicant shall also restripe the westbound approach to include an exclusive right turn lane, a shared through/right turn lane, two through lanes, and two left turn lanes.

MM 4.2-1(c): Del Paso Road and I-5 Northbound Ramps. Before completion of the amount of development that would generate 5% of the p.m. peak hour Project traffic, the Project applicant shall pay a fair share to signalize this intersection.

MM 4.2-1(d): Del Paso Road and Natomas Boulevard Intersection. Before completion of the amount of development that would generate 15% of the p.m. peak hour Project traffic, the Project applicant shall pay a fair share to add right turn signal phases on all approaches to the intersection.

MM 4.2-1(e): East Commerce Way and New Market Drive Intersection. Before completion of the amount of development that would generate 65% of the p.m. peak hour Project traffic, the Project applicant shall provide an eastbound double right turn lane and an eastbound right turn signal phase at the subject intersection.

MM 4.2-1(f): East Commerce Way and Road 1 Intersection. Before completion of the amount of development that would generate 75% of the p.m. peak hour Project traffic, the Project applicant shall provide an eastbound double right turn lane at the subject intersection.

MM 4.2-4(a): Freeway Ramp Junctions. The Project applicant shall pay development fees for infrastructure projects as outlined in the North Natomas Finance Plan ("NNFP") as its required share of all freeway-related improvements. In addition to payment for freeway related improvements, ramps and interchanges, the North Natomas Finance Plan includes a share of the Downtown Natomas Airport Light Rail Extension (DNA) project costs. With several DNA light rail stations in close proximity to the Commerce Station site, the DNA project provides future congestion relief for both the I-80 and the I-5 freeways and is included in the Metropolitan Transportation Plan.

In conjunction with the NNCP and the NNFP, in 1994 the City prepared the North Natomas Freeway-Related Improvements Study (the "Kittleson Report"), which analyzed freeway-related impacts associated with development of the NNCP. The Kittleson Report recommended various improvements to the freeway mainlines, auxiliary lanes and interchanges and estimated that 43% of the cost for the proposed improvements are attributable to North Natomas. The Kittleson Report was discussed in further detail in the NNFP, which, in order to implement the Kittleson Report, provides that a portion of the PFF will be earmarked for the freeway-related improvements identified in the Kittleson Report.

Caltrans District 3 has a Draft District System Management Plan ("DSMP") that includes I-5 and SR 99 improvement projects near the Commerce Station site. The DSMP is the Vision Document for the District and has a 20 year planning horizon. The anticipated completion years of various DSMP projects are:

Interstate 5

- 2006 - Construct auxiliary lanes from Richards Blvd to Garden Highway*
- 2008 - Construct northbound auxiliary lane from Del Paso Road to SR 99*
- 2010 - Add SR 99 southbound on-ramp lane to SR 99 / I-5 Interchange*
- 2010 - HOV lanes from Downtown Sacramento to I-5 / I-80 interchange*
- 2016 - Reconstruct I-5 northbound / I-80 eastbound ramp*
- 2019 - HOV connector between I-5/ I-80 interchange*
- 2020 - HOV Lanes from Downtown Sacramento to Sacramento International Airport*
- 2023 - HOV lanes from I-80 to Sacramento International Airport*

State Route 99

- 2012 - Construct Elverta Road interchange*
- 2015 - Expand Elkhorn Blvd. interchange to accommodate Elkhorn Blvd's widening*
- 2024 - Construct lane in each direction from I-5 to Elkhorn Blvd.*
- Unknown - HOV lanes from I-5 interchange to SR 70*

Some of these proposed freeway improvement projects are included in Sacramento Area Council of Governments (SACOG) existing Metropolitan Transportation Plan (MTP) for preliminary engineering and environmental only. The MTP is a long-range plan that is based on growth and travel demand projections coupled with financial projections. The MTP lists hundreds of locally and regionally important projects. It is updated every three years, at which time projects can be added or deleted. SACOG uses the plan to help prioritize projects and guide regional transportation project funding decisions. The projects included in the MTP have not gone through the environmental review process and are not guaranteed for funding or construction. Regional traffic improvements have generally been funded in the past through bond measures, sales tax and other taxes rather than development fees.

The freeway improvement projects proposed by Caltrans are not currently approved and funded, but, consistent with the Kittleson Report, the applicant's payment of the PFF will satisfy its required share of the cost of such anticipated future improvements. Nevertheless, the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.

MM 4.2-7(a): Pedestrian and Circulation Impacts. Prior to recordation of the first map, the Project applicant shall coordinate with the City's Development Engineering Division to identify the necessary on- and off-street pedestrian and bicycle facilities to serve the proposed development. These facilities shall be incorporated into the Project and could include sidewalks, stop signs, standard pedestrian and school crossing warning signs, lane striping to provide a bicycle lane, bicycle parking, signs to identify pedestrian paths, raised sidewalks, and pedestrian signal heads.

4.2-7(b): Pedestrian and Circulation Impacts. Circulation and access to all proposed parks and public spaces shall include sidewalks that meet Americans with Disabilities Act standards.

MM 4.2-17: Construction. Prior to beginning of construction, a construction traffic and parking management plan shall be prepared by the applicant to the satisfaction of the City traffic engineer and be subject to review by all affected agencies.

MM 4.2-18(a): Intersections (Cumulative) Del Paso Road and East Commerce Way. The project applicant shall pay a fair share contribution to implement mitigation measure 4.2-1(b).

MM 4.2-18(b): Intersections (Cumulative) Del Paso Road and Natomas Boulevard. The project applicant shall pay a fair share contribution to

provide a westbound double left turn lane. .

MM 4.2-18(c): Intersections (Cumulative) East Commerce Way and New Market Drive. The project applicant shall pay a fair share contribution to implement mitigation measure 4.2-9(e).

MM 4.2-18(d): Intersections (Cumulative) East Commerce Way and Road 3.

The project applicant shall pay a fair share contribution to provide an eastbound double right turn lane and a northbound double left turn lane.

MM 4.2-19(a): El Centro Road -- I-5 Overcrossing. The Project applicant shall provide the appropriate right-of-way within the Project site to construct a North Natomas 2+ lane cross-section at this location. This will include 70 feet of right-of-way for road purposes, and appropriate slope easements. The applicant shall also provide for the eventual construction of the overcrossing by not encroaching with permanent structures within 40 feet of the dedication area. The applicant shall pay a fair share contribution toward the future lane reconfiguration of the overcrossing from two to four lanes. The lane reconfiguration shall not require widening of the planned overcrossing structure.

Air Quality Measures:

In order to reduce the air pollutants emitted by the Project and lessen its air quality impacts, the EIR proposed the following air quality mitigation measures that would in turn aide in reducing the Project's contributions to global climate change by reducing its overall emissions of greenhouse gases:

4.4-1: Short-term increases of construction generated emissions of criteria air pollutants:

MM 4.4-1(a): The Project applicant/developer shall provide a plan for approval by the City, in consultation with SMAQMD, demonstrating that the heavy duty (>50 horsepower), off-road vehicles to be used in the construction project, including owned, leased, and subcontractor vehicles, will achieve a project-wide fleet average 20% NOx reduction and 45% particulate reduction compared to the most recent CARB fleet average at the time of construction. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, particulate matter traps, engine retrofit technology, after-treatment products, and/or such other options as become available.

MM 4.4-1(b): The Project applicant/developer shall submit to the City and SMAQMD a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 horsepower, that will be used an aggregate of 40 or more hours during any portion of the Project. The inventory shall be updated and submitted monthly throughout the duration

of the Project, except that an inventory shall not be required for any 30-day period in which no construction operations occur. At least 48 hours before subject heavy duty off-road equipment is used, the Project representative shall provide the SMAQMD with the anticipated construction timeline including start date, and the name and phone number of the Project manager and on-site foreman.

MM 4.4-1(c): The Project applicant/developer shall ensure that emissions from off-road diesel powered equipment used on the Project site do not exceed 40 percent opacity for more than three minutes in any one hour, as determined by an onsite inspector trained in visual emissions assessment. Any equipment found to exceed 40 Percent opacity (or Ringelmann 2.0) shall be repaired immediately, and the SMAQMD shall be notified of non-compliant equipment within 48 hours of identification. A visual survey of all in-operation equipment shall be made at least weekly, and a monthly summary of visual survey results shall be submitted throughout the duration of the construction project, except that the monthly summary shall not be required for any 30-day period in which no construction operations occur. The monthly summary shall include the quantity and type of vehicles surveyed, as well as the dates of each survey. The SMAQMD and/or other officials may conduct periodic site inspections to determine compliance.

MM 4.4-1(d): The applicant shall construct the Commerce Station project consistent with the development assumptions identified in the DEIR as follows:

- Development of the Special Permit Area (SPA) shall not exceed 168,786 square feet of mixed-use office uses within a three-year consecutive construction period.
- Prior to approval of the Planning Director Review, the applicant shall calculate the construction emissions associated with the development phase being considered. Subsequent development phases shall not commence until completion of the SPA development. In the event that construction would exceed the above stated development restrictions, the SMAQMD shall be notified and construction-related emissions shall be recalculated in accordance with the most current SMAQMD-recommended methodologies. Additional mitigation measures and/or offset fees, (to be calculated based on the most current SMAQMD-recommended fee structure at the time of development) shall be implemented to ensure that construction-generated emissions of NO_x would not exceed the SMAQMD's daily emission threshold of 85 lbs/day..

MM 4.4-1(e): Ground-disturbing activities (i.e. grading, trenching) shall not exceed a total disturbed area of 15 acres per day.

MM 4.4-1(f): Construction activities shall comply with SMAQMD's Rule 403, Fugitive Dust. As previously discussed, Rule 403 requires implementation of reasonable precautions so as not to cause or allow emissions of fugitive dust from being airborne beyond the property line of

the Project site. In accordance with SMAQMD-recommended mitigation measures for the control of fugitive dust, reasonable precautions shall include, but shall not be limited to, the following:

- Apply water, a chemical stabilizer or suppressant, or vegetative cover to all disturbed areas, including storage piles that are not being actively used for construction purposes, as well as any portions of the construction site that remain inactive longer than a period of three months.
- Water exposed surfaces sufficient to control fugitive dust emissions during demolition, clearing, grading, earth moving, or excavation operations. Actively disturbed areas should be kept moist at all times.
- Cover all vehicles hauling dirt, sand, soil or other loose material or maintain at least two feet of freeboard in accordance with the requirements of California Vehicle Code Section 23114.
- Limit or expeditiously remove the accumulation of project generated mud or dirt from adjacent public streets at least once every 24 hours when construction operations are occurring.
- Limit onsite vehicle speeds on unpaved surfaces to 15 mph or less.

MM 4.4-2: Long Term Increases of Criteria Air Pollutants. Prior to the issuance of the project's first grading permits, the Project applicant will obtain written endorsement from the SMAQMD for an air quality mitigation plan ("AQMP"). In accordance with SMAQMD recommendations, the AQMP shall achieve a minimum overall reduction of 15% in the Project's anticipated operational NO_x and ROG emissions. SMAQMD recommended measures and corresponding emissions reduction benefits are identified in SMAQMD's Guidance for Land Use Emission Reductions, which has been included in Appendix B of DEIR Appendix D, Air Quality Impact Assessment. Available measures to be included in the AQMP include, but are not limited to, the following:

Commercial and Public Facilities

- Provide preferential carpool/vanpool parking spaces.
- Provide transit facility improvements (e.g., pedestrian shelters, route information, benches, and lighting).
- Provide bicycle storage/parking facilities.
- Provide shower/locker facilities.
- Provide incentives to employees to rideshare or take public transportation.
- Provide a parking lot that provides clearly marked and shaded pedestrian pathways between transit facilities, pedestrian walkways and trails, and building entrances.

Residential Use

- Prohibit use of wood-burning stoves or fireplaces within interior and exterior areas. Install only USEPA certified gas-fired fireplaces.
- Install Energy Star or ground source heat pumps.
- Install Energy Star labeled roof materials.

- *Exceed Title 24 energy standards.*
- *Include incentives for purchasers of new residential dwellings to incorporate solar-powered energy systems.*

4.4-5: Cumulative Contribution to Regional Air Quality Conditions:

MM 4.4-5(a): Implement Mitigation Measures 4.4-1(a) through 4.4-1(f) and 4.4-2.

MM 4.4-5(b): The City shall coordinate with the SMAQMD and SACOG to ensure that increases in vehicles miles traveled (VMT) attributable to the proposed project are accounted for in the VMT calculations used for the development of regional emissions inventories.

Project Design / Emission Reduction Strategies

In addition to the above described mitigation measures in the EIR, there are also a number of conditions of approval for the Project and Project design strategies that the City Council finds will reduce the greenhouse gas emissions from the Project and reduce its impacts on global climate change. These conditions of approval and design strategies include the following:

- **Diesel Anti-Idling:** The Project is subject to the Sacramento City Code, Chapter 8.116, which regulates the idling of commercial vehicles and prohibits idling for more than five consecutive minutes or five total minutes in one hour. This feature will comply with California Air Resources Board measures adopted in July 2004 to limit diesel-fueled commercial vehicle idling.
- **Transportation Emissions Reduction:** The Project is required to install light emitting diode (LED) traffic lights in all traffic signals associated with the development of the Project so that traffic passes more efficiently through congested areas. This requirement will serve to coordinate controlled intersections so that traffic passes more efficiently through them in order to improve air quality.
- **Transportation Emissions Reduction:** The Project will be required to participate in funding for the North Natomas Transportation Management Association (NNTMA) through CFD No. 99-01, which operates ridesharing and shuttle services programs. In that manner the project will comply with the California Attorney General's recommended measures to promote ride sharing programs.
- **Transportation Emissions Reduction:** The Project is conditioned to provide designated parking spaces for high occupancy vehicles and passenger loading, unloading and waiting areas for ridesharing. The foregoing will serve to implement the California Attorney General's measures promoting ride sharing by providing parking spaces for high-occupancy vehicles, larger parking spaces for vans used for ride sharing, and designating adequate passenger loading and unloading and waiting areas.
- **Transportation Emissions Reduction:** The Project is immediately adjacent to and

supportive of the proposed Downtown-Natomas-Airport ("DNA") light rail line, which will provide public transit service to the Project site. This will satisfy the California Attorney General's measure to promote public transit.

- **Transportation Emissions Reduction:** The Project's funding of the NNTMA and participation in CFD No. 99-01 will offer public transit discounts to residents in North Natomas, including those who may potentially reside in the Project. This will promote the use of public transit.
- **Transportation Emissions Reduction:** The Project is immediately adjacent to the proposed DNA light rail line and has been designed to support the Club Center Light Rail Station with the addition of four, seven and ten story office buildings within one-quarter mile of the station. The Club Center Light Rail Station is anticipated to provide multi-modal transit options, including bus and light rail service, thereby providing a transportation center where public transportation of various modes intersects as recommended by the California Attorney General's greenhouse gas mitigation measures.
- **Transportation Emissions Reduction:** The Project will be required to pay the North Natomas Transit Fee (established by City Ordinance 95-058 and Resolution 95-620, updated by Resolution 2002-374) which requires payment of impact fees by residential, commercial and office development to support light rail station construction. Such fees will implement the California attorney General's mitigation measure that would require transportation impact fees to facilitate and increase public transit service.
- **Transportation Emissions Reduction:** The Project is conditioned to construct Class I and Class II bike lanes throughout the Project site in excess of those required by the City's 2010 Bikeway Master Plan. These additional bike lanes will include a north-south commuter bike lane running the entire length of the Project site which connects to the City's existing off-street bikeway network. Such bike lanes will serve to satisfy the recommendation of the California Attorney General to incorporate bicycle lanes into project circulation systems.
- **Transportation Emissions Reduction:** The Project's Air Quality Management Plan requires it to provide on-site bicycle and pedestrian facilities, including showers and bicycle parking for all commercial uses. Such facilities will satisfy the mitigation suggestions of the California Attorney General to provide on-site bicycle and pedestrian facilities at commercial uses to encourage employees to bicycle or walk to work.
- **Transportation Emissions Reduction:** The Project's required participation in the NNTMA will provide funding for the NNTMA's public education and publicity programs that encourage the use of public transit. In this manner, the Project will satisfy the California Attorney General's measure requiring the provision of public education and publicity about public transportation services.
- **Zero Waste - High Recycling:** The Project will be required to comply with Sacramento City Code Section 17.72.030 which establishes separate waste and recycling disposal requirements and the use of separate receptacles. This will implement the California Attorney General's recommendation that separate receptacles and additional recycling beyond the State's 50% recycling goal be provided.

- **Solid Waste Reduction Strategy:** The Project will be conditioned upon reusing and recycling construction waste where feasible. This condition will further implement the California Attorney General's recommendation that recycled components be used and additional recycling above the 50% goal be performed.
- **Solid Waste Reduction Strategy:** The Project will be required to comply with Sacramento City Code Section 17.72.030 which establishes separate waste and recycling disposal requirements for all new uses and will be encouraged to support green waste and food recycling efforts during operation of the Project. These features will implement the California Attorney General's measure to ensure that each unit contains recycling and composting containers and convenient facilities for residents and businesses.
- **Water Use Efficiency:** The Project will be subject to Sacramento City Code Section 15.76.030 which requires that all shower fixtures be fitted with low-flow features. This feature will increase the efficiency of water transport by reducing water use and greenhouse gas emissions that arise therefrom as recommended by the California Attorney General's Office.
- **Water Use Efficiency:** The Project will be subject to Sacramento City Code Section 15.92.080 which establishes maximum water usage for landscaping, limits the use of turf, and requires the use of climate-adapted landscaping. Those requirements for the Project will reduce its water use and the greenhouse gas emissions that arise there from as recommended by the California Attorney General's Office. They will also reduce the amount of water sent to the sewer system, resulting in less water treatment and more energy savings.
- **Building Energy Efficiency:** The Project will be conditioned to exceed Title 24 energy efficiency standards by 10%. This implements the California Attorney General's recommendation that projects achieve a greater reduction in combined space heating, cooling and water heating energy compared to current Title 24 Standards.
- **Lighting Efficiency:** The Project will be conditioned to provide efficient fluorescent lighting for all primary lighting within the Project's office buildings. In addition, all accent lighting and aesthetic lighting will also be required to be fluorescent. Such requirements will implement the California Attorney General's recommendation that projects be required to include efficient lighting, since fluorescent lighting uses approximately 75% less energy than incandescent lighting to provide the same amount of light.
- **Transportation Refrigeration Units:** The Project will be conditioned to install electrification stations/connections in all Project loading docks for use by transportation refrigeration units. This measure will further the strategy suggested by the California Attorney General that in order to reduce greenhouse gas emissions from transportation refrigeration units, electrification should be installed.
- **Urban Forest:** The Project will be required to comply with Sacramento City Code Section 17.68.040 and plant shade trees to ensure that 50% of all surface parking areas are shaded within 15 years of establishment. This will serve to implement the California Attorney General's suggestion of a new statewide goal of planting 5 million trees in urban areas by 2020.

- **Smart Land Use and Intelligent Transportation Systems:** The Project is subject to and consistent with the North Natomas Community Plan ("NNCP"). Adopted in 1994, the NNCP was developed based on a variety of smart growth strategies and initiatives, including a jobs/housing balance, the mixing of land uses, transit oriented development, and higher density residential/commercial development. This feature implements the California Attorney General's recommendation that cities and counties use smart land use strategies to encourage jobs/housing proximity, promote transit-oriented development, and encourage high-density residential/commercial development along transit corridors.
- **Smart Land Use and Intelligent Transportation Systems:** The Project will implement the NNCP by providing a significant mixed use, office development consistent with the NNCP's goals. In addition, the Project is adjacent to and has been designed to support light rail through the identification of the highest office densities adjacent to the future Club Center Light Rail Station. Moreover, the Project is required to participate in and provide funding for the NNTMA, which has as its mission the promotion of transit supportive measures throughout the NNCP area. In that way the Project has complied with the California Attorney General's suggested smart land use strategies which encourage jobs/housing proximity, promote transit-oriented development, and encourage high-density residential/commercial development along transit corridors.
- **Smart Land Use and Intelligent Transportation Systems:** The Project has been designed to be consistent with the Smart Growth Principles adopted by the City Council in 2001. In this manner the project has satisfied the California Attorney General's suggestion to encourage mixed-use and high-density development which reduces vehicle trips, promotes alternatives to vehicle travel, and promotes the efficient delivery of services and goods.
- **Smart Land Use and Intelligent Transportation Systems:** The Project is being conditioned to require the use of light-colored roofing materials and paint on roofs. This condition will address the "urban heat island" effect by requiring light-colored roofing materials and paint as suggested by the California Attorney General.
- **Smart Land Use and Intelligent Transportation Systems:** The Project is adjacent to and has been conditioned to support light rail through the identification of the highest office densities adjacent to the future Club Center Light Rail Station. In that manner, the project has incorporated public transit into project design as promoted by the California Attorney General's global warming reduction measures.
- **Smart Land Use and Intelligent Transportation Systems:** The Project has been conditioned to provide Class I and Class II bike lanes in excess of those required by the City's 2010 Bikeway Master Plan. In addition, the Project is designed to include enlarged sidewalks to encourage pedestrian movement throughout the Project site. These features will allow destinations within the Project site to be conveniently reached by walking or bicycling to reduce the Project's global warming impacts, as suggested by the California Attorney General's Office.
- **Smart Land Use and Intelligent Transportation Systems:** In order to limit sprawl and discourage leapfrog development, the Project represents infill development

consistent with the NNCP and within an otherwise urbanized portion of the City that has been identified for development for over two decades. The Project is a classic example of a project designed to discourage leapfrog development and limit urban sprawl. Those features implement the measures suggested by the California Attorney General to discourage leapfrog development.

Global Climate Change Conclusion

As noted above, the specific greenhouse gas emissions of an individual project cannot be shown to have any measurable, material effect on global climate change. Consequently, a specific project's contribution to greenhouse gases is inherently a cumulative impact issue when examined in a global setting. No state or regional agency has yet identified any method for determining a local project's threshold of significance. In the absence of any analytical methodology to determine a particular project's impact on global climate change, the City has no means of determining the significance of the Commerce Station Project's contribution to global climate change for CEQA purposes. While it is possible to determine the level of greenhouse gases associated with a particular project, it is impossible to determine whether its level of emissions is individually significant. In the absence of a general recognized analytical protocol, CEQA does not require speculation.

Nonetheless, the City finds that the Commerce Station Project was designed from the outset to minimize its greenhouse gas emissions and thereby reduce its contribution to global warming. From a geographic standpoint, the Project is situated along the route of the Downtown-Natomas-Airport light rail line, and is situated within five miles of the urban core in Downtown Sacramento. It will provide residents of the City with the opportunity to live and shop close to their jobs and close to public transportation lines. The Project is precisely the type of Smart Growth project the City wants to encourage with a combination of employment center and residential uses, including a substantial component of mixed use space, retail space and office space. Moreover, the Project has much higher densities than those originally envisioned when the Project site was originally entitled in 1999 with the vested right to develop under a development agreement. In addition, the Project has been required to comply with the above-described air quality and transportation and circulation mitigation measures, all of which were designed to reduce the Project's generation of greenhouse gases and other criteria air pollutants, thereby further reducing the Project's contribution to global climate change. Notwithstanding the Project's cumulative contribution to greenhouse gas emissions, the economic, social and other benefits of the Project override the cumulative impacts of the Project on global climate change, as more fully set forth in the Statement of Overriding Considerations.

Thus, while the significance of the Project's impacts on global climate change cannot be determined, the environmental, economic, social and other benefits of the Project override any impacts of the Project on global climate change.

III. STATEMENT OF OVERRIDING CONSIDERATIONS

Introduction

The Council has carefully balanced the benefits of the Project against the adverse impacts and residual impacts identified in the EIR that it would not be feasible to mitigate to a less than significant level. Notwithstanding the identification and analysis of impacts which are identified in the EIR as being significant and potentially significant which have not been avoided, eliminated, lessened, or mitigated to a level of less than significant, the Council, acting pursuant to Section 15093 of the CEQA Guidelines, hereby determines that the benefits of the Project outweigh the unmitigated adverse impacts and remaining residual impacts, and that the Project should be approved. The EIR described certain environmental impacts which cannot be avoided if the Project is implemented. In addition, the EIR describes certain impacts which, although substantially mitigated or lessened, are potentially not mitigated to a point of being less than significant.

This Statement of Overriding Considerations applies specifically to those impacts found to be significant and unavoidable above, as well as any residual impacts. Such impacts include, but are not limited to:

- Impact 4.2-2(b) Roadway Segment - East Commerce Way - from Del Paso Road to East Market.
- Impact 4.2-4(a) Freeway Ramp Junctions.
- Impact 4.2-6 Freeway Weaving Segment.
- Impact 4.2-14 Freeway Weaving Segment
- Impact 4.2-19(a) Roadway Segment (Cumulative): El Centro Road -- I-5 Overcrossing
- Impact 4.2-19(b) Roadway Segment (Cumulative): Del Paso Road -- I-5 to East Commerce Way
- Impact 4.2-19(c) Roadway Segment (Cumulative): East Commerce Way -- Del Paso Road to New Market Drive
- Impact 4.2-20 Freeway Mainline (Cumulative)
- Impact 4.2-21 Freeway Ramp Junctions (Cumulative)
- Impact 4.2-23 Freeway Weaving Segment (Cumulative)
- Impact 4.4-2 Long-term Increases of Criteria Air Pollutants

Impact 4.4-5	Cumulative Contribution to Regional Air Quality Conditions
Impact 4.5-1	Exposure of People and Structures to Flood Hazards on the Project Site

In addition to the above impacts, this Statement of Overriding Considerations applies to those residual impacts which have been substantially lessened or avoided, but not necessarily reduced to a level of less than significant, as well as the Project's cumulative contribution to greenhouse gas emissions which have no measurable impact on global climate change.

The City Council believes that many of the unavoidable and irreversible environmental effects, as well as many of the environmental effects which have not been mitigated to a less than significant level will be substantially reduced by the mitigation measures incorporated into the Project and in the EIR. The Council recognizes that the implementation of the Project will result in certain potentially irreversible environmental effects.

In reaching the Council's decision to approve the Project and all related documentation, the Council has carefully considered each of the unavoidable impacts, each of the impacts that have not been substantially mitigated to a less than significant level, as well as each of the residual impacts over which there is a dispute concerning the impact's significance following mitigation.

Specific Findings.

1. **Project Benefits Outweigh Unavoidable Impacts.** The remaining unavoidable and irreversible impacts of the Project are acceptable in light of the economic, fiscal, social, public safety, environmental, land-use and other considerations set forth herein because the benefits of the Project outweigh any significant and unavoidable or irreversible adverse environmental impacts of the Project, as well as outweighing any residual impacts over which a controversy exists concerning the impacts' significance following mitigation.
2. **Rejected Mitigation Measures.** Any of the mitigation measures which were suggested in the EIR but not incorporated into the Project due to their infeasibility are infeasible in part because such measures would impose limitations and restrictions on the Project so as to prohibit the attainment of economic, social and other benefits of the Project which this Council finds outweigh the unmitigated impacts of the Project.
3. **Balance of Competing Goals.** The Council finds that it is imperative to balance competing goals in approving the Project and certifying the environmental documentation for the Project. Not every policy or environmental concern has been fully satisfied because of the need to satisfy competing

concerns to a certain extent. Accordingly, in some instances the City Council has chosen to accept certain environmental impacts because to eliminate them would unduly compromise some other important economic, social, environmental or other goals, such as the integrity of the North Natomas Community Plan and encouraging people to use public transit, to walk and to bicycle. The Council finds and determines that the design of the Project and the supporting environmental documentation provide for a positive balance of the competing goals and that the economic, fiscal, social, environmental, land use, and other benefits to be provided by the Project outweigh any environmental and related potential detriment from the Project.

Overriding Considerations.

Based upon the above enumerated objectives and the comprehensive vision developed by the Council through extensive public participation, the Council has determined that the Project should be approved and that any remaining unmitigated environmental impacts attributable to the Project are outweighed by the following specific economic, fiscal, social, environmental, land-use and other overriding considerations.

1. Economic Considerations.

Substantial evidence is included in the Record demonstrating the economic benefits which the City would derive from implementation of the Project. The Project will provide the City with a high quality mixed use office, retail, hospitality and residential development on vacant property located in the North Natomas Community adjacent to the intersection of Interstate 5 and Del Paso Road. The regional commercial uses in the Project will meet current commercial needs in that area of the City. In addition, the Project will provide the City with high quality office space in low and mid-rise buildings to meet current and future needs for that type of office space in the City. The Project also will provide employment opportunities within the City by allowing the development of underutilized property.

2. Environmental and Land Use Considerations.

- a. Substantial evidence is included in the record that the implementation of the Project will have beneficial as well as potential adverse impacts relating to environmental and land use considerations.
- b. The proximity of the Project to a new light rail station on the Downtown-Natomas-Airport light rail line at the corner of East Commerce Way and Club Center Drive will implement the goals of the North Natomas Community Plan and the City's goal of encouraging higher density developments around existing and planned light rail stations in order to promote the use of public transit. The Project's location along the light rail

line with a combination of mixed uses consisting of retail, office, hospitality and residential, situates the Project at one of the most desirable locations in the greater Sacramento region for locating such mixed uses.

- c. The Council finds that the Project, through its PUD Guidelines, will incorporate strong architectural and design features that are compatible with adjacent land uses, while providing a unique identity for the Project as a whole.
- d. The design of the Project will help to reduce global warming impacts by promoting pedestrian uses, providing high density residential uses adjacent to employment opportunities, by requiring the planting of numerous trees along the Project's roadways, and by encouraging the use of public transit modes in order to reduce vehicle miles traveled and motor vehicle emissions of criteria air pollutants and greenhouse gases.
- e. Based upon these land use and environmental considerations, the Council has determined that any environmental detriment caused by the Project has been minimized to the extent feasible. Where not feasible, the environmental detriment is outweighed and counterbalanced by the significant economic, fiscal, environmental and land use benefits to be generated for the City.

3. Other Related Overriding Considerations.

In addition to the economic, fiscal, environmental and land use considerations identified above, the Council has considered various factors in arriving at its decision to approve the Project. Although economic, fiscal, environmental and land use benefits to be derived by the City are the primary reasons for the City's decision to approve the Project, other factors have been considered by the City in the planning process and add to the benefits of the Project when weighed against any unavoidable environmental impacts identified in the EIR. Among these factors are the prospect of creating a development plan for vacant, underutilized land which will serve as a model for the future environmentally sensitive development of infill locations throughout the City and elsewhere.

Conclusion

The City Council has determined that any remaining significant effects on the environment attributable to the Project which are found to be unavoidable, irreversible or not substantially lessened are acceptable due to the overriding considerations set forth in this Statement of Overriding Considerations. The Council has concluded that with all the environmental trade-offs of the Project taken into account, its implementation will represent a net positive impact on the City, and based upon such considerations after a comprehensive analysis of all the underlying planning and environmental documentation, the Council has approved the Project.

IV. APPROVAL

Having certified the EIR and adopted the foregoing CEQA Findings and Statement of Overriding Considerations, the Council hereby approves the Project.

Exhibit A: Mitigated Monitoring Plan (MMP) – 19 Pages

Exhibit A: Mitigated Monitoring Plan (MMP)

This Mitigation Monitoring Program (MMP) has been required by and prepared for the City of Sacramento Development Services Department, Environmental Planning Services, 300 Richards Boulevard, Sacramento, CA 95811, pursuant to CEQA Guidelines Section 15097.

SECTION 1: PROJECT IDENTIFICATION

Project Name / File Number: COMMERCE STATION (P06-018)
Owner/Developer- Name: Commerce Station, LLC
Address: 2200 E. Camelback Road, Suite 101
Phoenix, AZ 85016

Project Location / Legal Description of Property (if recorded): The project site is located on approximately 180.5-acre site, east of Interstate 5, north of Del Paso Road, and west of East Commerce Parkway in the North Natomas Community Plan Area of the City of Sacramento.

Project Description:

The proposed project includes the development of a mixed-use community. Individual building sizes would range from one to ten stories in height. Entitlements are being requested to modify the existing land use designations of the project site to permit approximately 20.6 acres of new regional commercial uses and approximately 4.1 acres of new park space. Existing zoning would allow the development of up to 2,172,412 square feet (sf) of office development on the Commerce Station site. At full buildout, the currently proposed project would include approximately 3,267,068 sf of buildings which would include a mixture of uses, such as office, retail, support retail, hospitality, and residential uses. The proposed project would result in a net increase of 1,094,656 sf of building space beyond what has been previously approved. The additional square footage is composed of: 149,748 sf of office space; 588,920 sf of mixed use space; 254,888 sf of retail space; and 101,000 sf of support retail.

The overall project would proceed in phases; however, a PUD Plan Review is requested for the immediate development of four buildings and associated infrastructure. The buildings would be two stories in height, and would accommodate a total of 168,785 sf of building space composed of 102,760 sf of office area and 66,025 sf of mixed use area. The mixed use area would include ground floor retail/office and second floor office/high density residential. In addition, 481 off-street parking spaces would be provided.

SECTION 2: GENERAL INFORMATION

The Program includes mitigation for Transportation and Circulation, Noise, Air Quality, Hydrology, Biological Resources, and Cultural Resources. The intent of the Program is to prescribe and enforce a means for properly and successfully implementing the mitigation measures as identified within the Initial Study for this project. Unless otherwise noted, the cost of implementing the mitigation measures as prescribed by this Program shall be funded by the owner/developer identified above. This Mitigation Monitoring Program (MMP) is designed to aid the City of Sacramento in its implementation and monitoring of mitigation measures adopted for the proposed project.

The mitigation measures have been taken from the EIR and Initial Study and are assigned the same number they have in the document. The MMP describes the actions that must take place to implement each mitigation measure, the timing of those actions, and the entities responsible for implementing and monitoring the actions. The developer will be responsible for fully understanding and effectively implementing the mitigation measures contained within the MMP. The City of Sacramento will be responsible for ensuring compliance.

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Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
4.2 Transportation and Circulation				
Transportation and Circulation 4.2-1	4.2-1(a) <i>Del Paso Road and El Centro Road – Before completion of the amount of development that would generate 45 percent of the a.m. peak hour traffic, the project applicant shall pay a fair share to add a northbound right turn lane to the intersection, if not implemented by others. This mitigation measure would reduce the impact of the project to a less than significant level.</i>	Development Services Department & Department of Transportation	Before completion of the amount of development that would generate 45 percent of the a.m. peak hour traffic	
	4.2-1(b) <i>Del Paso Road and East Commerce Way – Before completion of the amount of development that would generate 50 percent of the p.m. peak hour project traffic, the project applicant shall add a northbound and a southbound right turn signal phase at the subject intersection. The project applicant shall also restripe the westbound approach to include an exclusive right turn lane, a shared through / right turn lane, two through lanes, and two left turn lanes. This mitigation measure would reduce the impact of the project on intersection operations to a less than significant level.</i>	Development Services Department & Department of Transportation	Before completion of the amount of development that would generate 50 percent of the p.m. peak hour project traffic	
	4.2-1(c) <i>Del Paso Road and I-5 Northbound Ramps – Before completion of the amount of development that would generate 5 percent of the p.m. peak hour project traffic, the project applicant shall pay a fair share to signalize this intersection. This mitigation measure would reduce the impact of the project on intersection operations to a less than significant level.</i>	Development Services Department & Department of Transportation	Before completion of the amount of development that would generate 5 percent of the p.m. peak hour project traffic	
	4.2-1(d) <i>Del Paso Road and Natomas Boulevard – Before completion of the amount of development that would generate 15 percent of the p.m. peak hour project traffic, the project applicant shall pay a fair share to add right turn signal phases on all approaches to the intersection. This mitigation measure would reduce the impact of the project to a less than significant level.</i>	Development Services Department & Department of Transportation	Before completion of the amount of development that would generate 15 percent of the p.m. peak hour project traffic	
	4.2-1(e) <i>East Commerce Way and New Market Drive – Before completion of the amount of development that would generate 65 percent of the p.m. peak hour project traffic, the project applicant shall provide an eastbound double right turn lane and an eastbound right turn signal phase at the subject intersection. This mitigation measure would reduce the impact of the project to a less than significant level.</i>	Development Services Department & Department of Transportation	Before completion of the amount of development that would generate 65 percent of the p.m. peak hour project traffic	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p>4.2-1(f) East Commerce Way and Road 1 – Before completion of the amount of development that would generate 75 percent of the p.m. peak hour project traffic, the project applicant shall provide an eastbound double right turn lane at the subject intersection. This mitigation measure would reduce the impact of the project to a less than significant level.</p> <p>4.2-1(g) East Commerce Way and Elkhorn Boulevard – Before completion of the amount of development that would generate 45 percent of the p.m. peak hour project traffic, the project applicant shall pay a fair share to signalize this intersection with existing geometry (if not completed by others). This mitigation measure would reduce the impact of the project to a less than significant level.</p>	<p>Development Services Department & Department of Transportation</p> <p>Development Services Department & Department of Transportation</p>	<p>Before completion of the amount of development that would generate 75 percent of the p.m. peak hour project traffic</p> <p>Before completion of the amount of development that would generate 45 percent of the p.m. peak hour project traffic</p>	
Transportation and Circulation 4.2-4	<p>4.2-4(a) The project applicant shall pay development fees for infrastructure projects as outlined in the North Natomas Financing Plan ("NNFP") as its required share of all freeway-related improvements. In addition to payment for freeway related improvements, ramps and interchanges, the North Natomas Finance Plan includes share of the Natomas Airport Light Rail Extension (DNA) project costs. With several light rail-stations within the Commerce station site in the close proximity to the DNA project provides future congestion relief for both the I-80 and the I-5 freeways and is included in the Metropolitan Transportation Plan.</p> <p>In conjunction with the North Natomas Community Plan ("NNCP") and the NNFP, in 1994 the City of Sacramento prepared the North Natomas Freeway-Related Improvements Study (the "Kittleson Report"), which analyzed freeway-related impacts associated with development of the NNCP. The Kittleson Report recommended various improvements to the freeway mainlines, auxiliary lanes and interchanges and estimated that 43% of the cost for the proposed improvements are attributable to North Natomas. The Kittleson Report was discussed in further detail in the NNFP, which, in order to implement the Kittleson Report, provides that a portion of the PFF will be earmarked for the freeway-related improvements identified in the Kittleson Report.</p>	<p>Development Services Department & Department of Transportation</p> <p>Caltrans</p>	Pay NNFP and PFF fees prior to issuance of building permit	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>Caltrans District 3 has a Draft District System Management Plan (DSMP) that includes I-5 and SR 99 improvement projects near the Commerce Station site. The DSMP is the Vision Document for the District and has a 20-year planning horizon. The anticipated completion years of various DSMP projects are:</i></p> <p><i>Interstate 5</i></p> <p><i>2006—Construct auxiliary lanes from Richards Blvd. to Garden Highway</i></p> <p><i>2008—Construct northbound auxiliary lane from Del Paso Road to SR 99</i></p> <p><i>2010—Add SR 99 southbound on-ramp lane to SR 99 / I-5 interchange</i></p> <p><i>2010—HOV lanes from downtown Sacramento to I-5 / I-80 interchange</i></p> <p><i>2016—Reconstruct I-5 northbound / I-80 eastbound ramp</i></p> <p><i>2019—HOV connector between I-5 / I-80 interchange</i></p> <p><i>2020—HOV lanes from downtown Sacramento to Sacramento International Airport</i></p> <p><i>2023—HOV lanes from I-80 to Sacramento International Airport</i></p> <p><i>State Route 99</i></p> <p><i>2012—Construct Elverta Road interchange</i></p> <p><i>2015—Expand Elkhorn Blvd. interchange to accommodate Elkhorn Blvd's widening</i></p> <p><i>2024—Construct lane in each direction from I-5 to Elkhorn Blvd.</i></p> <p><i>Unknown—HOV lanes from I-5 interchange to SR 70</i></p> <p><i>Some of these proposed freeway improvement projects are included in Sacramento Area Council of Governments (SACOG) existing Metropolitan Transportation Plan (MTP) for preliminary engineering and environmental only. The MTP is a long-range plan that is based on growth and travel demand projections coupled with financial projections. The MTP lists hundreds of locally and regionally important projects. It is updated every three years, at which time projects can be added or deleted. SACOG uses the plan to help</i></p>			

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>prioritize projects and guide regional transportation project funding decisions. The projects included in the MTP have not gone through the environmental review process and are not guaranteed for funding or construction. Regional traffic improvements have generally been funded in the past through bond measures, sales tax and other taxes rather than development fees.</i></p> <p><i>The freeway improvement projects proposed by Caltrans are not currently approved and funded, but, consistent with the Kittleson Report, the applicant's payment of the PFF will satisfy its required share of the cost of such anticipated future improvements. Nevertheless, the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF fees cannot assure that impacts on the I-5 Northbound Exit Ramp to Del Paso Road will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the I-5 Northbound Exit Ramp to Del Paso Road would remain significant and unavoidable.</i></p>			
Transportation and Circulation 4.2-6	<p>4.2-6 <i>Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor</i></p>	Development Services Department & Department of Transportation	Prior to issuance of building permit	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF cannot assure that impacts on the freeway weaving segment will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the freeway weaving segment would remain significant and unavoidable.</i></p>			
Transportation and Circulation 4.2-7	<p><i>4.2-7(a) Prior to recordation of the first map, the project applicant shall coordinate with the City of Sacramento Development Engineering Division to identify the necessary on- and off-street pedestrian and bicycle facilities to serve the proposed development. These facilities shall be incorporated into the project and could include sidewalks, stop signs, standard pedestrian and school crossing warning signs, lane striping to provide a bicycle lane, bicycle parking, signs to identify pedestrian and bicycle paths, raised crosswalks, and pedestrian signal heads.</i></p> <p><i>4.2-7(b) Circulation and access to all proposed parks and public spaces shall include sidewalks that meet Americans with Disabilities Act standards.</i></p>	<p>Development Engineering Division</p> <p>Development Services Department</p>	<p>Prior to recordation of the first map</p> <p>Prior to issuance of building permits.</p>	
Transportation and Circulation 4.2-12	<p><i>4.2-12(a) Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due</i></p>	<p>Development Services Department & Department of Transportation</p> <p>Caltrans</p>	<p>Pay NNFP and PFF fees prior to the issuance of building permit</p>	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF cannot assure that impacts on the I-5 Northbound Exit Ramp to Del Paso Road will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the I-5 Northbound Exit Ramp to Del Paso Road would remain significant and unavoidable.</i></p>			
Transportation and Circulation 4.2-14	<p>4.2-14 <i>Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF cannot assure that impacts on the freeway weaving segment will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and</i></p>	Development Services Department & Department of Transportation Caltrans	Prior to issuance of building permit	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<i>technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the freeway weaving segment would remain significant and unavoidable.</i>			
Transportation and Circulation 4.2-15	4.2-15 Implement mitigation measures 4.2-7(a) and 4.2-7(b).	See mitigation measures 4.2-7(a) and 4.2-7(b).	See mitigation measures 4.2-7(a) and 4.2-7(b)	
Transportation and Circulation 4.2-17	4.2-17 Prior to beginning of construction, a construction traffic and parking management plan shall be prepared by the applicant to the satisfaction of the City traffic engineer and subject to review by all affected agencies. Implementation of the mitigation measure would reduce this impact to less than significant .	City traffic engineer	Prior to beginning of construction	
Transportation and Circulation 4.2-18	<p>4.2-18(a) Del Paso Road and East Commerce Way – The project applicant shall pay a fair share contribution to implement mitigation measure 4.2-1(b). This mitigation measure would reduce the impact of the project to a less than significant level.</p> <p>4.2-18(b) Del Paso Road and Natomas Boulevard – The project applicant shall pay a fair share contribution to provide a westbound double left turn lane. This mitigation measure would reduce the impact of the project to a less than significant level.</p> <p>4.2-18(c) East Commerce Way and New Market Drive – The project applicant shall pay a fair share contribution to implement mitigation measure 4.2-9(e). This mitigation measure would reduce the impact of the project to a less than significant level.</p> <p>4.2-18(d) East Commerce Way and Road 3 – The project applicant shall pay a fair share contribution to provide an eastbound double right turn lane and a northbound double left turn lane. This mitigation measure would reduce the impact of the project to a less than significant level.</p>	Development Services Department & Department of Transportation For MM 4.2-18(a thru d).	<p>See mitigation measure 4.2-1(b)</p> <p>Prior to issuance of building permit</p> <p>See mitigation measure 4.2-9(e)</p> <p>Prior to issuance of building permit</p>	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
Transportation and Circulation 4.2-19	<p>4.2-19(a) <i>El Centro Road – I-5 Overcrossing – The project applicant shall provide the appropriate right-of-way within the project site to construct a North Natomas 2+ lane cross-section at this location. This will include 70 feet of right-of-way for road purposes, and appropriate slope easements. The applicant shall also provide for the eventual construction of the overcrossing by not encroaching with permanent structures within 40 feet of the dedication area. The applicant shall pay a fair-share contribution toward the future lane reconfiguration of the overcrossing from two to four lanes. The lane reconfiguration shall not require widening of the planned overcrossing structure. This mitigation measure would reduce the impact of the project and circulation alternative to a less than significant level.</i></p>	Development Services Department & Department of Transportation	<p>Right-of-way shall be shown on final map prior to the issuance of building permit.</p> <p>Fair share fee shall be paid prior to issuance of building permit.</p>	
Transportation and Circulation 4.2-20	<p>4.2-20 <i>Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF cannot assure that impacts on the listed freeway mainline segments will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the listed freeway mainline segments would remain significant and unavoidable.</i></p>	Development Services Department & Department of Transportation Caltrans	See mitigation measure 4.2-4(a)	

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**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
Transportation and Circulation 4.2-21	<p>4.2-21 Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in Mitigation Measure 4.2-4(a)) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</p> <p>Consequently, payment of the PFF cannot assure that impacts on the identified freeway ramp junctions will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the identified freeway ramp junctions would remain significant and unavoidable.</p>	<p>Development Services Department & Department of Transportation</p> <p>Caltrans</p>	See mitigation measure 4.2-4(a)	
Transportation and Circulation 4.2-22	4.2-22(a) SR 99 Northbound – Elkhorn Boulevard Exit – The project applicant shall contribute a fair share to provide a northbound double right turn lane. This would reduce the length of the queue from 2,383 feet to 933 feet in the p.m. peak hour. The expected queue length does not exceed the available storage capacity. This mitigation measure would reduce the impact of the circulation alternative to a less than significant level.	<p>Development Services Department & Department of Transportation</p>	Prior to issuance of building permit	
Transportation and Circulation 4.2-23	4.2-23 Implementation of Mitigation Measure 4.2-4(a) and payment of the PFF by the project applicant will insure that the project pays its required share of freeway-related improvements. Nevertheless, given the status of the improvement projects identified by Caltrans (listed in	<p>Development Services Department & Department of</p>	See mitigation measure 4.2-4(a)	

Commerce Station (P06-018)

May 20, 2008

**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>Mitigation Measure 4.2-4(a) and the information available at this time, the City has concluded that the prospects of the proposed freeway improvements ever being constructed remains uncertain due to funding priorities and on-going policy developments that may favor other approaches to addressing freeway congestion.</i></p> <p><i>Consequently, payment of the PFF cannot assure that impacts on the freeway weaving segment will be reduced to a less than significant level. To partially offset these impacts, the applicant will pay its required share of freeway-related improvements by paying the PFF. Nevertheless, given the uncertainty regarding the timing and completion of the proposed freeway improvement and because the California Environmental Quality Act (Pub. Resources Code, §21000 et seq.) defines "feasible" for these purposes as capable of being accomplished in a successful manner with a reasonable period of time, taking into account economic, environmental, social, and technological factors (Pub. Resources Code, Section 21061.1), the impacts of the project on the freeway weaving segment would remain significant and unavoidable.</i></p>	<p>Transportation Caltrans</p>		
4.3 Noise				
Noise 4.3-1	<p><i>4.3-1(a) Construction contractors shall locate fixed construction equipment such as compressors and generators as far as possible from sensitive receptors. Shroud or shield all impact tools, and muffle or shield all intake and exhaust ports on power construction equipment.</i></p> <p><i>4.3-1(b) The project applicant shall designate a disturbance coordinator and conspicuously post this person's number around the project site and in adjacent public spaces. The disturbance coordinator will receive all public complaints about construction noise disturbances and will be responsible for determining the cause of the complaint, and implement any feasible measures to be taken to alleviate the problem.</i></p>	<p>Development Services Department</p> <p>Development Services Department</p>	<p>Prior to and during construction activities</p> <p>Prior to issuance of grading permit</p>	
Noise 4.3-4	<p><i>4.3-4 All commercial heating, cooling and ventilation equipment shall be located within mechanical rooms where possible, or shielded from view with solid barriers or parapets.</i></p>	<p>Development Services Department</p>	<p>Compliance shall be demonstrated on building plans prior to issuance of building</p>	

Commerce Station (P06-018)

May 20, 2008

**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
			permit	
Noise 4.3-6	4.3-6(a) <i>Prior to the issuance of building permits for the proposed townhouses located within 600 feet of the Interstate 5 right-of-way, STC 35 windows shall be included in the project design for the review and approval of the City Building Official. Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn, or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the townhouse parcel. If the incorporation of STC 35 windows is not deemed adequate mitigation, the report shall recommend additional measures, which shall be incorporated into the site plan in order to reduce interior noise levels in the townhomes to a level at or below the City's 45 dB Ldn standard.</i>	Development Services Department	Prior to the issuance of building permits for proposed townhouses located within 600 feet of I-5 right-of-way STC 35 windows shall be included in project design A detailed interior noise analysis shall be submitted in conjunction with the submittal of a site plan for the townhouse parcel	
	4.3-6(b) <i>Prior to the issuance of building permits for the proposed townhouses townhomes located within 600 feet of the Interstate 5 right-of-way, mechanical ventilation systems shall be included in the project design for the review and approval of the City Building Official. The use of mechanical ventilation systems would allow occupants to keep windows and doors closed to achieve acoustical isolation from Interstate 5 traffic noise. The systems should allow for the introduction of fresh outside air, without the requirement of open windows.</i>	Development Services Department	Prior to the issuance of building permits	
	4.3-6(c) <i>STC 40 windows shall be included in the project design for the proposed hotel. Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn, or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the hotel parcel. If the incorporation of STC 40 windows is not deemed adequate mitigation, the report shall recommend additional measures, which shall be incorporated into the site plan in order to reduce interior noise levels in the hotel to a level at or below the City's 45 dB Ldn standard.</i>	Development Services Department	Prior to the issuance of building permits STC 40 windows shall be included in the project design for the proposed hotel A detailed interior noise analysis shall be submitted in conjunction with the submittal of a site plan for the hotel parcel.	
	4.3-6(d) <i>Prior to the issuance of building permits for the residential portion of the mixed use residential units adjacent to E. Commerce Way, STC</i>	Development Services	Prior to the issuance of	

Commerce Station (P06-018)

May 20, 2008

**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	32 rated window assemblies shall be included in the project design for the review and approval of the City Building Official. Additionally, a detailed interior noise analysis shall be conducted to confirm that the required mitigation measures are sufficient to achieve an interior noise level of 45 dB Ldn, or less. This report shall be submitted to the Development Services Department in conjunction with the submittal of a site plan for the residential units adjacent to E. Commerce Way. If the incorporation of STC 32 windows is not deemed adequate mitigation, the report shall recommend additional measures, which shall be incorporated into the site plan in order to reduce interior noise levels to a level at or below the City's 45 dB L _{dn} standard.	Department	building permits for the mixed-use residential units adjacent to East Commerce Way, STC rated window assemblies shall be included in the project design A detailed interior noise analysis shall be submitted in conjunction with the submittal of a site plan for the mixed-use residential units adjacent to East Commerce Way	
4.4 Air Quality				
Air Quality 4.4-1	<p>4.4-1(a) The project applicant/developer shall provide a plan for approval by the City, in consultation with SMAQMD, demonstrating that the heavy-duty (>50 horsepower), off-road vehicles to be used in the construction project, including owned, leased, and subcontractor vehicles, will achieve a project-wide fleet-average 20 percent NO_x reduction and 45 percent particulate reduction compared to the most recent CARB fleet average at the time of construction. Acceptable options for reducing emissions include the use of late-model engines, low-emission diesel products, alternative fuels, particulate matter traps, engine retrofit technology, after-treatment products, and/or such other options as become available.</p> <p>4.4-1(b) The project applicant/developer shall submit to the City and SMAQMD a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 hp, that will be used an aggregate of 40 or more hours during any portion of the project. The inventory shall be updated and submitted monthly throughout the duration of the project, except that an inventory shall not be required</p>	<p>SMAQMD Development Services Department</p> <p>SMAQMD Development Services Department</p>	<p>Prior to issuance of a grading permit</p> <p>Prior to issuance of a grading permit</p>	

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**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<p><i>shall be recalculated in accordance with the most current SMAQMD-recommended methodologies. Additional mitigation measures and/or offset fees, (to be calculated based on the most current SMAQMD-recommended fee structure at the time of development) shall be implemented to ensure that construction-generated emissions of NO_x would not exceed the SMAQMD's daily emissions threshold of 85 lbs/day.</i></p> <p>4.4-1(e) Ground-disturbing activities (i.e., grading, trenching) shall not exceed a total disturbed area of 15 acres per day.</p> <p>4.4-1(f) Construction activities shall comply with SMAQMD's Rule 403, Fugitive Dust. As previously discussed, Rule 403 requires implementation of reasonable precautions so as not to cause or allow emissions of fugitive dust from being airborne beyond the property line of the project site. In accordance with SMAQMD-recommended mitigation measures for the control of fugitive dust, reasonable precautions shall include, but shall not be limited to, the following:</p> <ul style="list-style-type: none"> • Apply water, a chemical stabilizer or suppressant, or vegetative cover to all disturbed areas, including storage piles that are not being actively used for construction purposes, as well as any portions of the construction site that remain inactive longer than a period of three months; • Water exposed surfaces sufficient to control fugitive dust emissions during demolition, clearing, grading, earth-moving, or excavation operations. Actively disturbed areas should be kept moist at all times; • Cover all vehicles hauling dirt, sand, soil or other loose material or maintain at least two feet of freeboard in accordance with the requirements of California Vehicle Code Section 23114; • Limit or expeditiously remove the accumulation of project-generated mud or dirt from adjacent public streets at least once every 24 hours when construction operations are occurring; and • Limit on-site vehicle speeds on unpaved surfaces to 15 mph, or less. 	<p>Development Services Department SMAQMD</p>	<p>During construction</p> <p>During construction</p>	

Commerce Station (P06-018)

May 20, 2008

**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
Air Quality 4.4-2	<p>4.4-2 Prior to the issuance of the project's first grading permit, the project applicant will obtain written endorsement from the SMAQMD for an Air Quality Mitigation Plan (AQMP). In accordance with SMAQMD recommendations, the AQMP shall achieve a minimum overall reduction of 15 percent in the project's anticipated operational NO_x and ROG emissions. SMAQMD-recommended measures and corresponding emissions-reduction benefits are identified in SMAQMD's Guidance for Land Use Emission Reductions, which has been included in Appendix B of DEIR Appendix D, Air Quality Impact Assessment. Available measures to be included in the AQMP include, but are not limited to, the following:</p> <p><u>Commercial and Public Facilities</u></p> <ul style="list-style-type: none"> • Provide preferential carpool/vanpool parking spaces; • Provide transit facility improvements (e.g., pedestrian shelters, route information, benches, lighting); • Provide bicycle storage/parking facilities; • Provide shower/locker facilities; • Provide incentives to employees to rideshare or take public transportation; and • Provide a parking lot that provides clearly marked and shaded pedestrian pathways between transit facilities, pedestrian walkways and trails, and building entrances. <p><u>Residential Use</u></p> <ul style="list-style-type: none"> • Prohibit use of wood-burning stoves or fireplaces within interior and exterior areas. Install only USEPA-certified gas-fired fireplaces; • Install Energy Star or ground source heat pumps; • Install Energy Star labeled roof materials; • Exceed Title 24 energy standards; and • Include incentives for purchasers of new residential dwellings to incorporate solar-powered energy systems. 	SMAQMD Development Services Department	Prior to issuance of grading permit	
Air Quality 4.4-5	4.4-5(a) Implement Mitigation Measures 4.4-1(a) through 4.4-1(f) and 4.4-2.	Development Services	See Mitigation Measures 4.4-1(a)	

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**Commerce Station (P06-018)
Mitigation Monitoring Program**

Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	<i>The above measures shall terminate upon the first recertification of the levees by the U.S. Army Corps of Engineers.</i>			
Initial Study Section 7: Biological Resources				
7. Biological Resources	MM-1 Prior to site disturbance, surveys shall be conducted for special-status species by a qualified biologist retained by the project applicant and approved by the Development Services Department. Should any special-status species be identified appropriate measures shall be implemented in compliance with the NBHCP (including implementation of Incidental Take Minimization Measures) for the review and approval of the Planning Director.	Development Services Department Planning Director	Prior to site disturbance	
Initial Study Section 14: Cultural Resources				
14. Cultural Resources	MM-2a Prior to issuance of grading permits, the applicant/developer shall submit plans to the Development Services Department for review and approval which indicate (via notation on the improvement plans) that if subsurface archaeological or historical remains (including unusual amounts of bones, stones, or shells) are discovered during excavation or construction of the site, the applicant shall stop work immediately and a qualified archaeologist and a representative of the Native American Heritage Commission shall be consulted to develop, if necessary, further mitigation measures to reduce any archaeological impact to a less than significant level before construction continues.	Development Services Department	Prior to issuance of grading permits	
	MM-2b If Native American archaeological, ethnographic, or spiritual resources are discovered, all identification and treatment shall be conducted by qualified archaeologists who are either certified by the Society of Professional Archaeologists (SOPA) or who meet the federal standards as stated in the Code of Federal Regulations (36 C.F.R.61), and Native American representatives who are approved by the local Native American community as scholars of their cultural traditions. In the event that no such Native American is available, persons who represent tribal governments and/or organizations in the locale in which resources could be affected shall be consulted. When historic archaeological site or historic architectural features are	Development Services Department County Coroner Native American Heritage Commission (if remains are	Prior to issuance of grading permits	

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Impact Number	Mitigation Measure	Monitoring Agency	Implementation Schedule	Sign-off
	involved, all identification and treatment is to be carried out by historical archaeologists or architectural historians. These individuals shall meet either SOPA or 36 C.F.R 61 requirements. Identified cultural resources should be recorded on DPR 523 (A-J) historic resource recordation forms.	determined to be Native American)		
	MM-2c If human bone or bone of unknown origin is found during construction, all work shall stop in the vicinity of the find and the County Coroner shall be contacted immediately. If the remains are determined to be Native American, the Coroner shall notify the Native American Heritage Commission who shall notify the person it believes to be the most likely descendant. The most likely descendant shall work with the contractor to develop a program for re-interment of the human remains and any associated artifacts. No additional work is to take place within the immediate vicinity of the find until the identified appropriate actions have been carried out.	Development Services Department County Coroner Native American Heritage Commission (if remains are determined to be Native American)	Prior to issuance of grading permits	

May 20, 2008

Attachment 5: Resolution for General Plan Amendment

RESOLUTION NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

RESOLUTION AMENDING THE GENERAL PLAN LAND USE MAP FROM MIXED USE AND OPEN SPACE TO MIXED USE, REGIONAL COMMERCIAL, AND OPEN SPACE FOR THE COMMERCE STATION PUD PROJECT LOCATED IN THE NORTHWEST QUADRANT OF THE INTERSECTION OF DEL PASO ROAD AND EAST COMMERCE WAY (P06-018)

BACKGROUND

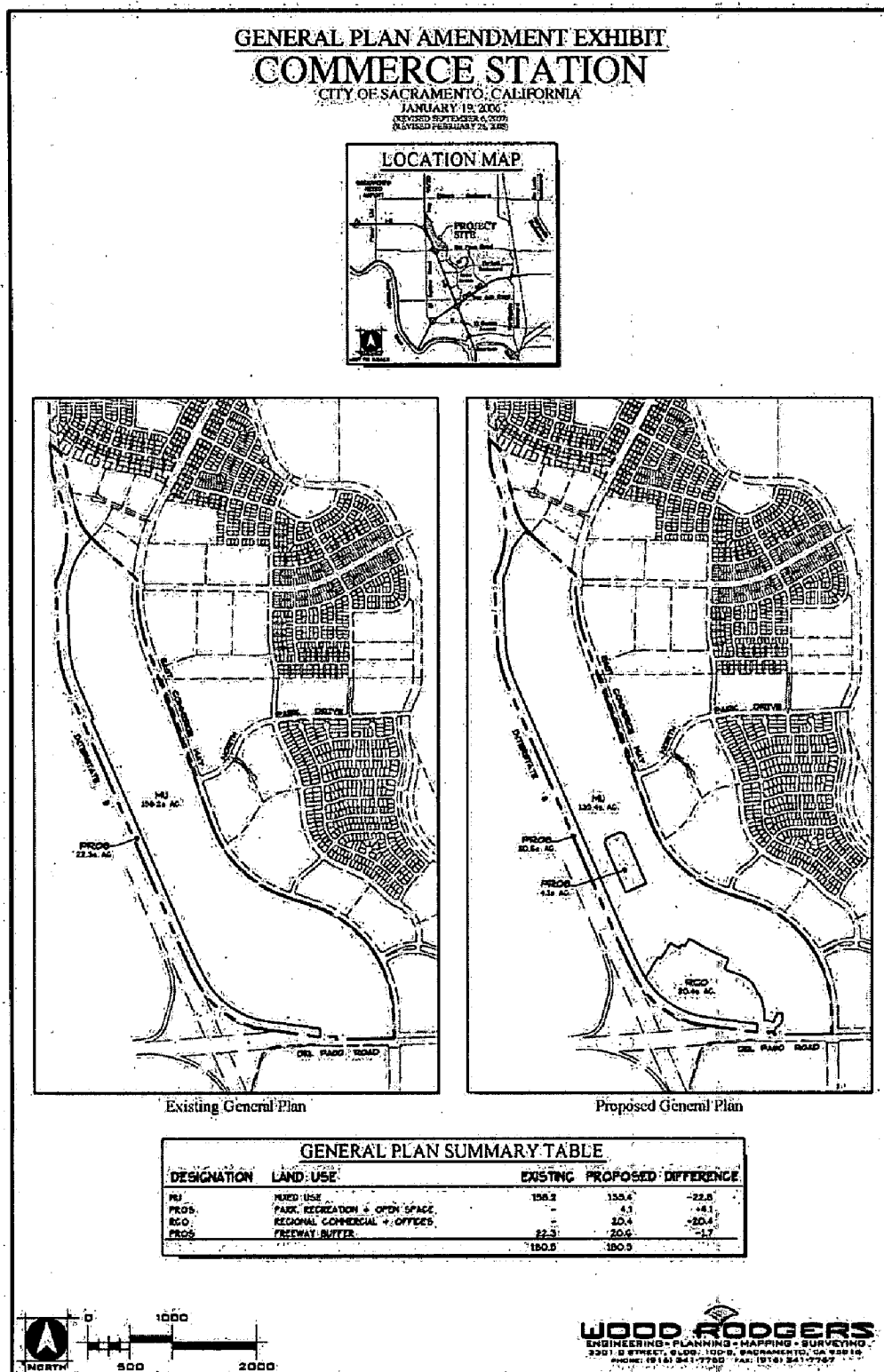
- A. On April 17, 2008, the Planning Commission conducted a public hearing on, and forwarded to the City Council its recommendation on the Commerce Station PUD Project, and
- B. On May 20, 2008, the City Council conducted a public hearing, for which notice was given pursuant to Sacramento City Code sections 16.24.0907, 17.204.020(C), 17.208.020(C), 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500'), and received and considered evidence concerning the Commerce Station PUD Project.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL RESOLVES AS FOLLOWS:

- Section 1 Based on the verbal and documentary evidence received at the hearing on the Commerce Station Project, the City Council approves the General Plan Amendment for the Commerce Station PUD.
- Section 2 The 180.5± acre area described on the attached Exhibit 1 is hereby designated on the City of Sacramento General Plan land use map as 180.5± acres of Mixed Use (MU) and Parks-Recreation-Open Space (PROS) to 135.4± acres of Mixed Use (MU), 24.7± acres of Parks-Recreation-Open Space (PROS), and 20.4± acres of Regional Commercial and Offices (RCO).

Exhibit A: General Plan Amendment– 1 page

Exhibit A: General Plan Amendment



Attachment 6: Resolution for North Natomas Community Plan Amendment

RESOLUTION NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

AMENDING THE NORTH NATOMAS COMMUNITY PLAN LAND USE MAP FROM EMPLOYMENT CENTER (EC-80, EC-65, EC-50, EC-40), AND PARKS-OPEN SPACE (AOS) TO EMPLOYMENT CENTER (EC-80, EC-65, EC-50), REGIONAL COMMERCIAL (RC), AND PARKS-OPEN SPACE (AOS) FOR THE COMMERCE STATION PROJECT LOCATED IN THE NORTHWEST QUADRANT OF THE INTERSECTION OF DEL PASO ROAD AND EAST COMMERCE WAY (P06-018)

BACKGROUND

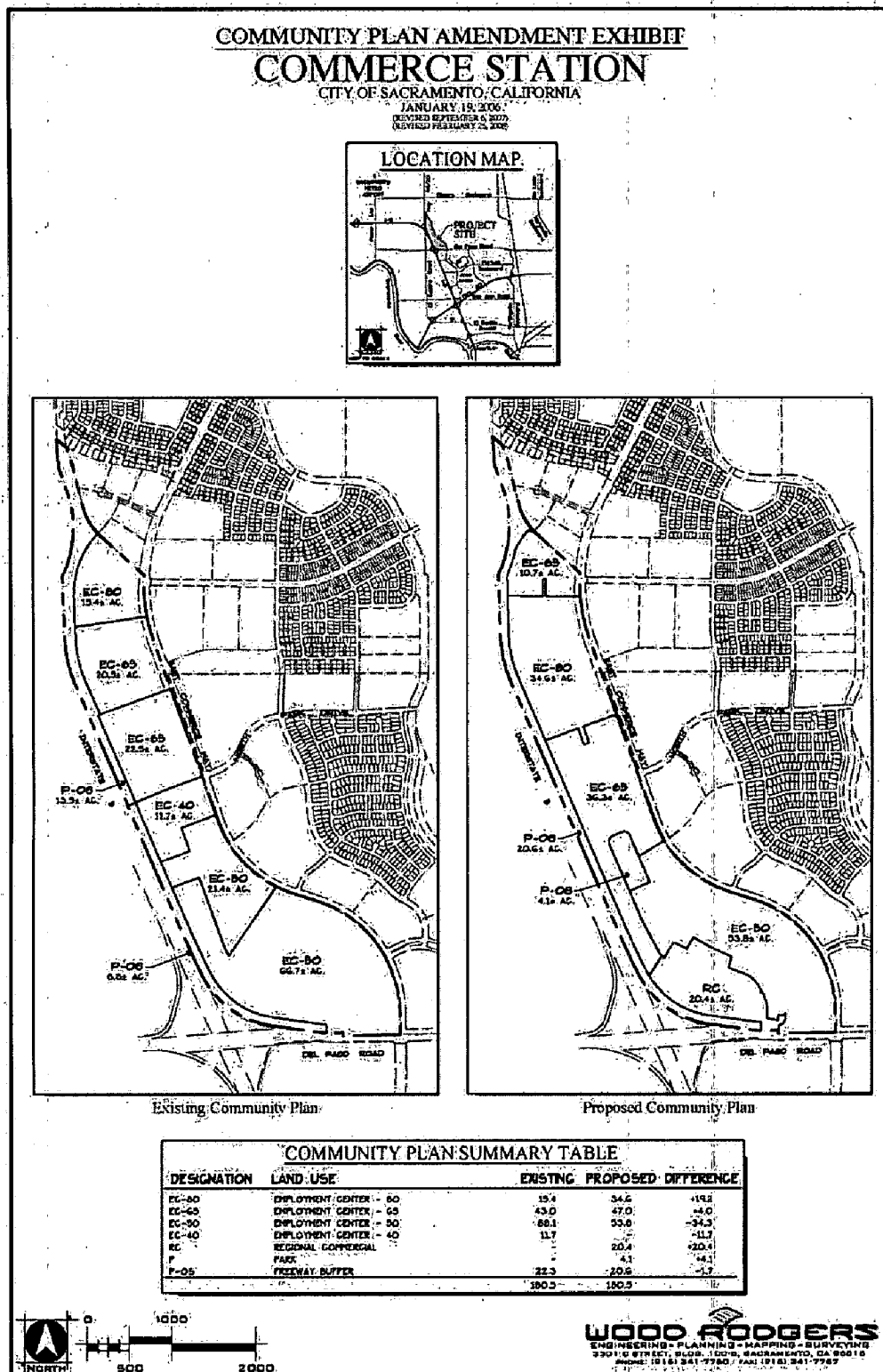
- A. On April 17, 2008, the Planning Commission conducted a public hearing on, and forwarded to the City Council its recommendation on the Commerce Station PUD Project, and
- B. On May 20, 2008, the City Council conducted a public hearing, for which notice was given pursuant to Sacramento City Code sections 16.24.0907, 17.204.020(C), 17.208.020(C), 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500'), and received and considered evidence concerning the Commerce Station PUD Project.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL RESOLVES AS FOLLOWS:

- Section 1 Based on the verbal and documentary evidence received at the hearing on the Commerce Station PUD Project, the City Council approves the North Natomas Community Plan Amendment for the Commerce Station PUD.
- Section 2 The 180.5± acre area described on the attached Exhibit 2 is hereby designated on the City of Sacramento North Natomas Community Plan land use map as 15.4± acres of Employment Center (EC-80), 43.0± acres of Employment Center (EC-65), 88.1± acres of Employment Center (EC-50), 11.7± acres of Employment Center (EC-40), and 22.3± acres of Parks-Open Space (POS) to 34.6± acres of Employment Center (EC-80), 47.0± acres of Employment Center (EC-65), 53.8± acres of Employment Center (EC-50), 20.4± acres of Regional Commercial (RC), and 24.7± acres of Parks-Open Space (POS).

Exhibit A: North Natomas Community Plan Amendment– 1 page

Exhibit A: North Natomas Community Plan Amendment



Attachment 7: Recommended Ordinance for Rezone

ORDINANCE NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

AMENDING TITLE 17 OF THE SACRAMENTO CITY CODE (THE ZONING CODE) BY REZONING CERTAIN REAL PROPERTY FROM EMPLOYMENT CENTER PUD (EC-80-PUD, EC-65-PUD, EC-50-PUD, AND EC-40-PUD) AND AGRICULTURE-OPEN SPACE PUD (A-OS-PUD) TO EMPLOYMENT CENTER PUD (EC-80-PUD, EC-65-PUD, EC-50-PUD), SHOPPING CENTER PUD (SC-PUD), AND AGRICULTURE-OPEN SPACE PUD (A-OS-PUD) LOCATED IN NORTH NATOMAS, NORTHWEST INTERSECTION OF DEL PASO ROAD AND EAST COMMERCE WAY (P06-018)

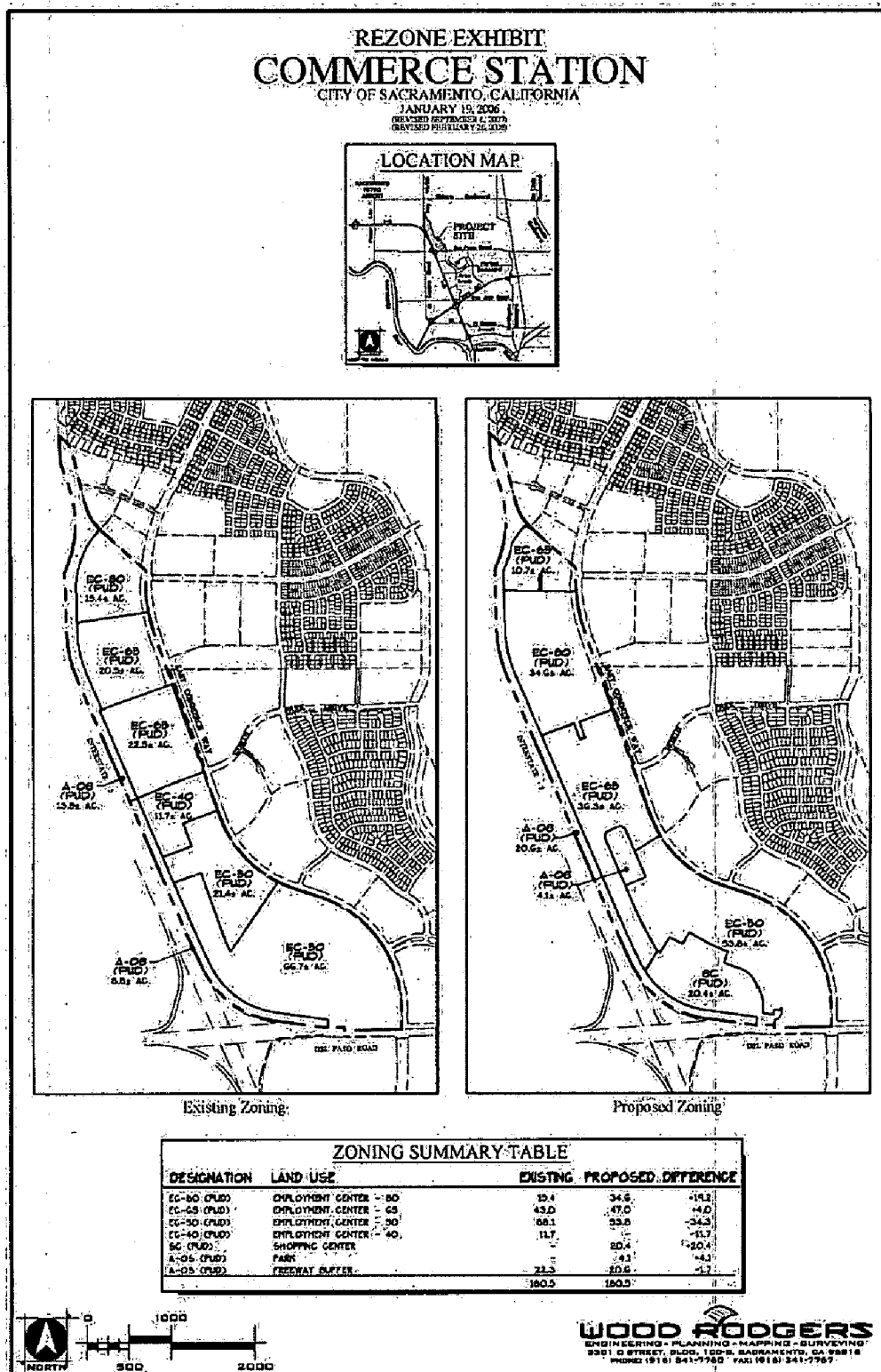
BE IT ENACTED BY THE COUNCIL OF THE CITY OF SACRAMENTO:

- Section 1 Title 17 of the Sacramento City Code (the Zoning Code) is amended by rezoning the property shown in the attached Exhibit A, generally described, known, and referred to as Commerce Station (APN: 201-0300-139, 225-0030-031, 058 & 059, 225-0040-029, 030, 032, 055, 057 & 059) and consisting of 180.5± acres from Employment Center PUD (EC-80-PUD, EC-65-PUD, EC-50-PUD, AND EC-40-PUD), and Agriculture-Open Space PUD (A-OS- PUD) to EC-80-PUD, EC-65-PUD, EC-50-PUD, SC-PUD, and A-OS- PUD.
- Section 2 Rezoning of the property described in the attached Exhibit A by the adoption of this Ordinance shall be deemed to be in compliance with the procedures for the rezoning of property described in the Comprehensive Zoning Ordinance, Title 17 of the City Code, as amended, as said procedures have been affected by recent court decisions.
- Section 3 The City Clerk of the City of Sacramento is hereby directed to amend the official zoning map, which is a part of said Comprehensive Zoning Ordinance, Title 17 of the City Code, to conform to the provisions of this Ordinance.

Table of Contents:

Exhibit A: Rezone Exhibit- 1 page

Exhibit A: Rezone Exhibit



Attachment 8: PUD Schematic Plan and Guidelines Amendment

RESOLUTION NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

**AMENDING THE COMMERCE STATION PLANNED UNIT DEVELOPMENT (PUD)
GUIDELINES AND SCHEMATIC PLAN TO DEPICT THE COMMERCE STATION PUD
DEVELOPMENT (P06-018)**

BACKGROUND

- A. On April 17, 2008, the Planning Commission conducted a public hearing on, and forwarded to the City Council its recommendation on the Commerce Station PUD Project, and
- B. On May 20, 2008, the City Council conducted a public hearing, for which notice was given pursuant to Sacramento City Code sections 16.24.0907, 17.204.020(C), 17.208.020(C), 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500'), and received and considered evidence concerning the Commerce Station PUD Project.

**BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL
RESOLVES AS FOLLOWS:**

Section 1 Based on the verbal and documentary evidence received at the hearing on the Commerce Station Project, the City Council approves the Commerce Station Schematic Plan Amendment and Commerce Station Development Guidelines Amendment for the Commerce Station PUD.

Section 2 The City Council approves the amended Commerce Station PUD Schematic Plan and Development Guidelines based on the following Findings of Fact:

1. The PUD amendment conforms to the General Plan and the North Natomas Community Plan; and
2. The PUD amendments meet the purposes and criteria stated in the City Zoning Ordinance in that the PUD facilitates mixed uses designed to assure that new development is healthy and of long-lasting benefit to the community and the City; and
3. The PUD Amendments will not be injurious to the public welfare, nor to other property in the vicinity of the development and will be in harmony with the general purposes and intent of the Zoning Ordinance in that

the PUD ensures that development be well-designed, and that the residential uses will not create a negative impact on adjacent uses.

Section 3 The Schematic Plan and Development Guidelines for the Commerce Station PUD are amended as attached hereto as Exhibit A and Exhibit B, respectively, subject to the following Conditions of Approval:

1. The applicant shall install light emitting diode (LED) traffic lights in all traffic signals associated with development of the project.
2. The applicant shall provide designated parking spaces for high occupancy vehicles and passenger loading, unloading and waiting areas for ridesharing.
3. The applicant shall construct Class I and Class II bike lanes throughout the project site in excess of those required by the City of Sacramento's 2010 Bikeway Master Plan, including a north-south commuter bike lane running the entire length of the project site which ties into the City's existing off-street bikeway network.
4. The applicant shall provide on-site bicycle and pedestrian facilities, including showers and bicycle parking for all commercial uses.
5. The applicant shall utilize recycled building materials, where feasible, in its building designs.
6. The applicant shall reuse and recycle construction waste where feasible.
7. The applicant shall exceed Title 24 Energy (?) Standards by 10%.
8. The applicant shall provide efficient fluorescent lighting for all primary lighting within project office buildings. Accent and aesthetic lighting shall be subject to this condition.
9. Applicant shall install electrification stations / connections in all project loading docks for use by transportation refrigeration units (TRUs).
10. The project shall utilize light-colored roofing materials and paint on roofs.

Exhibit A: Commerce Station Amended PUD Schematic Plan

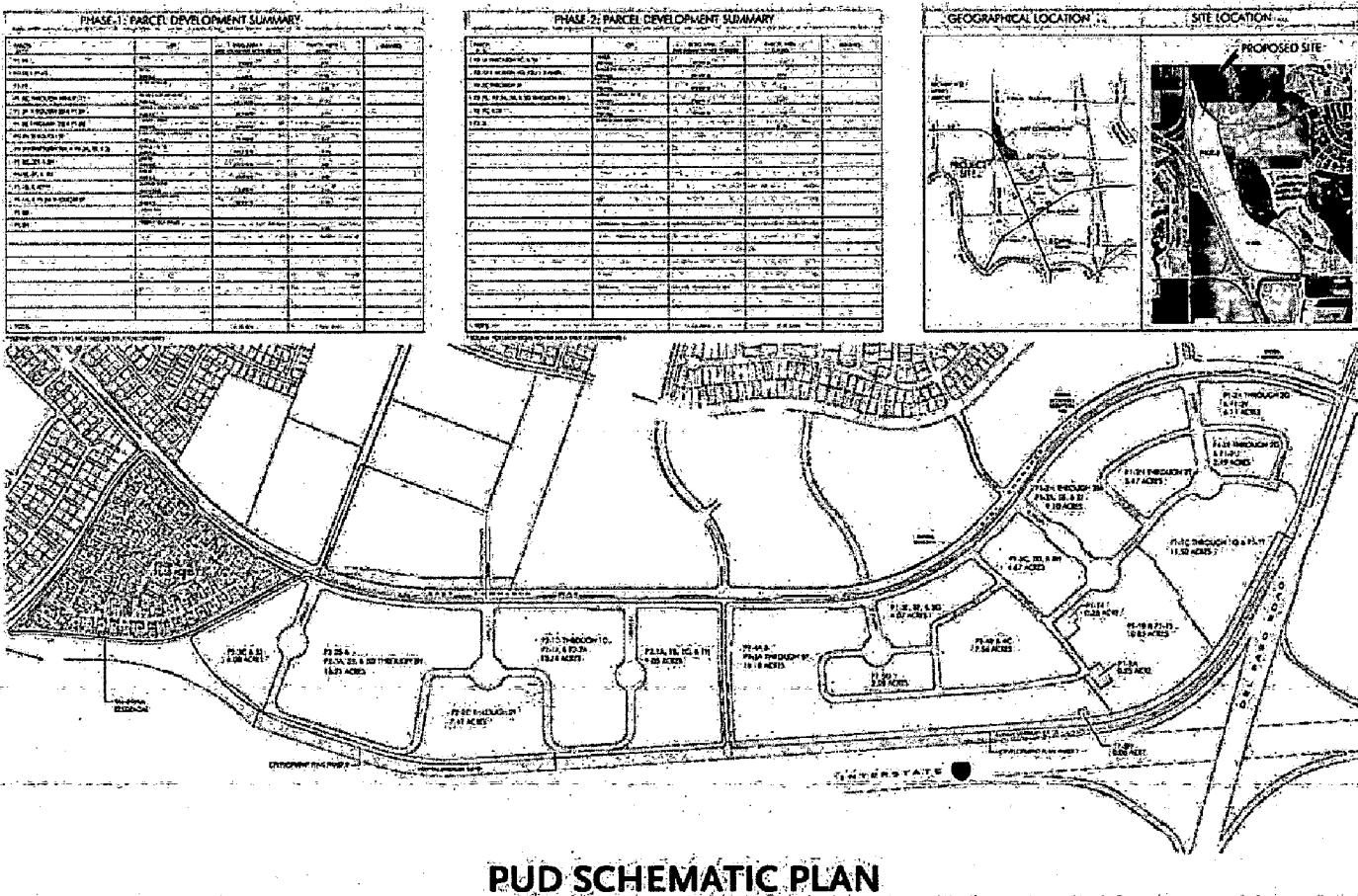


Exhibit B: Commerce Station Amended PUD Development Guidelines

COMMERCE STATION PLANNED UNIT DEVELOPMENT GUIDELINES



SECTION ONE - INTRODUCTION

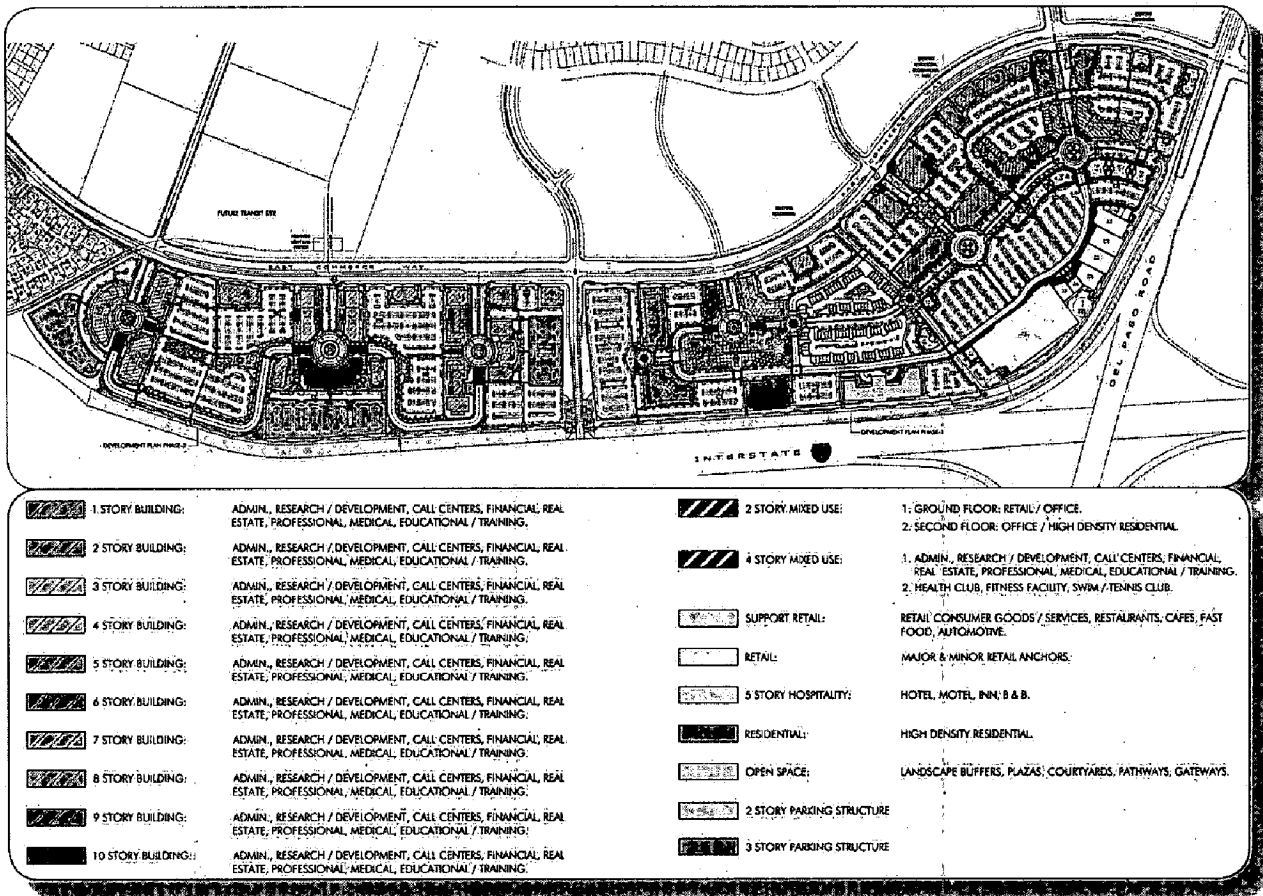


FIGURE 1A:
COMMERCE STATION CONCEPTUAL LAND USE PLAN

The goals and objectives for the project are as follows:

1. Implement the goals and objectives of the North Natomas Community Plan.
2. Create visually interesting, integrated, pedestrian-friendly mixed-use neighborhoods that promote smart growth principles.
 - Maintain a high quality of life and create charm and character for the emerging neighborhoods.
 - Emphasize the creation of spaces and places that encourage social interaction and foster community pride and support.
 - Utilize a consistent set of design elements throughout the PUD to unify the area visually and enhance property values.
3. Provide for a variety of employment generating uses in an attractive and functional setting.
 - Provide an integrated development theme while still permitting flexibility in the location and development of businesses to respond to changing market conditions and realize the City's goals for job creation and a healthy economic climate.
 - Implement design standards that encourage design innovation and flexibility.
4. Capitalize on the strategic location of the PUD by maximizing the opportunities created by the roadways and public transportation corridor serving the site.

- Create an image that is appropriate for the northern gateway to the City of Sacramento from Highway 99 and Interstate 5.
- Locate commercial uses to maximize visibility, and provide strategically located employment generating uses to complement major circulation elements and the future Downtown-Natomas-Airport light rail extension.
- Encourage the use of current and future public transportation through site design that emphasizes convenient transit access and use.
- Develop appropriate linkages to surrounding neighborhoods.

To achieve these goals, this comprehensive set of PUD Design Guidelines has been created for the project. They are formulated in a flexible manner to provide creative solutions to a variety of design opportunities and challenges.

1.3 Purpose and Intent

The PUD Design Guidelines define the necessary criteria to create a quality, vibrant and cohesive design for Commerce Station. Each development/project will be required to demonstrate how it meets the intent of these Design Guidelines. This approach to design values creativity and allows for multiple solutions to each design challenge. Flexibility and innovation are strongly encouraged.

The PUD Design Guidelines include both mandatory standards and recommendations providing a framework for the systematic development of Commerce Station. These Design Guidelines will ensure that development within the PUD will implement the PUD's goals, objectives, and policies. The Design Guidelines influence the community's visual character and integrity by establishing high standards for planning, design, landscaping and signage throughout the PUD.

These Guidelines are intended as a supplement to existing City Ordinances and shall prevail when different from other applicable City Ordinances.

1.4 Relationship to Approved Documents

Development within the Commerce Station PUD and the authority of these PUD Guidelines as applicable land use and development regulations, is strictly subject to, and limited by, the Schumacher Development Agreement (City Agreement #99-162). A copy of the Schumacher Development Agreement is attached hereto in the Appendix as Exhibit A.

The Schumacher Development Agreement vests the land use and development regulations applicable to development of Commerce Station to those land use and development regulations in place at the time the Schumacher Development Agreement was executed on September 28, 1999.

The land use and development regulations subject to these vested rights include, but are not limited to, the following:

- The City of Sacramento General Plan
- The North Natomas Community Plan
- The City of Sacramento Subdivision Ordinance
- The City of Sacramento Zoning Code
- All other Ordinances, Resolutions, Rules, Regulations and Policies in place at the time the Agreement was executed, which govern or regulate land use and/or development in the North Natomas Community Plan area.

All references to specific land use and development regulations within the this document are intended to reflect those land use and development regulations as they existed at the date the Schumacher Development Agreement was executed in 1999.

Therefore, except as otherwise provided in the Schumacher Development Agreement, to the extent any future changes in the land use and development regulations adopted by the City purport to be applicable to development within Commerce Station, but are inconsistent with the terms and conditions of the Schumacher Development Agreement, the terms and conditions of the Schumacher Development Agreement shall prevail.

Unless the parties to the Agreement (or their successors in interest) mutually agree to amend or modify the Schumacher Development Agreement, nothing in these PUD Guidelines is meant to abrogate that Agreement, or the 1999 land use and development regulations vested by that Agreement.

2. Land Use Development Standards

2.1 Concept and Land Uses

This section provides the development standards for the project's office, retail, residential, park and open space land uses.

A level of flexibility and creativity is envisioned for the implementation of the development standards described in this section. Given the dynamic nature of potential uses and the evolution of building types and configurations, a homogeneous design approach is not desirable or practical for this project. Such an approach would limit the ability to accommodate variety in overall design and might inhibit creativity in developing a project with a strong sense of place.

As such, these development standards are intended to be read in concert with the Land Use Design Guidelines outlined in Section 3 of this PUD. Where development standards are intended to provide minimum criteria for project development (i.e. building setbacks, building heights, lot coverage, etc.), design guidelines are intended to allow for flexibility and creative implementation of these standards. Therefore, it is critical to the implementation of this PUD that these standards and design guidelines be used in conjunction with each other to ensure compliance with the intent of the Commerce Station PUD.

The overall design concept for the Commerce Station PUD is the development of three distinct neighborhoods identified as "The Village," "Park Place," and "The Exchange" as depicted in Figure 2A. The intent of this design concept is to establish consistency within each neighborhood while enabling and achieving design diversity. Although thematically distinguishable and of varying land use intensities, these neighborhoods are intended to function as an integrated whole with generally consistent land uses and development patterns.

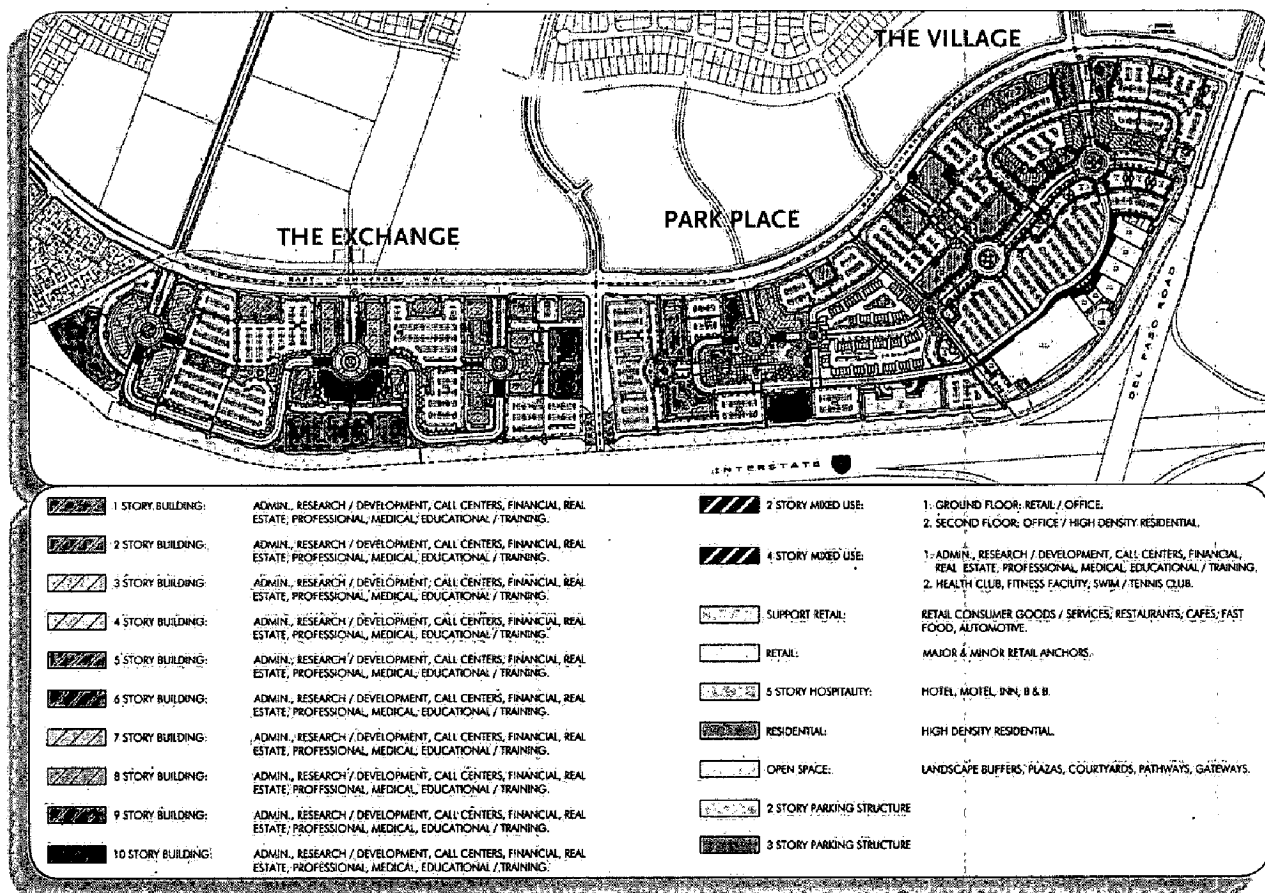


FIGURE 2A:
COMMERCE STATION NEIGHBORHOOD PLAN

The Land Use Plan illustrates the general intent of Commerce Station to create an integrated mixture of land uses based upon compatibility, accessibility, and economic trends. The intent of the Land Use Plan is to regulate the overall intensity of development throughout the PUD. The distribution of land uses within the Commerce Station PUD is illustrated in Figure 2B.

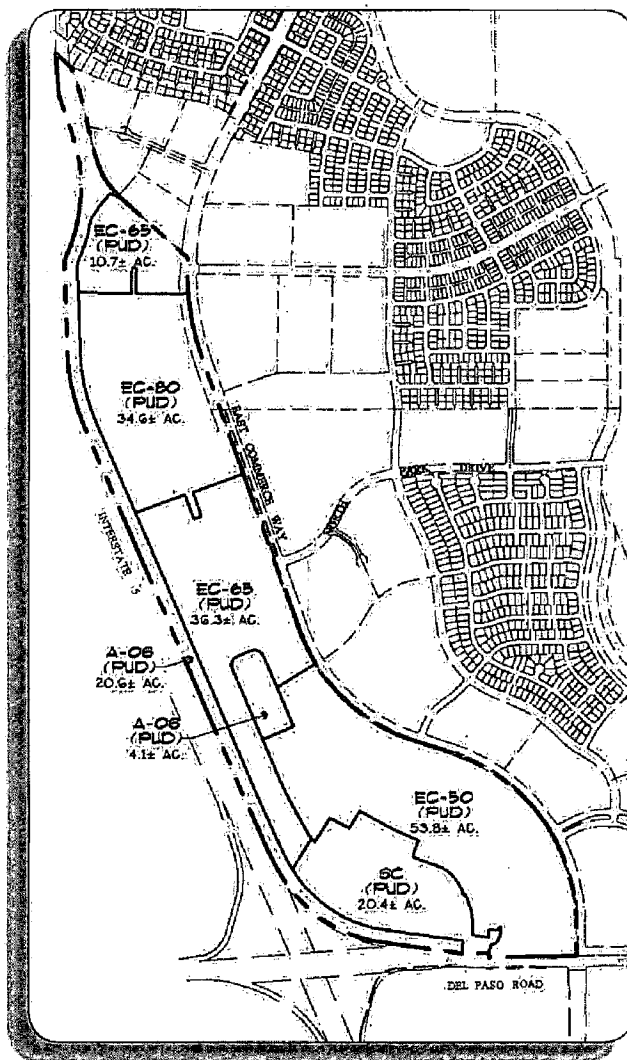


FIGURE 2B:
COMMERCE STATION LAND USE PLAN

2.2 Employment Center (EC-50, EC-65, EC-80)

Employment Center land uses are provided for throughout the Commerce Station PUD. Development intensities and uses shall be consistent with the EC-50, EC-65 and EC-80 land use designations outlined by these development standards.

PERMITTED USES

Permitted uses within the EC-50, EC-65 and EC-80 land use designations shall be consistent with the uses identified in Section 17.56.030 of the Sacramento Municipal Code to the extent this section is consistent with the Schumacher Development Agreement (City Agreement #99-162).

DEVELOPMENT STANDARDS

A range of employment center building types are envisioned for the Commerce Station PUD. With the exception of the height regulations outlined in Table 2.1, the Sacramento City Zoning Code Development Standards applicable to employment center development shall apply.

PERMITTED USES

Permitted uses within the SC land use designations shall be consistent with the uses identified in Section 17.24 of the Sacramento Municipal Code to the extent this section is consistent with the Schumacher Development Agreement (City Agreement #99-162).

DEVELOPMENT STANDARDS

A range of retail building types are also envisioned for the Commerce Station PUD. With the exception of the height regulations outlined in Table 2.2, the Sacramento City Zoning Code development standards applicable to regional retail and shopping center development shall apply.

TABLE 2.2: BUILDING HEIGHT REGULATIONS

LAND USE DESIGNATION	BUILDING USE TYPE	MAXIMUM BUILDING HEIGHT
SC Primary	Retail	1-Story

2.4 Residential

Residential uses are permitted as primary uses within up to twenty-five (25) percent of the Commerce Station PUD.

Development standards for residential uses within Commerce Station shall be consistent with the development standards outlined in the Shea Homes Commerce Station PUD Residential Development Standards and Design Guidelines (attached hereto in the Appendix, identified as Exhibit B), and incorporated herein by reference.

To the extent the Shea Homes Commerce Station PUD Residential Development Standards and Design Guidelines provides standards for other uses, they shall only be applicable to the geographic area identified in Figure 2C.

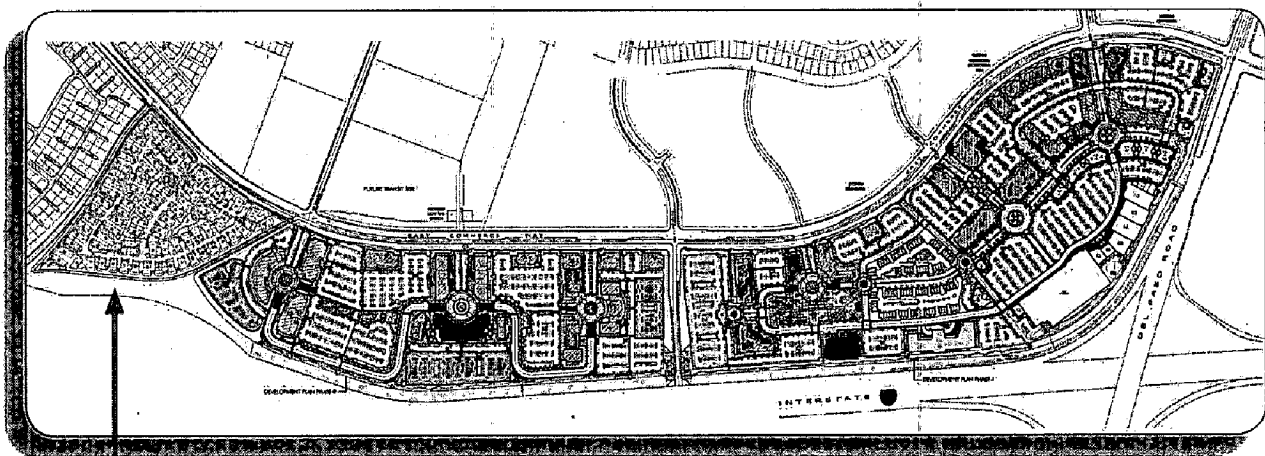


FIGURE 2C:
SHEA HOMES DEVELOPMENT GEOGRAPHIC AREA

2.5 Park / Open Space (A-OS)

The Commerce Station PUD is designed to include Park and Open Spaces (A-OS) uses to provide an aesthetically enhanced separation from the Interstate 5/Highway 99 transportation corridor, pedestrian and bicycle connectivity, as well as more traditional neighborhood park amenities to serve the residents and employees within and adjacent to the project's boundaries. As such, Parks and Open Spaces within the Commerce Station PUD consist mainly of the Neighborhood Plaza Park and the Freeway Buffer along Interstate 5/99.

In addition, although not separately designated by a distinct land use designation, development within the Commerce Station PUD is intended to include small public spaces within the individual neighborhoods and are generally addressed in this section because of their similarity in purpose for the development.

PERMITTED USES

Permitted uses within the A-OS land use designations shall be consistent with the uses identified in Section 17.24 of the Sacramento Municipal Code to the extent this section is consistent with the Schumacher Development Agreement (City Agreement #99-162).

DEVELOPMENT STANDARDS

1. FREEWAY BUFFER

- An open space buffer will be maintained along the western border of the Commerce Station PUD along Interstate 5/99. This buffer will provide a physical and visual separation between the freeway and adjacent employment center and shopping center land uses. The buffer is intended to provide a parkway-style entry for Interstate 5/99 travelers approaching the City of Sacramento. For the business and retail establishments within the PUD, the buffer will provide some visual screening and detachment from the freeway. The buffer is not intended to obscure or eliminate views of the land uses within the PUD from Interstate 5/99 motorists.
- The freeway buffer shall be located adjacent to the Interstate 5/99 right-of-way. It shall be a minimum of one hundred (100) feet wide.
- The primary use of the freeway buffer shall be to provide an attractively landscaped corridor to serve as a backdrop for Commerce Station and to enhance views into the area from the freeway.



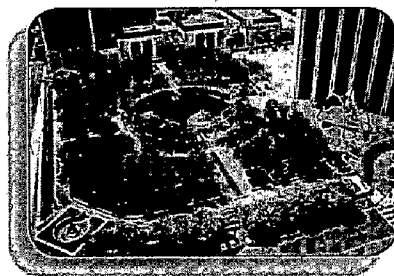
MULTI-USE TRAIL



LANDSCAPE CORRIDOR



ENHANCED FREEWAY BUFFER



URBAN PARK

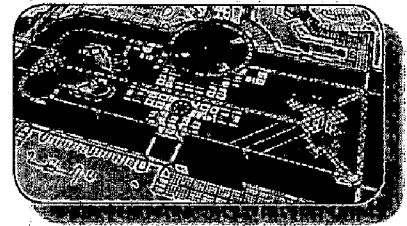
- Permitted uses within the freeway buffer are: landscaping, recreational trails and equipment, and public infrastructure facilities, rights-of-way and easements.
- The freeway buffer shall be funded, owned and maintained according to the provisions of the North Natomas Financing Plan.

2. NEIGHBORHOOD PLAZA PARK

The Commerce Station Neighborhood Plaza Park is an essential element of the Commerce Station PUD. Located amongst mixed-use and commercial centers, and in the heart of the community, this passive park creates a place for excellent connectivity within the community. It is a perfect spot for residents to socialize, congregate and recreate. The Park Plaza is designed to create a sense of place by expressing unique characteristics of the development's multi-faceted neighborhoods for a variety of uses and experiences. Accommodating these user groups, promoting interaction within local and community wide districts as well as enhancing the recreational, educational and cultural life of the PUD community are all assigned roles of the Plaza Park.

The Commerce Station Park shall include large urban spaces to be used to display public art or a farmer's market. In addition, the park shall provide multiple secluded areas for office park users and the like to read a book, bring a lunch or otherwise enjoy a more tranquil space. Specific program elements designed for this park shall include the following: a main entrance plaza located adjacent to the parking structure; a large festival plaza with ample seating for large farmer's market-type events in the center of the park; a hardscape picnic area adjacent to the residential district that includes an interactive water feature, a rose garden and open-air shade structures; a large promenade walk that travels through the middle of the park connecting the main entrance plaza, the amphitheatre and the picnic area; a large grove of evergreen conifer trees to help give vertical identity to the park amidst the many multi-story buildings.

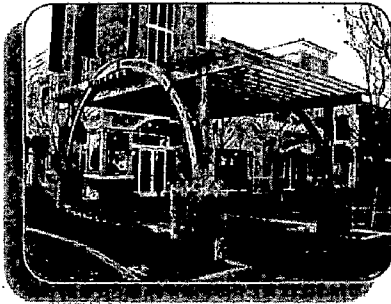
- The main entrance plaza is characterized by a welcoming information kiosk in the center of a large open walkway ideal for congregating. The kiosk shall complement the architectural materials and style of the surrounding buildings. The other elements of the entrance plaza will include hard surfaces of concrete paving and interlocking pavers; site furniture; and raised and ground level planters. Key features shall be up-lighted with ground mounted landscape fixtures.



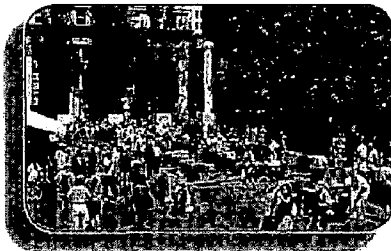
COMMERCE STATION PARK
CONCEPTUAL PERSPECTIVE



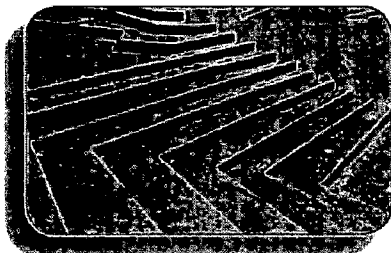
ENTRY PLAZA AND INFORMATION KIOSK



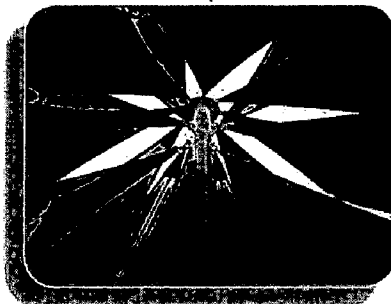
TRELLIS ELEMENT



PLAZA SPACE



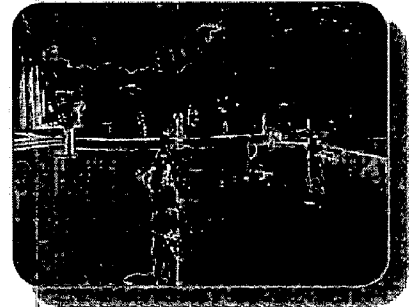
TERRACED SITTING STEPS



OPEN AIR SHADE ELEMENT

- The festival plaza located in the center of the park shall have open trellis elements incorporated throughout to help define edges and offer transitions into other park areas. Size of the festival plaza shall be determined on the ability to comfortably accommodate large groups, temporary booths and festival tents. Adjacent to the festival plaza near the main entry shall be two additional gathering spaces that offer opportunities for meeting, gathering, sitting, observing or being observed. The larger of the two spaces shall be stepped down about three (3) feet with terracing steps, seat walls and planter walls. This space is meant to offer some elevation separation within the park at the same time providing an additional semi-private space for small groups. In contrast, the smaller of the two spaces shall use similar steps, seat walls and planter walls that terrace up to a maximum height of three (3) feet, offering a vertically distinct space for users to gather or sit and people watch.
- The promenade walk shall be a minimum of ten (10) feet wide and be constructed of an attractive yet contrasting hardscape material of either colored and stamped concrete or interlocking pavers. The promenade walk shall act as the central artery of traffic through the park starting from the entry plaza and ending at the picnic area at the opposite end of the park.

- At the terminus of the promenade walk shall be an interactive water feature that is back dropped by the rose garden adjacent from the residential district. This feature will offer sculptural qualities for passive appreciation as well as active recreation for all ages. The tranquil splashing noises of the water feature are meant to filter noise from the possible active events occurring within the park and soften the impact of nuisances upon the residential units nearby. Next to the water feature shall be paved picnic areas with three open-air shade elements fit more for an urban style setting such as tension-fabric or canopy structures. Picnic tables, benches and drinking fountains of complementary style and character are to be located under and around these shade structures.



INTERACTIVE WATER FEATURE



SHADE STRUCTURE



PROMENADE WALK



OPEN TURF AREA

- A large turf area placed next to the picnic nodes will provide a manicured park-like feel to be used for more informal and leisurely intended outings. Opposing the turf area, a large grouping of evergreen conifer trees with an under-story of decomposed granite shall help provide shade and provide a hint of a more natural landscape within this urban park setting. Landscape plantings within the park will be layered with uniform ground covers of flowering and evergreen plant material, massings of flowering shrub material in two or more layers, accent tree plantings of flowering species strategically placed in key areas, and a row of shade trees to line the outer perimeter of the park. (see Figure 2D).

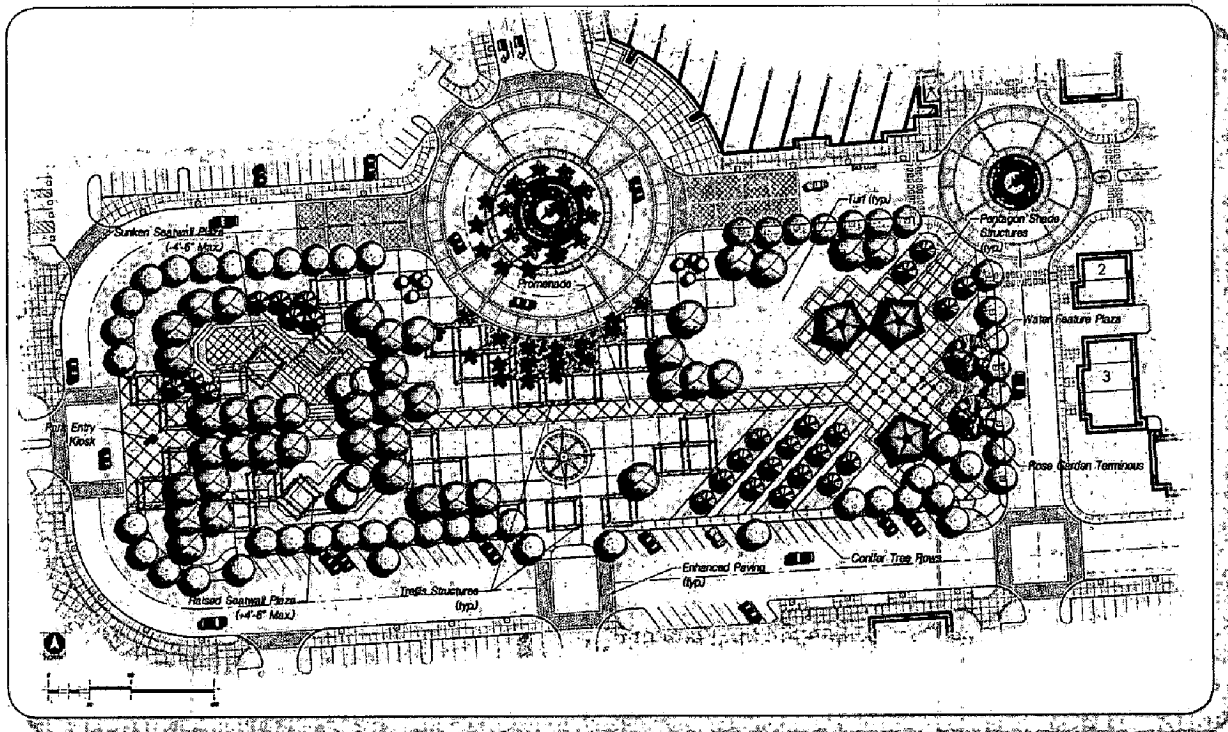
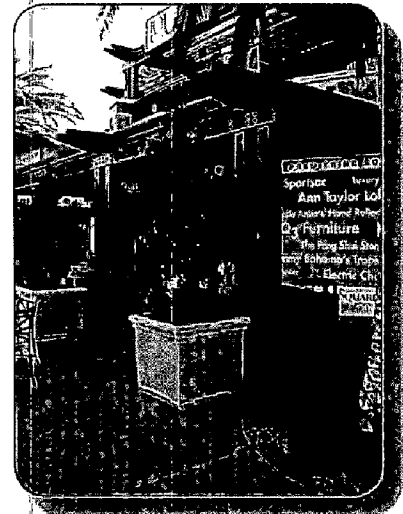


FIGURE 2D:
COMMERCE STATION NEIGHBORHOOD PLAZA PARK CONCEPTUAL LANDSCAPE PLAN

3. PLAZAS/SMALL PUBLIC SPACES

The Commerce Station PUD will feature a number of outdoor plazas and adjoining spaces throughout the different neighborhoods. Although these spaces are not specifically designated as 'open space' it is anticipated that they will be utilized by visitors and users in similar ways that designated parks or open space areas are. Connectivity and social interaction of mixed-use sites and surrounding districts is a key objective for the design of these spaces. For specific guidelines of how these public spaces are to be designed refer to the corresponding sub-sections in Section 7 "Landscape and Streetscape" of this document.



COMPLEMENTARY MATERIALS,
FORMS AND COLORS



OUTDOOR CHARACTER AND FEEL



3. *Land Use Design Guidelines*

This section provides the design guidelines for the projects employment center and retail components and is intended to address architectural, massing and site design issues associated with development within the PUD. Design guidelines for the project's circulation and parking (Section 4), lighting (Section 5), landscape and streetscape (Section 6), and signage and graphic (Section 7) components are provided in those referenced sections.

As noted at the outset, the design guidelines in this and subsequent sections of the Commerce Station PUD are intended to be used in conjunction with the development standards outlined in Section 2. When taken together, these design guidelines are intended to encapsulate the "vision" that establishes the broad character of the Commerce Station PUD and provide for the flexible and creative implementation of the minimum development standards identified in Section 2.

3.1 Purpose and Intent

The purpose of these design guidelines is to foster an orderly and aesthetically pleasing development of high quality architecture that provides diversity utilizing a consistent architectural vocabulary.

The Commerce Station PUD consists of three distinct neighborhoods identified as "The Village", "Park Place" and "The Exchange". The intent of this design theme

is to establish consistency within each neighborhood while enabling and achieving design diversity. Consistent themes, materials, colors, and building orientations shall apply to the design of building sites, and supporting circulation systems within each neighborhood. The design of the PUD is intended to be visually interesting and compatible with adjacent and nearby land uses.

The Commerce Station PUD is intended to cultivate a culture of commerce, entertainment, housing, recreation, and open space that together create a community-centric development that is less about a single purpose, and more about human interaction, human scale, and complete and balanced neighborhoods.

To give the development urban character, Commerce Station incorporates horizontally and vertically stacked buildings that accommodate support retail, office, restaurant and entertainment uses at the ground level, and office and/or residential uses on the floors above. The integration of multi-level complexes with street/pedestrian-oriented uses creates a vibrant interaction that mimics the warmth and feel of a traditional downtown.

Landscaped exterior gathering spaces, sidewalks and pedestrian plazas add to the vibrant, walkable, interactive community. Giving equal weight to pedestrians and automobiles, parking nodes and decks should be strategically located to be less obtrusive, yet integrated, to provide the convenience and linkages to The Village, Park Place and The Exchange neighborhoods.

The low-rise, low-density concept integrates retail, support retail, restaurant, office, loft residential and entertainment uses into a cohesive neighborhood that offers consumers and users an upscale experience and sense of character. The mixed-uses offer an opportunity for uniqueness utilizing contemporary planning strategies and design techniques. The heart of this neighborhood is a traditional Main Street, which should be scaled and designed around pedestrians, not cars. In addition, development within The Village neighborhood (and throughout the PUD) is intended to incorporate parking nodes that are integrated and complementary to the buildings fronting on the streets, while placing a strong value on the creation of people spaces and intimate environments. The palette of exterior building materials should include metal, glass, masonry, concrete, stucco, stone and wood.

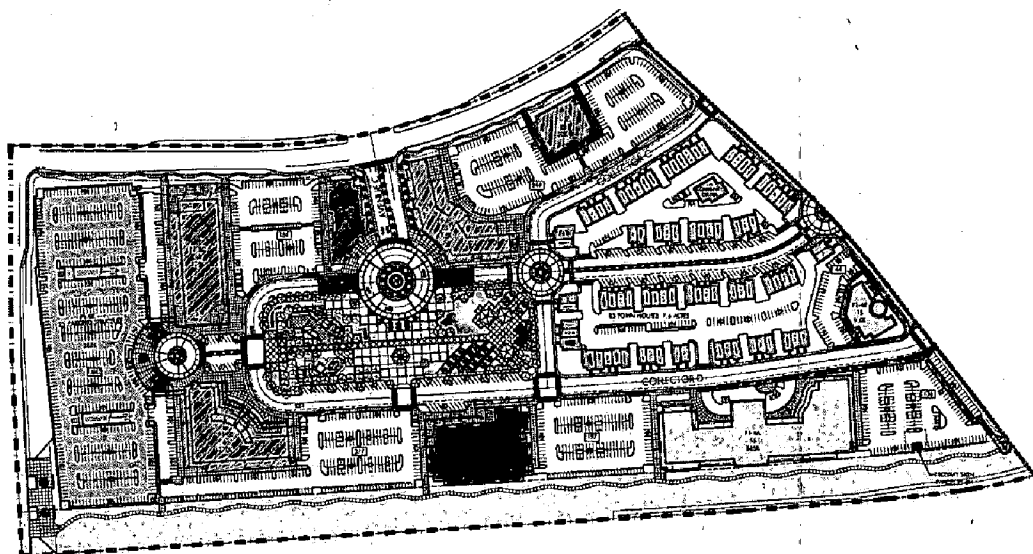


FIGURE 3B: NEIGHBORHOOD 2
"PARK PLACE" SCHEMATIC PLAN

NEIGHBORHOOD 2: PARK PLACE

Located at the center of the PUD, Park Place generally includes EC-50, EC-65 and A-OS land use designations. Its geography extends to the EC-50 and SC Zones to the south, freeway buffer adjacent to I-5 (A-OS Zone) to the west, EC-65 and EC-80 areas to the north, and East Commerce Way to the east.

The goal of this medium-density neighborhood is to create a sophisticated, transitional environment of multi-story buildings of varying mass and heights accommodating uses such as hospitality, restaurants, recreation, support retail, office and medium- to high-density residential. The buildings within Park Place are intended to surround the neighborhood's unique feature, Plaza Park.

Class A, mid-rise office, loft and garden style spaces should dominate development within the Park Place neighborhood. The design of the primary buildings, those in excess of 15,000 square feet, should consist of a pedestrian friendly base, a well-articulated middle and a top, complemented by a distinctive entrance. The palette of exterior building materials should include metal, glass, masonry, concrete, stucco, stone and wood.

NEIGHBORHOOD 3: THE EXCHANGE

Located at the northern one-third of the PUD, The Exchange generally includes EC-65, EC-80, and A-OS land use designations. The area begins at the proposed El Centro Road vehicular bridge, and extends in a northerly direction to the light rail right-of-way, East Commerce Way to the east, and freeway buffer adjacent to I-5 to the west.

This neighborhood has uses and characteristics in common with the other neighborhoods, but reflects a greater density and intensity of office uses, integrated with retail, support retail and restaurants at street level, and office and residential uses occupying the higher floors. The Exchange comprises two (2) to ten (10) story buildings and provides significant employment opportunities within proximity of the proposed Downtown-Natomas-Airport light rail line. In addition, single-story buildings link the clusters of work centers providing retail, restaurant and gathering opportunities.

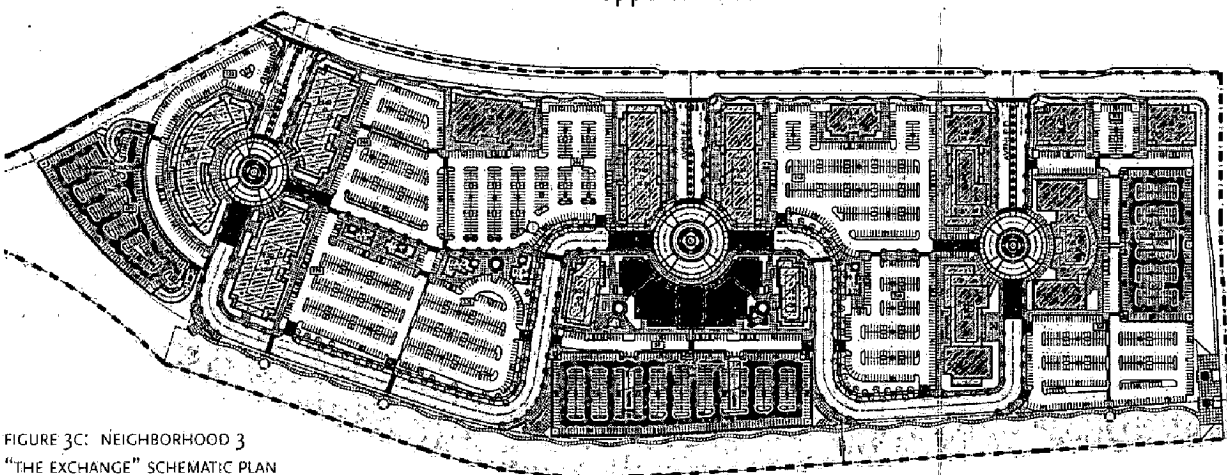


FIGURE 3C: NEIGHBORHOOD 3
"THE EXCHANGE" SCHEMATIC PLAN

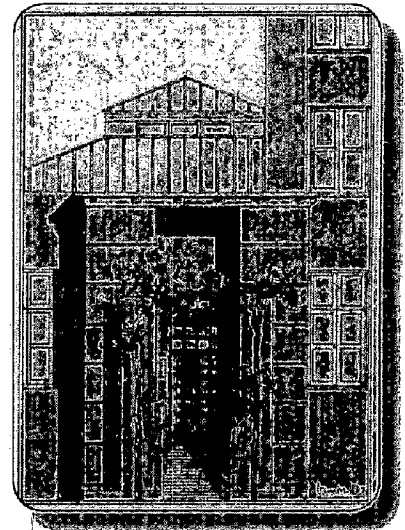
The three neighborhoods differ in scale, function and design reflecting the sense and character of each neighborhood. Differing architectural styles are encouraged throughout the Commerce Station PUD by utilizing a defined palette of materials including precast concrete, masonry, stone, glass, metal, stucco and a variety of ornamentation.

3.3 General Design Guidelines

Each of the neighborhoods shall utilize the following general design guidelines to provide diversity while maintaining a consistent architectural vocabulary.

BUILDING FORM, MASSING, SCALE AND PROPORTION

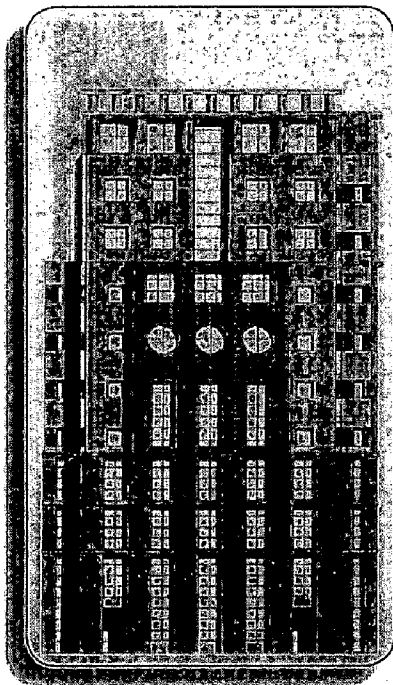
- Buildings in each of the neighborhoods shall incorporate typical architectural elements such as window openings, entries, cornices, banding, trellises, awnings and architectural ornamentation to provide visual interest, minimize mass and complement the character and sense of place.
- Buildings fronting onto streets are to be pedestrian-friendly and similar in scale and mass to buildings typically found on downtown streets. Building facades provide the interface between the built environment and the public realm. Architectural elements shall be used to create interest, substance, and a sense of permanence, and should be complementary to the human-scale.



ARCHITECTURAL ELEMENTS CREATE
VISUAL INTEREST



STACKING, BANDING, AND ERODING OF BUILDING ELEMENTS

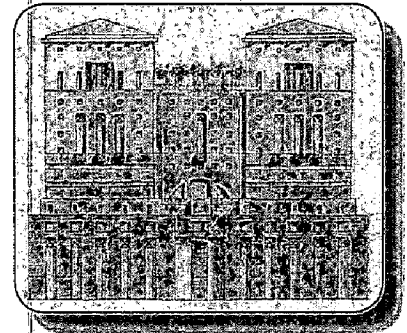


WELL-ARTICULATED FACADES RESULT IN HARMONIOUS AND INTERESTING SCALED BUILDINGS.

- Building forms should be eroded to vary the building mass.
- Architectural elevations should employ the "Golden Proportion" (1:1.618) in the design of major building elements, window and door frames, columns or other vertical elements. Multiple uses of the Golden Proportion in the design of buildings will create a subtle sense of continuity despite different building materials and styles.
- Large dominating structures shall be broken up by creating horizontal emphasis through the use of trim, awnings, eaves, windows, architectural ornamentation, a combination of complementary colors, and landscape elements.
- Large expanses of walls shall be articulated with a combination of small and well-defined sections, architectural detailing, color and/or composition of façade elements.
- Multi-story buildings shall have a window line on the upper floors.
- Wall surfaces in buildings less than fifty (50) feet in height shall avoid running in one continuous direction greater than one hundred (100) feet without an articulation feature such as a pilaster, offset, or change of color or material.

EXTERIOR BUILDING FACADES

- All exterior façade elements shall reflect a coordinated design concept, including expression of building function, structure and scale.
- The base of the building shall be anchored by the use of materials and color. Complementary materials and colors shall be used above the base.
- Walls adjacent to a walkway shall include glass, trellises, wall articulation, wainscot, arcades, and changes in materials or other features to ensure visual diversity and proper scale. Architectural detailing of each wall at ground level shall integrate with the landscaping to ensure an appropriate transition between the building and the ground.
- Buildings shall incorporate detailing where it is discernible by pedestrians and motorists viewing the building from typical locations. Pedestrian scale features such as porticoes, arbors and promenades are particularly important.
- The use of architectural elements that contribute to building character, facilitate climate control, and enhance pedestrian scale is encouraged. Examples include: canopies, roof overhangs, projections or recessions of stories, balconies, reveals and awnings.



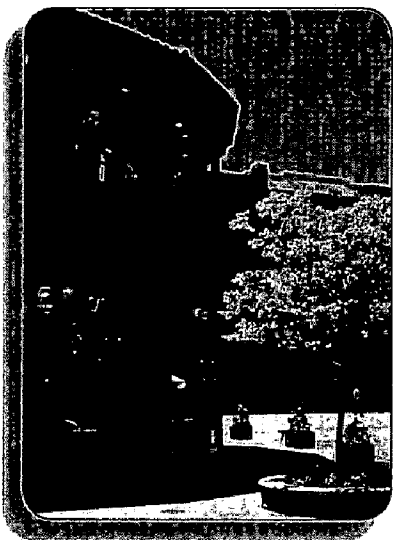
BOLD SCULPTING OF THE FACADES
CONTRIBUTE TO ITS RICHNESS



HORIZONTAL ELEMENTS THAT PUNCTUATE
THE UPWARD RISE ESTABLISHES
PROPORTIONS OF HUMAN SCALE



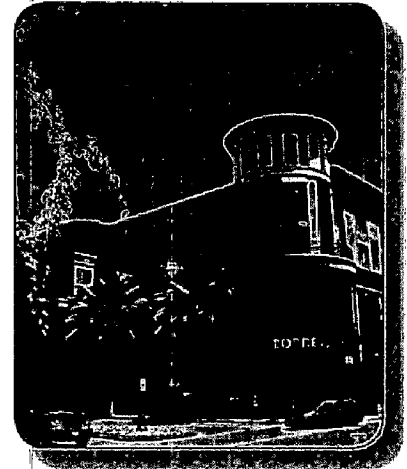
ESTABLISHED AND DEFINED ENTRIES RESULT IN FRIENDLY FACADES



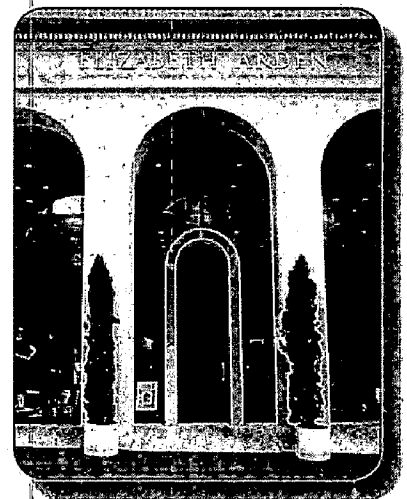
VISION GLASS RESULTS IN TRANSPARENCY, A FRIENDLY GESTURE

- Building entries shall be clearly defined and integrated with building façade and landscape design. The use of distinctive architectural elements and materials to denote entrances is required. Entries shall open directly onto publicly accessible walkways.
- Doors and windows shall be consistent with the design and located to present a unified appearance to the elevation except where the variations are an integral and necessary part of the exterior design.
- Transparent glazing shall be used where possible. Tinted glazing is acceptable only when required. Simulated or blacked-out windows are strongly discouraged. Spandrel glass, where used, shall match vision glass.
- Columns, trellises, pilasters or other unifying elements shall be used at wall transitions.
- Cornices and parapets shall be incorporated at roof lines. The roof line at the top of a structure shall incorporate off-sets and jogs to reduce the monotony of an uninterrupted roof plane.
- Finished building materials shall be applied to all sides of the building, including trash enclosures and mechanical and communications equipment screens.

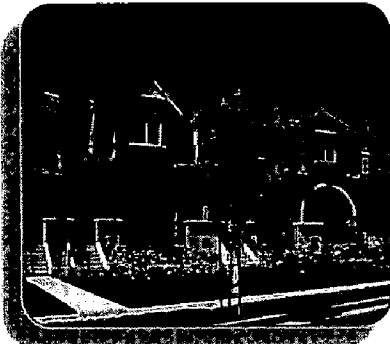
- Consistent architectural style, building materials, textures, colors, roof treatment and landscaping shall be utilized on all sides of buildings visible from roadways, adjacent properties or the general public.
- All screening materials for HVAC, SMUD boxes, and other mechanical and/or communications equipment shall be integrated and compatible with the exterior building materials.
- Parapets shall be of sufficient height to screen roof-mounted equipment from the finish grade of roadways immediately adjacent to the site. Changes in parapet height shall be used to enhance entries and provide variety.
- Entry facades are to be designed to incorporate the primary user identification signs. The length, width, and height of the facade should accommodate a hierarchy of retailers to reflect the promotional value of each user (see Signage and Graphics, Section 7).
- Towers may be developed either in conjunction with the building entries or as freestanding thematic elements. Any tower should be accented with lighting.



STRONG, ARTICULATED FACADES ACCENTED BY VERTICAL ELEMENTS REINFORCES THE BUILDING'S ARCHITECTURE



WELL-DESIGNED ENTRIES ESTABLISH IDENTITY



EXTERIOR MATERIALS AND COLOR SHOULD
RESULT IN FACADE CONTINUITY



SCALING OF A FACADE IS FACILITATED
THROUGH MATERIALS AND COLOR

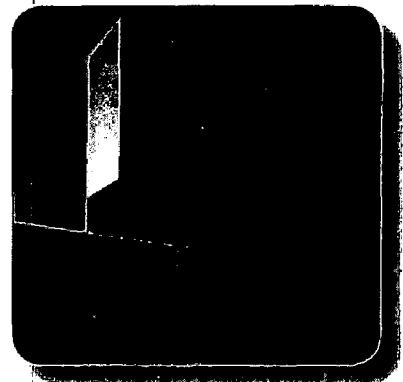
EXTERIOR BUILDING MATERIALS

- Materials, color and lighting should be compatible throughout each of the neighborhoods within the PUD, however, the requirement should be interpreted to accommodate tenant image programs.
- The use of materials, color, lighting and finishes shall be coordinated to achieve a sense of continuity and quality of design.
- Building materials may consist of precast concrete, tilt-up concrete, masonry, stone, cement, plaster, or metal panels. Wood may be used in limited areas.
- Metal, stone, brick, concrete, or masonry columns should be used to support covered promenades, trellises and tenant entries.
- Roof canopies and exposed roofing may be tile, metal, glass, or translucent glazing. Roofing material should be compatible throughout each of the neighborhoods.
- Awnings may be either translucent glazing, metal, glass, or canvas. Glass shall be clear, tinted, translucent or spandrel. The use of reflective glass is not allowed.

- Exposed, exterior surfaces of unpainted concrete or concrete block are not acceptable other than in concealed service areas. However, the intent is not to preclude concrete block construction of split face block, combed face block, texture block, slump stone, or other similar materials.
- Brick and concrete block used in traditional styles are inconsistent with the vision of a contemporary design district. Plastic materials meant to represent a natural material, such as stone or wood, are not permitted.

BUILDING COLOR

- Wall colors, textures, and/or materials shall be coordinated from a recommended family of colors and materials.
- All colors shall be harmonious and compatible with the colors of other buildings in the PUD.
- Variations in color or multiple colors shall be appropriate within an overall, planned, and attractive palette of colors.
- Building colors shall be diverse with contrast of color value, tone and hue.
- Contrasting materials, patterns, textures, and color are encouraged to create interest, focus, unity, and compatibility for building face accent areas or features.



VARIAION IN COLOR CREATES INTEREST



PROPER USE OF LIGHTING CREATES A SAFE AND WELCOME FEELING



EXTERIOR FACADES SHALL BE ILLUMINATED FOR PUBLIC SAFETY, AND ENHANCEMENT OF THE BUILDING'S FEATURES

BUILDING LIGHTING

- Consideration of both interior and exterior lighting shall be evident in the design of buildings fronting on the streets.
- External night lighting shall be used to enhance and articulate the buildings without glare.
- Ground based up-lighting that washes the primary walls or highlights architectural features or detailing shall be used on building façades fronting on streets and parking nodes.
- Lighting fixtures shall not project above the fascia or roof line of the buildings and are to be shielded. The shields shall be painted to match the surface to which they are attached. Security lighting fixtures are not to be substituted for parking lot, drive aisle, or walkway lighting fixtures, and are not restricted to lighting only loading and storage locations or other similar service areas.
- Wallpack lighting is not permitted on all facades facing streets, parking or publicly accessible areas.
- Exterior building facades fronting onto streets, pathways and parking nodes shall be illuminated with a minimum of three (3) foot candles. In addition, accent lighting is encouraged to highlight building features.

3.4 Other Structures and Support Areas

PAD RETAIL BUILDINGS

Pad retail buildings shall contain elements that are complementary with the neighborhood where it is located.

PROTOTYPE RETAIL BUILDINGS

Prototypical retail building characteristics should be avoided such that they are translated and adapted to complement the specific neighborhood within which it is located, and its characteristics.



FACADE WALLS REQUIRE VERTICAL AND
HORIZONTAL VARIATION AND ARTICULATION

GARDEN CENTER

Garden Center enclosures shall be integrated into the building architecture. Screening, fencing and/or greenhouses should be provided with a colonnade to match the building. Fencing may be a combination of solid wall and ornamental metal. Indoor plant enclosures or covered canopies shall be compatible with the rest of the center.

CANOPY STRUCTURES

Separate canopy or shade-type parking structures may be installed provided they are generally screened from public street view, and they are not used in lieu of service facilities. Structural elements, beams, and columns, shall be tubular or boxed forms. Edges of the structures shall be finished fascias with colors that match or complement building colors.

LOADING AND DELIVERY AREAS

- Truck loading docks(s) shall be an integral part of the structure. Loading areas oriented to any public right-of-way, residential uses, or if visible from the street shall be screened. The facilities shall not create a nuisance and shall be located in the most inconspicuous manner possible.
- Adequate on-site space for service and delivery vehicles, shall be provided, which shall not impede traffic flow.
- Landscaped islands, curbs, and signs shall be used to clearly distinguish parking from loading and delivery areas, and driving lanes.

TRASH ENCLOSURES/RECYCLING FACILITIES/ TRASH RECEPTACLES

- Construction and design of garbage/recycling facilities shall meet all City standards.
- Trash enclosures and recycling facilities should be located within a building whenever possible.
- Trash enclosures shall be designed to allow walk-in access by tenants without the need to open the main enclosure gates.
- If trash enclosures and/or recycling facilities cannot be located within the building, then the facilities

shall be located away from adjacent residential areas and in the most inconspicuous manner possible so as not to create a nuisance.

- Outside garbage and recycling facilities shall not be located within any required landscaped setback area.
- Outside garbage and recycling facilities shall be concealed by a minimum six (6) foot high screening wall constructed of materials similar to and compatible with the building(s) it serves. Landscaping (shrubs and/or vines) shall be placed along the screening walls to soften the presence of the facilities. Trees shall be provided to screen the overview of trash and garbage from the upper floors of adjacent or nearby buildings.
- Outside garbage and recycling facilities shall have decorative, solid heavy gauge metal gates and cane bolts to secure the gates when in the open or closed positions, with concrete drop slabs in front.

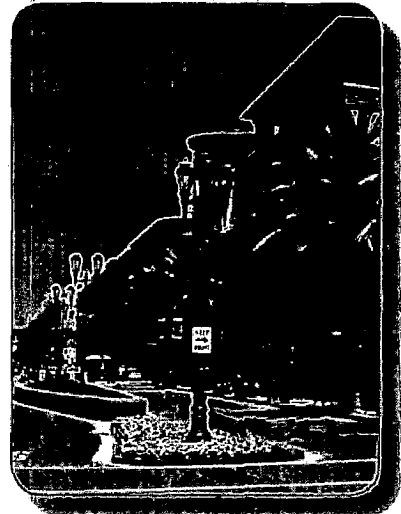
TEMPORARY STRUCTURES

- Temporary structures related to the construction of a permanent building shall be permitted as follows:
 - Such structures may be placed on-site at the start of project construction but shall be removed at completion of construction of the permanent structures.

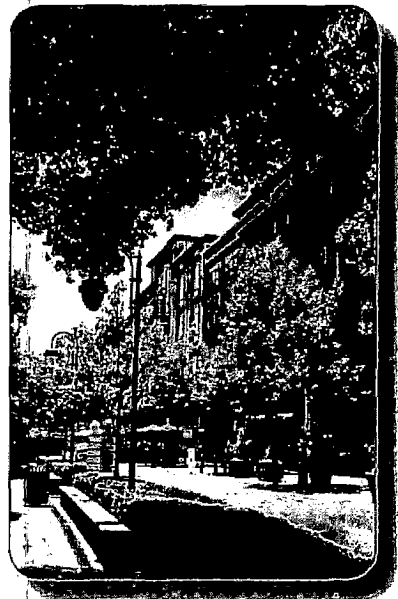
- Examples of such structures are trailers, mobile homes and other structures not affixed to the ground.
- Such structures shall be inconspicuous as possible and shall cause no inconvenience to the general public.
- Temporary structures permitted within the Commerce Station PUD shall be required to comply with the following requirements:
 - A site plan showing the temporary structure shall be provided to Development Services staff for review, and shall depict ADA ramp locations, striped and paved parking areas, and any proposed landscaping.
 - No parking shall be allowed on unimproved surfaces and unimproved surfaces shall not be accessible to vehicle parking.
 - Any proposed signage for the temporary structure shall require approval consistent with the sign provisions contained within these PUD Guidelines.
- Temporary structures associated with promotional sales such as Christmas trees or fireworks shall be permitted on a limited basis.
- Concurrent temporary structures for construction related activities and promotional sales are permitted during the construction period of permanent facilities.

3.5 Site Design and Building Orientation

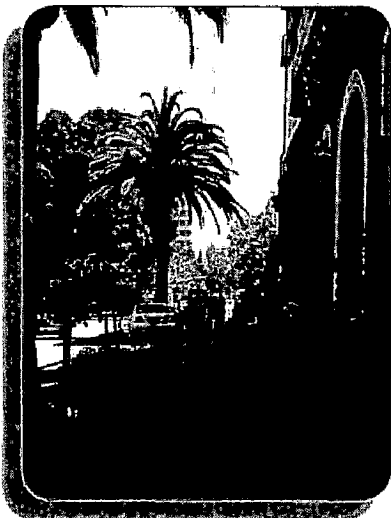
- Buildings shall be sited in a manner that will complement the adjacent structures. Sites shall be developed in a coordinated manner to provide order and diversity to avoid a jumbled, confused development.
- Structures and on-site circulation systems shall be located to minimize pedestrian/vehicle conflicts. Sidewalks should be enhanced with textured paving, landscaping and trellises where feasible.
- Whenever possible, new buildings shall be clustered to create plazas or pedestrian malls to prevent long "barrack-like" rows of structures. A visual link between separate buildings should be established through the use of an arcade system, trellis or other open structure.
- Clustered buildings shall include a well-defined public space, such as a plaza or pedestrian mall. The common public area shall provide an area not less than two (2) percent of the total floor area of the site and shall be designed to accommodate tables and benches for outdoor dining and casual seating, as well as carts for outdoor vending. Such areas may be allocated to a specific use, such as a restaurant.



VARIED BUILDING ORIENTATION ESTABLISHES
A SENSE OF IDENTITY AND UNITY



CLUSTERED BUILDINGS WITH
WELL-DEFINED PUBLIC SPACES



STREET AND PEDESTRIAN LINKAGES CREATE RICH AND VIBRANT SPACES

- Each retail center shall provide a primary walkway linking all stores and shops. The primary walkway shall have a minimum width of eight (8) feet adjacent to retail and five (5) feet in parking areas, and shall include pedestrian scale lighting to promote evening use.
- A tree canopy shall be provided over parking areas that allows the primary entry to be seen from the street. The City's Shade Tree Ordinance is applicable to the extent it is consistent with the Schumacher Development Agreement (City Agreement #99-162).
- Water quality features that settle and filter runoff from streets and parking lots should be incorporated into project site design, where feasible.

3.6 Security

- Dense landscaping near structures and on the periphery of parking areas shall be limited in order to maintain view corridors.
- Potential crime risk uses, such as automatic teller machines, shall be located in highly visible and well-lighted areas.
- Visibility of parking area entrances shall be maximized from adjacent uses and public streets.

3.7 Utility Connections and Equipment

- Placement of mechanical and communications equipment, utility meters, and storage tanks shall be located within the building whenever possible. If such equipment cannot be located within a building, visual barriers such as walls or landscaping shall be used.
- All roof top equipment must be screened from public view using materials of the same nature as the main structure, and, where feasible and appropriate, mechanical equipment should be located below the highest vertical element of the building.
- Equipment shall not be located adjacent to residential areas or within any required landscaped setback area.
- Equipment shall be located to not cause nuisance or discomfort from noise, fumes, odors, etc., unless prohibited by utility companies.
- Penthouse and equipment screening shall be of a design and material harmonious with the related buildings.
- All new utility lines shall be underground.
- The design of visual barriers shall be subject to review and approval by the City Police Department prior to construction.

3.8 Energy Conservation Standards

The following energy conservation standards are intended to set forth cost-effective energy saving measures that should be incorporated into building design.

- Buildings shall be designed to meet current State and Federal energy conservation requirements at the time of construction.
- Landscaping should be designed to shade structures, walks, streets, drives, and parking areas so as to minimize surface heat gain.
- Site design should consider thermal and glare impacts of construction materials on adjacent structures, walkways, streets, drives, parking areas, and vegetation.
- Outdoor lighting should provide the minimum level of site lighting commensurate with site security. A minimum of 1.5-foot candles as measured at the parking lot surface shall be maintained from one hour before dark until one hour after sunrise. A minimum of 0.50 foot candles shall be maintained along all alcoves and walkways.
- The use of alternative energy sources such as solar, wind, and geothermal energy are encouraged.

- Passive solar design is encouraged whenever possible. Design of buildings should demonstrate consideration of energy-efficient concepts, such as natural heating and/or cooling, sun and wind exposure and orientation, and other solar energy opportunities.
- Natural lighting is encouraged.
- Life-cycle costs of buildings should be considered in all buildings.
- Use of thermal mass to moderate the heating and cooling of structures and public spaces should be considered in the design of all buildings.
- Application of the Leadership in Energy and Environmental Design (LEED) Green Building Rating System is encouraged.
- Solar collectors, if used, shall be oriented away from public view or designed as an integral element of the roof structure.
- Sun shade structures, such as building overhangs, verandas, trellises and porticoes should be incorporated in the design of all buildings at the primary entry and pedestrian approaches to all buildings.

4. *Circulation and Parking*

The circulation design of the Commerce Station PUD is intended to provide a network of travel ways to allow drivers, bicyclists, pedestrians, and mass transit users to easily navigate the development and access major travel ways adjacent to the development. The focus is on the creation of an effective, efficient, and safe network for all types of users.

The Commerce Station PUD circulation framework consists of freeways, major arterial roadways, arterial roadways, local collector roadways, smaller local roadways and pedestrian and bicycle pathways. The layout and combination of these roadways will allow users to efficiently move about the development as well as connect to locations off-site.

4.1 **Freeways**

INTERSTATE 5

I-5, a major freeway, runs along the western boundary of the development. Users can quickly access I-5 at the Del Paso Road interchange, located just south of the development, or via the Elkhorn Boulevard / Highway 99 interchange located north of the project site. The freeway will provide a major north-south transportation link to outlying areas. The development will be responsible for maintaining a one hundred (100) foot freeway buffer zone adjacent to I-5. The area will be classified as open space and developed accordingly.

4.2 Arterial Roadways

DEL PASO ROAD

Del Paso Road, a major arterial, runs along the south boundary of the development. The roadway runs east to west and is ultimately six lanes with a median.

Del Paso Road provides access to I-5 just west of the development and also an overpass to provide access to the west side of I-5.

EAST COMMERCE WAY

East Commerce Way, a major arterial, runs along the east boundary of the development. The roadway runs north to south and is ultimately six lanes with a median. The parkway provides access to public transportation, Del Paso Road and I-5 to the south, and Elkhorn Boulevard and Highway 99 to the north.

4.3 Local Roadways

CONNECTIONS TO PUBLIC TRANSPORTATION

East Commerce Way will provide the major connection to public transportation. A transit/train center is currently planned on the east side of the East Commerce Parkway in the adjacent Towne Center PUD. The center will provide a hub for public transportation in the area. Also, bus stops will be provided along East Commerce Way for Regional Transit. The bus stops will be located at major entrances and regularly spaced according to the City of Sacramento and Regional Transit requirements.

SITE ACCESS / INTERSECTIONS

Entrance streets with traffic signals are spaced along the East Commerce Parkway frontage. Six total site entrances are provided (three for the north section and three for the south section). Each site access has a particular entrance street section and is signalized to control the flow of traffic into and out of the site. Each entrance street will have two-way movement, bike lanes, and a median. The width of the entrance streets vary depending on the planned traffic volumes.

NEIGHBORHOOD CONNECTIONS ON THE EAST SIDE OF I-5

The Commerce Station PUD will provide connectivity to the east at three of the six project intersections, as well as at North Park Drive. In addition, a Class I bikeway will connect from the east to East Commerce way at one of the intersection locations.

4.4 Internal Streets

The internal streets will be a combination of privately and publicly owned/maintained roadways. All main streets will provide two-way movement and on-street bike lanes. The internal street widths vary from forty (40) feet to forty-nine (49) feet right-of-way, some containing on-street angled parking outside of the right-of-way.

TRAFFIC CIRCLES

Traffic circles are utilized on-site at major internal roadway intersections. They allow for unsignalized intersections, which will keep traffic moving and prevent heavy traffic buildup. They also provide an aesthetic and a unity within the development. The traffic circles are generally two lanes wide and provide for bicycle traffic either through or outside of the traffic circle.

STREET STANDARDS AND GUIDELINES

The Commerce Station roadways are a combination of public and private roadways. Public roadways will be maintained by the City of Sacramento. On publicly maintained roadways with on-street angled parking, the public right-of-way will end at the edge of the curb or valley gutter, and the on-street angled parking will be privately maintained. Privately maintained roadways will be generally based on the City of Sacramento improvement standards. The roadways will be striped and signed in accordance with the City of Sacramento standards.

The development utilizes eight different public street sections. A brief description of each section is listed in the following table (see Table 4.1), and the locations of each section are shown on the following map (see Figure 4A).

TABLE 4.1: PUBLIC STREET SECTIONS

NO. OF LANES	MINIMUM DRIVEWAY SPACING	LEFT TURN FROM STREET	LEFT TURN TO STREET
2	Per City Code	Allowed	Allowed
2+	Per City Code	Turn lane required.	Two-way turn lane required.
4	250 Feet	Turn lane required.	Two-way turn lane required.
6	500 Feet *	Turn pocket required.	Prohibited

* One right-in/right-out proposed two hundred thirty (230) feet from signalized intersection.

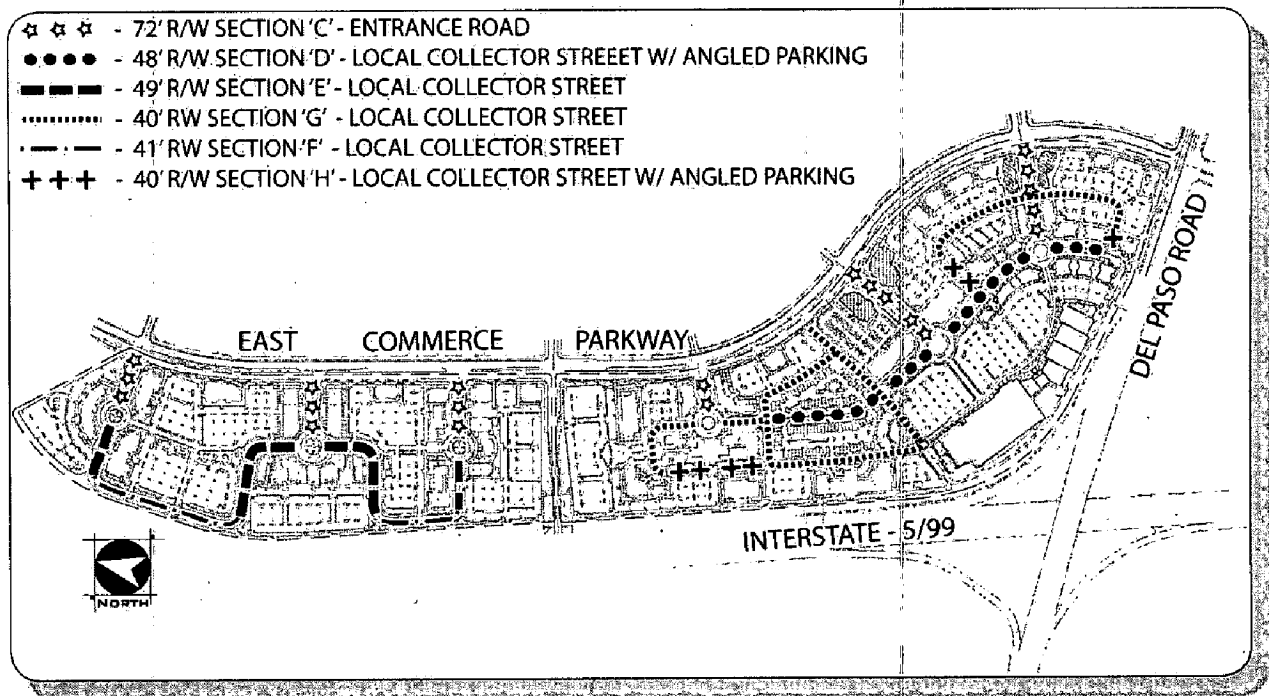
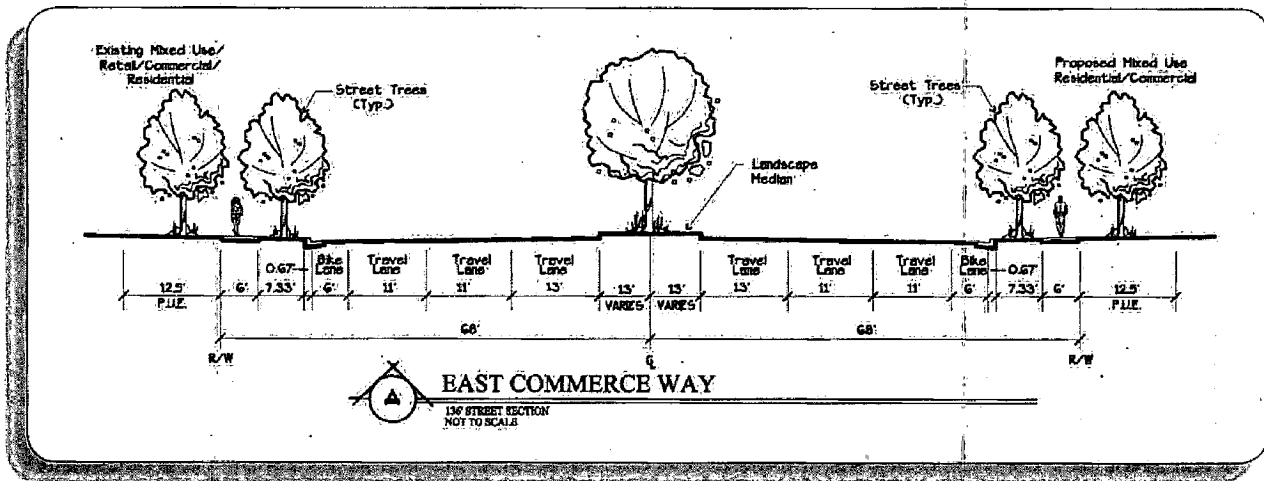


FIGURE 4A:
STREET TYPE LOCATION MAP

EAST COMMERCE WAY

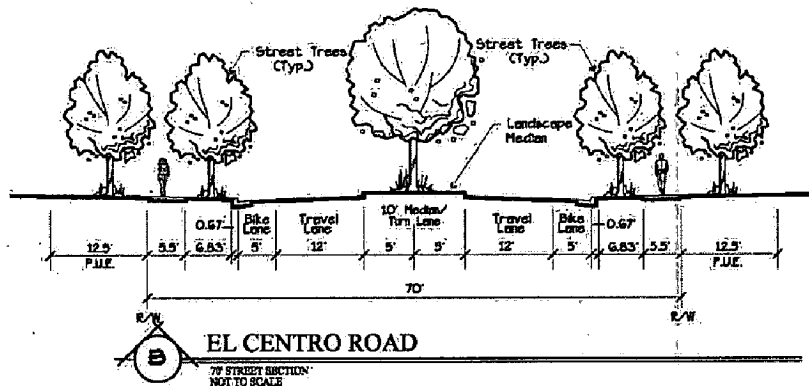
Traffic Movement:	Two-way
Traffic Lanes:	6
Right-of-Way Width:	136 Feet
Sidewalk:	6 Feet
Bicycle Lane:	6 Feet
Median:	26 Feet
Planting Strip:	8 Feet



SECTION A:
EAST COMMERCE WAY

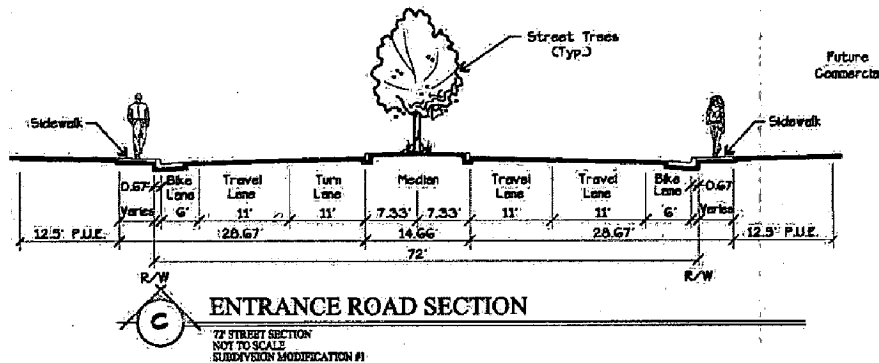
EL CENTRO ROAD

Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	70 Feet
Sidewalk:	5.5 Feet
Bicycle Lane:	5 Feet
Median:	10 Feet
Planting Strip:	7 Feet

SECTION B:
EL CENTRO ROAD

ENTRANCE ROAD

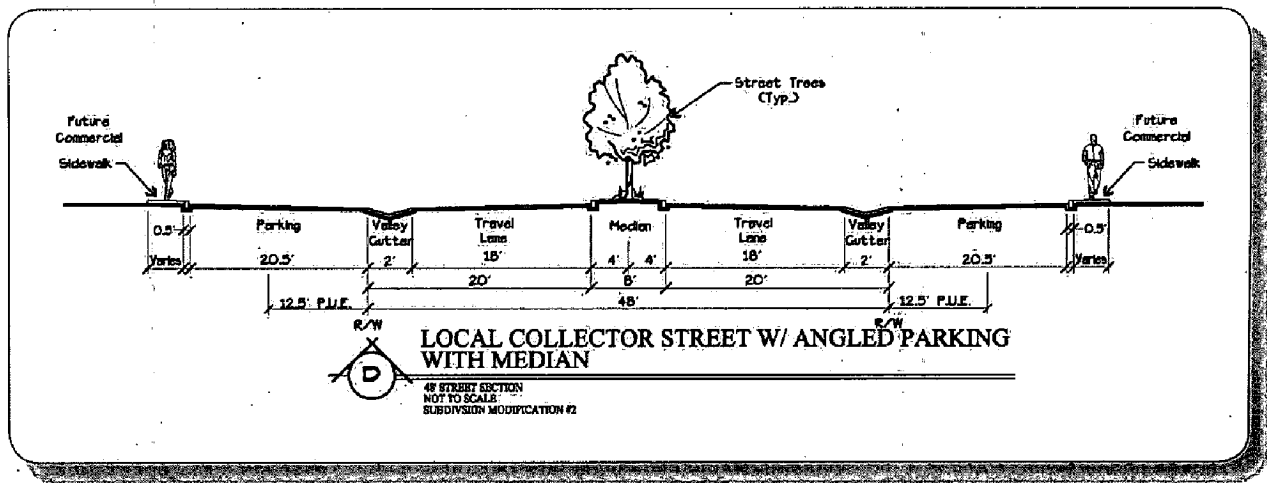
Traffic Movement:	Two-way
Traffic Lanes:	4
Right-of-Way Width:	72 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	6 Feet
Median:	15 Feet



SECTION C:
ENTRANCE ROAD

LOCAL COLLECTOR STREET - ANGLED PARKING AND MEDIAN

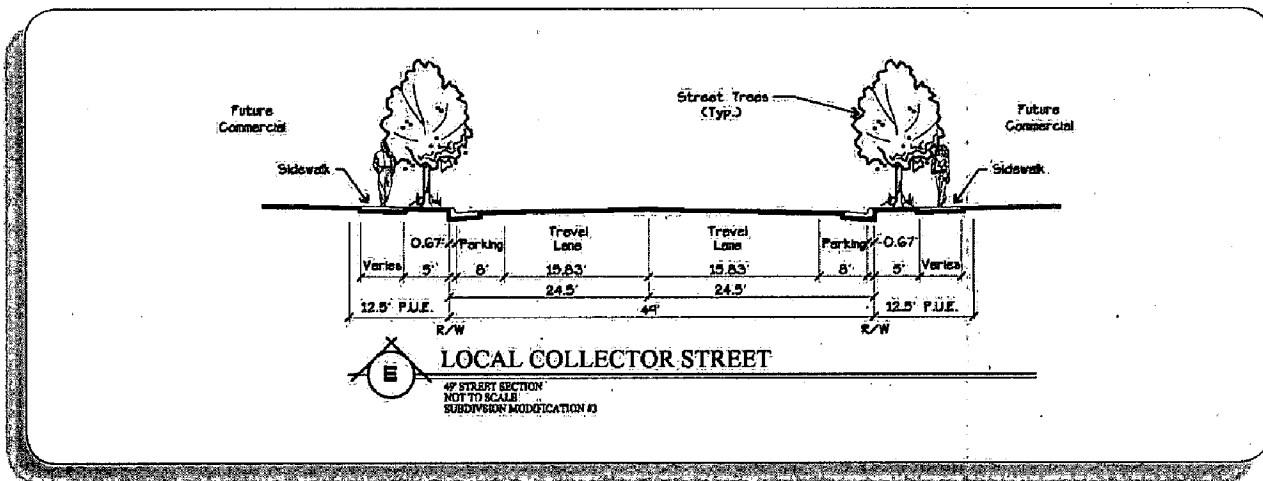
Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	48 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	No
Median:	8 Feet



SECTION D:
LOCAL COLLECTOR STREET WITH ANGLED PARKING AND MEDIAN

LOCAL COLLECTOR STREET - PARALLEL PARKING

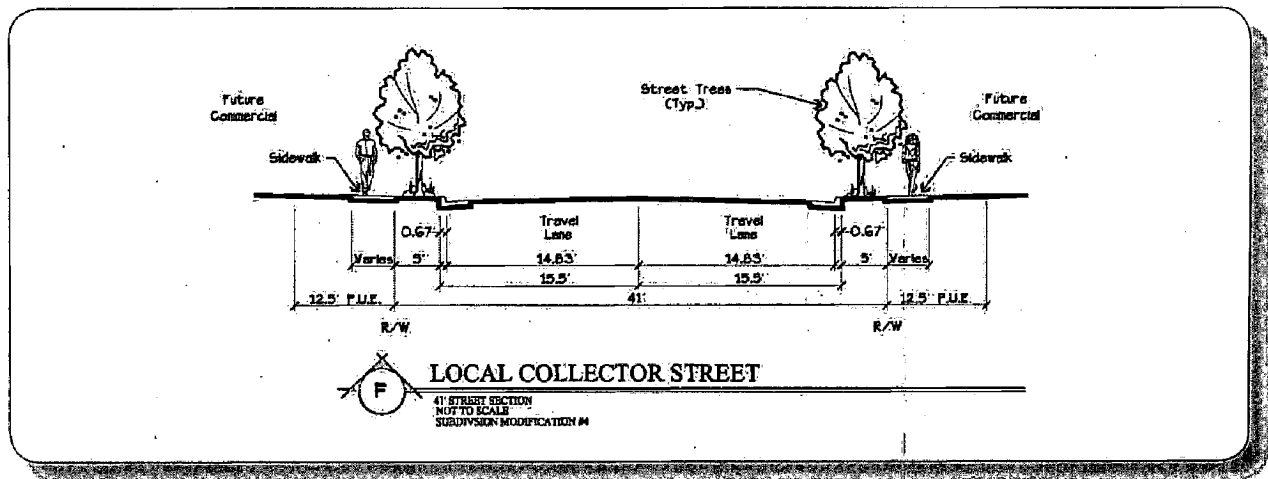
Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	49 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	No
Planter Strip:	5 Feet



SECTION E:
LOCAL COLLECTOR STREET WITH PARALLEL PARKING

LOCAL COLLECTOR STREET

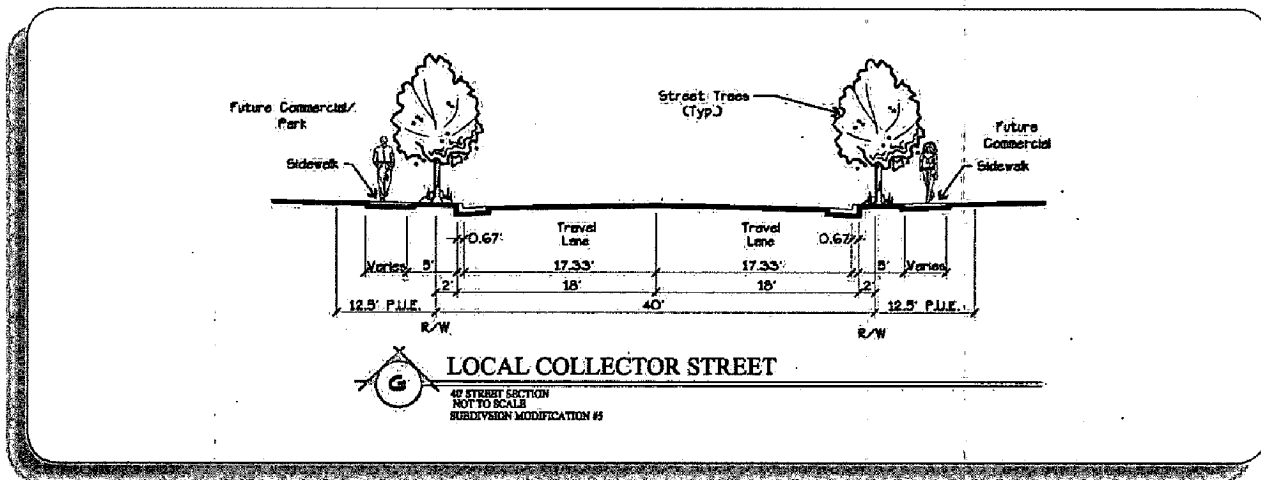
Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	41 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	No
Planter Strip:	5 Feet



SECTION F:
LOCAL COLLECTOR STREET

LOCAL COLLECTOR STREET

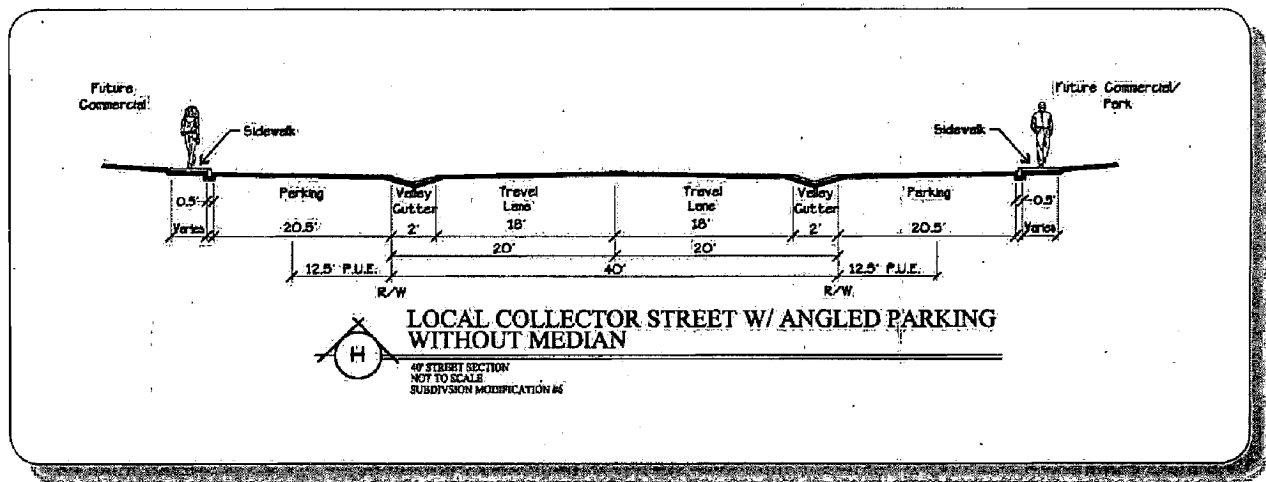
Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	40 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	No
Planter Strip:	5 Feet



SECTION G:
LOCAL COLLECTOR STREET

LOCAL COLLECTOR STREET - ANGLED PARKING WITHOUT MEDIAN

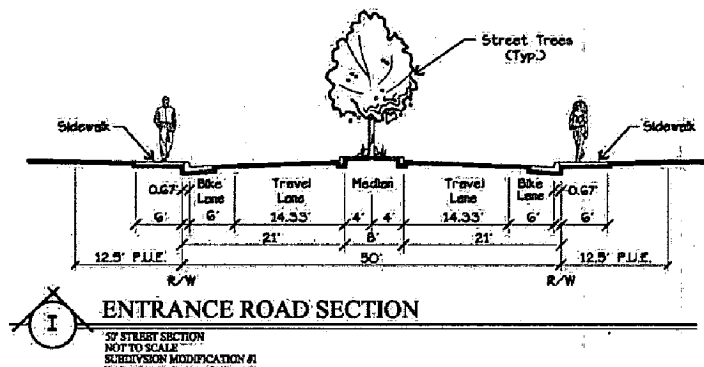
Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	40 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	No
Planter Strip:	No



SECTION H:
LOCAL COLLECTOR WITH ANGLED PARKING, WITHOUT MEDIAN

ENTRANCE ROAD

Traffic Movement:	Two-way
Traffic Lanes:	2
Right-of-Way Width:	50 Feet
Sidewalk:	Varies, 6 Feet Minimum
Bicycle Lane:	6 Feet
Median:	8 Feet



SECTION I:
ENTRANCE ROAD

INTERNAL DRIVEWAY CIRCULATION

- With the exception of retail, support retail, restaurant and hospitality uses, all main building entries should provide short-term parking for delivery and service vehicles such that it will not block pedestrian and vehicle circulation routes.
- Parking areas shall be designed to provide space for unloading delivery trucks and to allow delivery trucks to head rather than back on to the street.
- Loading and unloading delivery vehicles in the street or in the median shall not be permitted.
- Internal driveways that connect between parcels, particularly of deep and narrow shaped parcels, are encouraged to minimize the number of driveways and provide improved access to the rear of these parcels.
- Where parking areas are connected, direction of travel and parking bays should be similar to reduce conflicts at points of connection.
- On-site circulation shall be designed to discourage speeding by avoiding long straight drives where conflicts with pedestrians and parked cars can occur. Speed bumps are strongly discouraged.

- Side or rear loaded delivery bays (and associated service/refuse areas) are preferred to front loaded delivery bays and should be screened from the pedestrian ways by a wall and/or landscaped berm.
- Shared access drives between adjacent parcels are encouraged to minimize curb cuts.
- Shared parking facilities between compatible adjacent uses are strongly encouraged.
- Common driveways which provide vehicular access to more than one site are encouraged. The number of access driveways should be limited to the minimum amount necessary to provide adequate circulation.
- Shared parking between adjacent businesses and/or developments is encouraged whenever practical.
- Driveway aprons at the streets shall be identified with contrasting materials.

4.5 Bike and Pedestrian Circulation Design Framework

The Commerce Station bicycle and pedestrian circulation system is designed as a framework of connections to parks, neighborhoods, commercial centers and transit plazas. Commerce Station is planned with a thorough network of bike paths, lanes and pedestrian routes connecting throughout the development and to adjacent neighborhoods and districts at key location points.

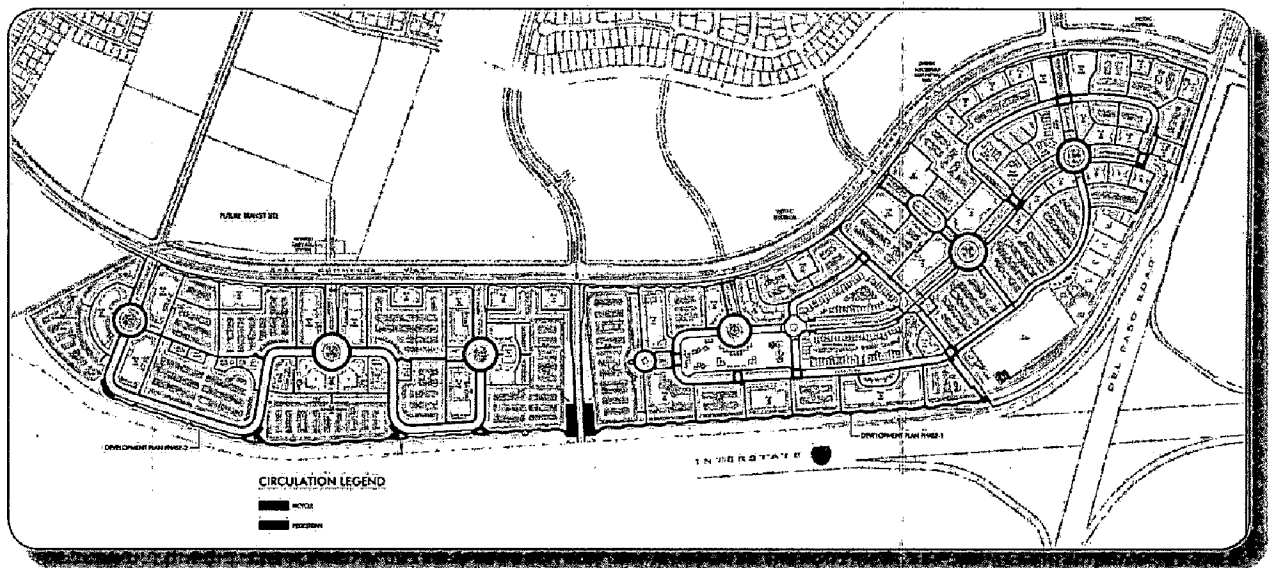
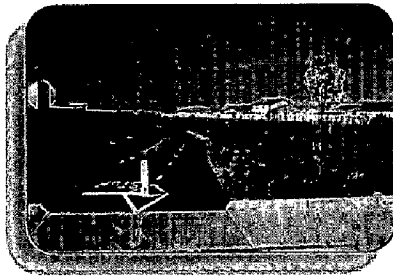


FIGURE 4B:
BICYCLE / PEDESTRIAN CIRCULATION SYSTEM



CLASS I OFF-STREET MULTI-USE TRAIL



ON-STREET BICYCLE LANE

BIKE AND PEDESTRIAN CLASSIFICATION SYSTEM

All public streets will have sidewalks on both sides of the street. Any private streets constructed within the PUD will have a sidewalk on at least one side. As build out of the area proceeds additional facilities may be added. The core of the bicycle / pedestrian circulation system is shown on the above map (see Figure 4B). The pedestrian / transit linkages are intended to facilitate direct access to transit stations. These linkages shall be designed to minimize walking distance between building entries and transit stops. Site planning should adhere to the site design guidelines detailed in these PUD Guidelines to further encourage transit use.

CLASS I OFF-STREET MULTI-USE TRAIL

Off street multi-use bicycle and pedestrian paths located on the west side of the development along the freeway buffer offer direct connections to the northern and southern portions of Commerce Station.

CLASS II ON-STREET BICYCLE LANES

Signed bicycle lanes are located along East Commerce Way, Del Paso Road, and along the project entrance streets.

CLASS III ON-STREET BICYCLE ROUTES

Bicycle routes are selected streets designated with bicycle signs completing the framework of the Commerce Station bicycle network. Bicycles share the right-of-way with autos within these selected streets.

PEDESTRIAN PATHS AND WALKWAYS

- Building entry zones shall be clearly defined through the use or combined use of elements such as accent paving, planting, color pots and bollards.
- Residential uses in a mixed-use project shall have a building entry separate from the non-residential uses.
- Enhanced paving, striping or other distinguishing design features shall be used selectively on the primary walkway and the common areas to emphasize special areas and to guide pedestrians.
- Separate vehicular and pedestrian circulation systems shall be provided. A clearly defined five (5) foot minimum pedestrian way separated from vehicle traffic shall be provided through the parking area to a primary building from the sidewalks along the adjacent streets.
- Within parking areas the pedestrian path shall be parallel to moving cars where possible. Paving and landscaping shall be provided where pedestrians cross parking aisles.
- Walkways shall be located throughout the PUD to provide convenient access between uses and neighborhoods.



PEDESTRIAN CIRCULATION AND LINKAGES

4.6 Parking

OFF-SITE PARKING

Reciprocal Parking: To eliminate the need for entitlement(s) to allow reciprocal parking, reciprocal parking between adjacent parcels within the PUD shall be allowed, provided that appropriate access agreements are recorded and that minimum parking is provided for all uses.

PARKING RATIOS

The Commerce Station PUD proposes the development of a unique, mixed-use project that integrates a variety of retail, support retail, residential, restaurant, hospitality, recreational and office uses. To accommodate the flexibility of design and ingenuity necessary to implement this type of development, the Commerce Station PUD provides for a range of parking ratios for each use as follows:

Office (Incl. Medical Office):	1 Stall/200 GSF - 1 Stall/400 GSF
Retail (Primary and Support):	1 Stall/200 GSF - 1 Stall/250 GSF
Restaurant:	1 Stall/2.5 Seats - 1 Stall/4 Seats *
Recreation:	1 Stall/100 GSF - 1 Stall/200 GSF
Hospitality:	1 Stall/1.75 Guest Rooms - 1 Stall/2.25 Guest Rooms
Residential:	1 Stall/Unit

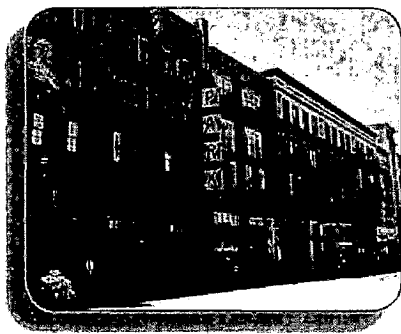
- * Restaurants occupying 10% or less of the total building area in a shopping center or 10% or less of the total leasable square footage of an individual building shall be subject to the parking ratio applicable to the primary building or shopping center use.

AT-GRADE PARKING AREAS

- On-street parking will be provided with angled parking stalls or parallel parking.
- Parking lots will provide additional parking off street.
- The parking stalls will be sized, striped, and signed in accordance with the City of Sacramento requirements.
- The number, location, size, striping, and signage of accessible parking stalls will be provided in accordance with ADA requirements.
- All visible parking areas shall be visually obscured utilizing trellising and landscape elements.



ON-STREET PARKING



STRUCTURED PARKING.

STRUCTURED PARKING

- Perpendicular parking will be provided in two- and three-story structures.
- The parking stalls will be sized, striped, and signed in accordance with the City of Sacramento requirements.
- The number, location, size, striping, and signage of accessible parking stalls will be provided in accordance with ADA requirements.

RESIDENTIAL PARKING

- Limited visitor parking should be provided utilizing on-street perpendicular parking stalls located on the internal roadways. Private garage or carport parking should be provided for any residential development within the PUD.
- The visitor parking stalls will be sized, striped, and signed in accordance with the City of Sacramento requirements.
- The number, location, size, striping, and signage of accessible parking stalls will be provided in accordance with ADA requirements.

BICYCLE PARKING

- Bicycle parking structures or facilities will be easily visible and provided at locations for bicyclists to conveniently and effectively access the area.

5. *Lighting*

A combination of lighting methods and fixtures shall be used to provide a visible and safe environment for pedestrians, bicyclists, and automobiles. Lighting the site will be accomplished with a combination of building fixtures to brighten building envelopes, human scale local lighting along pedestrian routes, and larger street light poles along roadways and parking lots. Only constant, even illumination will be permitted.

5.1 **Building Lighting**

- Lighting design/style shall be consistent with area design themes.
- Architectural lighting shall be used to provide functional lighting for the safety of pedestrian movement.
- The design of light fixtures and their structural support shall be architecturally enhanced and compatible with the building design. Light fixtures should integrate with the building architecture.
- All building entrances are to be well-lighted.
- Methods should be used to prevent light pollution and to direct the light to the appropriate, designated areas.

5.2 Parking Structure Lighting

Lighting fixtures shall be used to brighten the two- and three-story parking structures to provide a visible and safe environment for pedestrians and automobiles. A combination of wall and ceiling lighting on the lower levels and street light poles on the upper level shall be used to accomplish the lighting objectives. Only constant, even illumination will be permitted.

- The size, number, and spacing of lighting shall be designed to achieve at least the minimum illumination standards of the City of Sacramento.
- Light intensity shall not exceed three times the City minimum illumination requirements.
- Human scale lighting shall be used to illuminate pedestrian walkways within the parking structure.
- Lighting design/style shall be consistent with area design themes.
- Methods should be used to prevent light pollution and to direct the light to the appropriate, designated areas.

5.3 Parking Lot Lighting

- Light standards for parking areas shall not exceed twenty (20) feet in height.
- Lights in parking lots shall not be co-located with trees in planters. The lighting and landscape plan must be fully integrated and coordinated.
- The size, number, and spacing of street light poles shall be designed to achieve at least the minimum illumination standards of the City of Sacramento.
- Light intensity shall not exceed three times the City minimum illumination requirements.
- Human scale lighting shall be used to illuminate pedestrian walkways within the parking lots.
- Lighting design/style shall be consistent with area design themes.
- Methods should be used to prevent light pollution and to direct the light to the appropriate, designated areas.

5.4 Pedestrian Lighting

- Lighting in pedestrian areas shall use a common light fixture compatible with the buildings and shall not exceed twelve (12) feet in height.
- Human scale lighting shall be used to illuminate pedestrian walkways.
- Lighting design/style shall be consistent with area design themes.
- Methods should be used to prevent light pollution and to direct the light to the appropriate, designated areas.

5.5 Street Lighting

- The size, number, and spacing of street light poles shall be designed to achieve at least the minimum illumination standards of the City of Sacramento.
- Street light poles on public roadways shall be in accordance with the City of Sacramento Improvement Standards.
- Street light poles and facilities on public roadways shall be maintained by the City of Sacramento.
- Lighting design/style shall be consistent with area design themes.
- Methods should be used to prevent light pollution and to direct the light to the appropriate, designated areas.

6. Landscape & Streetscape

The landscape design guidelines are to be used as a framework for the creation of a cohesive outdoor environment that complements the surrounding built forms of the Commerce Station PUD. Commerce Station will contain a mixture of land uses and outdoor spaces. To help ensure continuity within this diverse community it will be crucial to create a strong landscape theme carried out through monument features, planting, hardscape material, and site furnishings, among other elements. The principles and guidelines that are included in this section are meant to ensure that these landscape elements create connectivity between the neighborhoods, commercial/office centers, main street shops, residential dwellings and the Plaza Park.

The land area available for landscaping along streets shall include any unpaved portion of the street right-of-way. All landscaping within public street right-of-ways will be owned by the City of Sacramento. Maintenance will be provided by a landscape maintenance district or by a similar entity. Landscaping plans for all areas within Commerce Station shall be prepared by licensed Landscape Architects knowledgeable about site conditions inherent to the projects they are designing.



OUTDOOR ENVIRONMENT



USABLE SPACES



COMPLEMENTARY LANDSCAPE MATERIALS

6.1 Monument Features

Themed monument features strategically placed can provide unity throughout the entire development. Commerce Station shall have a hierarchy of monument features that announce sense of arrival and create a sense of place upon entry. The scale of monumentation shall be dependant upon the use of the space. Each monument will highlight and strengthen the project's design theme with consistent materials and landscape palette. A strong relationship between architecture and landscape is critical to ensure the goals and objectives of the PUD.

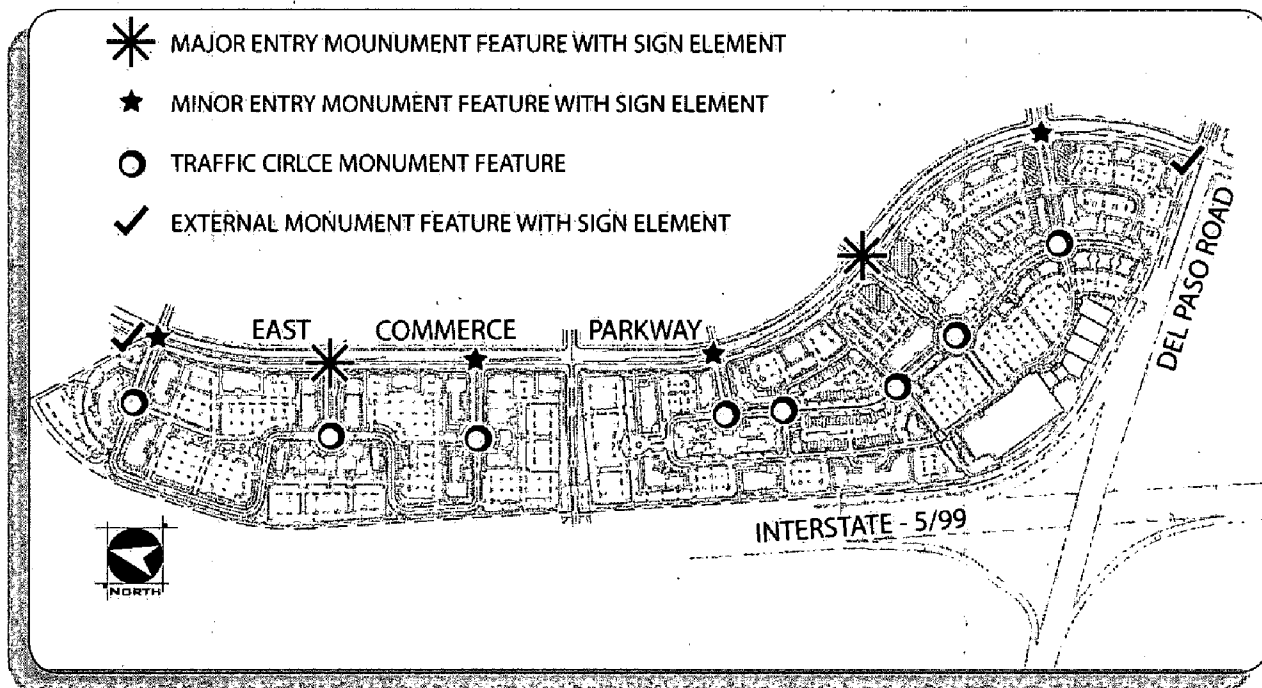


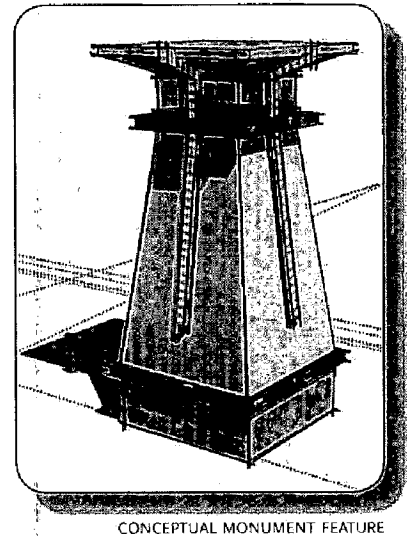
FIGURE 6A:
MONUMENT FEATURES SITE PLAN

Monument design should relate directly with the overall architectural design tone and incorporate aspects of the core style materials of stucco; steel trellises; pre-cast colored concrete; polished and rough-hewn granite block; and steel elements. Monument design is conceptual and is subject to change. All landscape plantings and trees used in relation to monument features will adhere to the Plant Material List provided in this Section, and shall not block visual access to signage recognition.

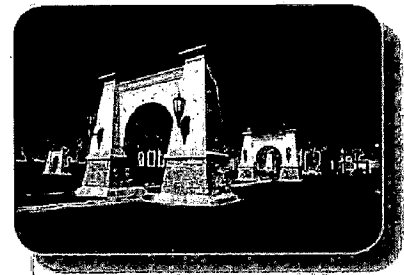
Commerce Station monument features will occur on four levels of design hierarchy: Major Entry Monuments, Minor Entry Monuments, Traffic Circle Monuments and Project Monuments (see Figure 6A). All monument features shall be designed in accordance with the Lighting (Section 5) and Signage and Graphics (Section 7) Sections of these design guidelines.

MAJOR ENTRY MONUMENT FEATURES

- Commerce Station major entry monuments will constitute the primary signature monumentation for the development and exemplify the overriding design theme.
- Major Entry Monument Features shall be located at the development's two Major Entries as depicted in Figure 6A.



CONCEPTUAL MONUMENT FEATURE



THEMED VERTICAL ELEMENTS

- Each major entry monument will consist of five (5) vertical elements approximately 12-14 feet tall to announce a sense of arrival, and shall include the Commerce Station logo and neighborhood identification (see Figure 6B and Section 7 - Signage and Graphics, Subsection 7.1.C).
- Each major entry shall have a low poured-in-place concrete sign wall that provides project and tenant identity (see Section 7 - Signage and Graphics, Subsection 7.1.C).
- Major monument elements may consist of the following materials: stucco; pre-cast colored concrete; polished and rough-hewn granite block; and steel and aluminum elements.
- The vertical elements and sign wall shall be up-lighted with ground-mounted fixtures.

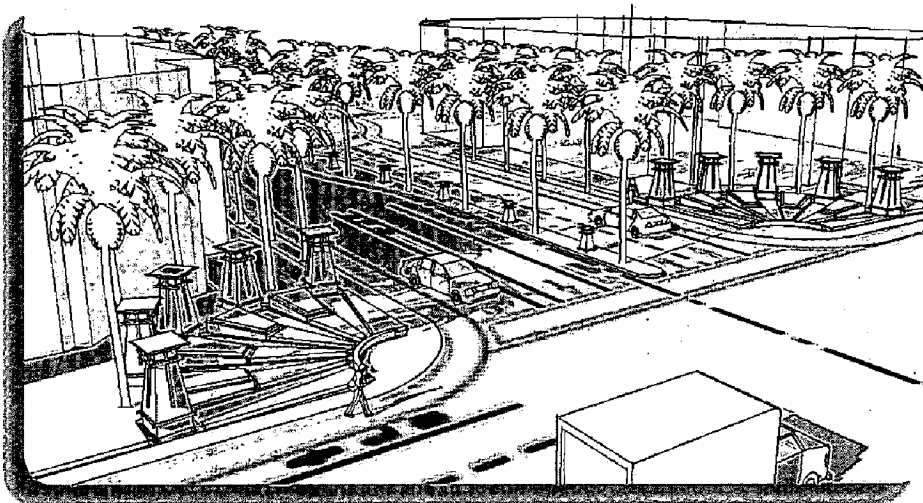


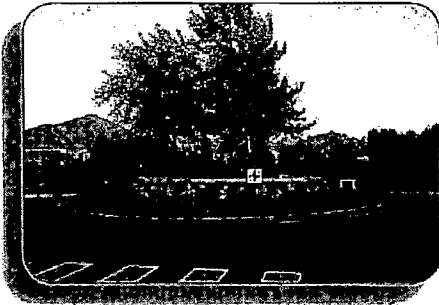
FIGURE 6B:
MAJOR ENTRY MONUMENT FEATURES CONCEPTUAL PERSPECTIVE

MINOR ENTRY MONUMENT FEATURES

- Commerce Station minor entry monuments will constitute the secondary level of signature monumentation for the development and continue the overriding design theme.
- Minor Entry Monument Features will be smaller in scale than the major entry monuments, and shall be located at the development's four minor entries as depicted in Figure 6A.
- Each minor entry monument will consist of three (3) vertical elements approximately 12-14 feet tall, and shall include the Commerce Station logo and neighborhood identification (See Section 7 - Signage and Graphics, Subsection 7.1.D).
- Each minor entry shall have a low poured-in-place concrete sign wall that provides project and tenant identity (see Section 7 - Signage and Graphics, Subsection 7.1.D).
- Minor monument elements may consist of the following materials: stucco; pre-cast colored concrete; polished and rough-hewn granite block; and steel and aluminum elements.
- The vertical elements and sign wall shall be up-lighted with ground-mounted fixtures.



ENTRY MONUMENT



TRAFFIC CIRCLE RAISED PLANTER



STATUARY ART ELEMENTS

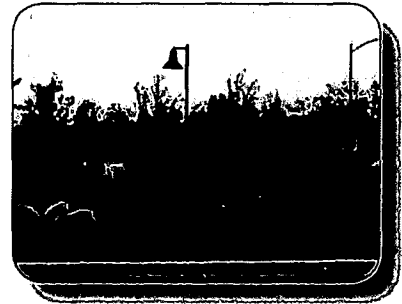
TRAFFIC CIRCLE MONUMENT FEATURES

- Traffic Circle Monument Features will constitute an internal level of signature monumentation for the Commerce Station PUD, and shall establish each traffic circle as a major circulation node.
- Traffic Circle Monument Features shall be located at the development's six major circulation nodes as depicted in Figure 6A.
- Vertical elements such as statuary art work, raised planters or flag/banner poles at the center of traffic circles shall be used to identify traffic circles as major circulation nodes.

EXTERNAL MONUMENT FEATURES

- External Monument Features will constitute project identity at the outer limits of Commerce Station, and shall continue the overriding design theme.
- External Monument Features shall be located at the development's north and south boundaries as depicted in Figure 6A.
- Each external monument feature will consist of vertical elements approximately 12-14 feet tall, and shall include the Commerce Station logo (see Section 7 - Signage and Graphics, Subsection 7.1.B).

- Each external monument feature shall have a low poured-in-place concrete sign wall that provides project identity (see Section 7 - Signage and Graphics, Subsection 7.1.B).
- External monument elements may consist of the following materials: stucco; pre-cast colored concrete; polished and rough-hewn granite block; and steel and aluminum elements.
- The vertical elements and sign wall shall be up-lighted with ground-mounted fixtures.



PROJECT SIGNAGE

6.2 Landscape Elements (Streetscape Furniture, Raised Planters and Public Art)

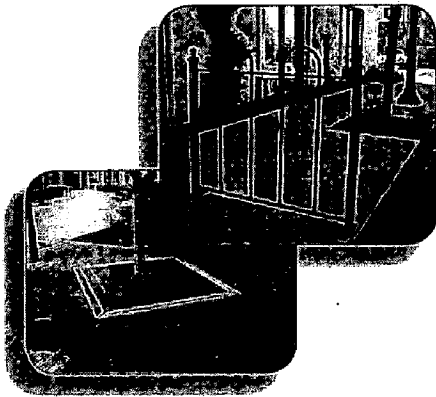
Site furniture is encouraged in outdoor use areas. The goal for the use of landscape elements is to create enjoyable outdoor spaces and provide comfortable amenities for relaxation and leisure. Where provided, all fixtures within Commerce Station should be coordinated in terms of their style, color, and materials. All site furniture visible from public streets, transit plazas and pedestrian/transit linkages should be of the same style and design. Fixtures and furniture may vary in style, color and materials from this standard design if they are used in enclosed courtyards or other locations that are not visible from public areas. Designers shall give emphasis to vandalism resistant criteria when selecting all site fixtures and furniture.



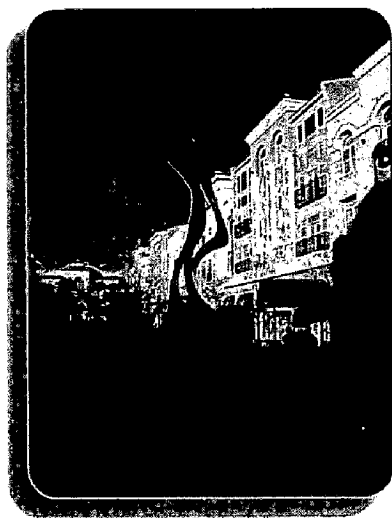
SITE FURNITURE



PLANTER POTS



DECORATIVE IRON TREE GRATE AND BIKE RACK



STATUARY ART SCULPTURE

OUTDOOR SPACES/ LINKAGES

- A variety of seating alternatives such as raised planters, seat walls, and benches shall be made available throughout the development's outdoor spaces, linkages and walkways.
- Use overhead structure elements such as trellis, canopies and overhangs to supply a gateway entry while at the same time ensuring an inviting space protected from climatic conditions.
- Statuary art and sculptures shall be used to add focal points to linkage nodes or to provide interest points within outdoor spaces.
- Decorative iron tree grates with an urban flare shall be used whenever possible within outdoor space and pedestrian circulation linkages.
- Bike racks shall be placed at appropriate intervals throughout all neighborhoods of the Commerce Station development.

STREETSCAPES AND PARKING LOTS

- Median strips and planters shall be utilized along the street as places for project theme signs and monumentation (i.e. light pole banners and decorative street signs.)
- Vertical architectural elements such as trellises and arbors shall be used along streetscape edges to help define different districts and guide circulation paths.
- Landscape elements shall not block sight lines for vehicular, pedestrian or bike lane traffic.
- Whenever possible decorative iron tree grates shall be used for trees planted adjacent to streetscape sidewalks.



DECORATIVE SITE FIXTURES

6.3 Hardscape Materials and Treatments

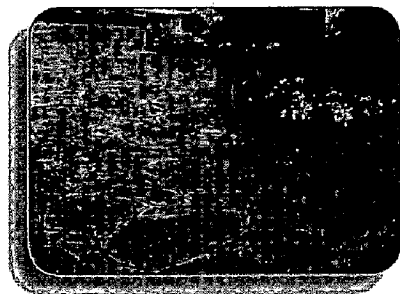
A hierarchy of hardscape materials, textures and treatments shall be employed throughout appropriate locations to help distinguish vehicle, bicycle and pedestrian pathways and linkages. Consistent enhanced paving techniques with high quality aesthetic characteristics shall be utilized throughout the development to create continuity and cohesiveness. All hardscape materials and treatments shall be designed in accordance with the Circulation Section of these design guidelines (see Section 4).



COMPLEMENTARY HARDSCAPE MATERIALS



COBBLE PAVERS



COLORLED AND STAMPED CONCRETE

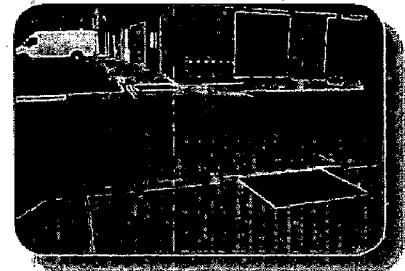
ENTRIES

- Enhanced paving is to be used along crosswalks to define pedestrian pathways from vehicular lanes.
- Narrow median noses are to be filled with enhanced paving to ease maintenance and add aesthetic value.
- To help add greater interest and increase the aesthetics of the entry, the addition of hardscape treatments (such as rock/cobble beds or decomposed granite) in the planter areas is highly promoted. All trees within the City right-of-way or parking lots are to be mulched with wood chips to a depth of approximately three (3) inches for a minimum of a three and one-half (3.5) foot to four (4) foot radius from the trunk.

TRAFFIC CIRCLES

- Use enhanced paving along crosswalks to define pedestrian pathways from vehicular lanes.
- Making use of a combination of different hardscape materials and textures in the right manner will improve pedestrian safety and overall circulation at these nodes by slowing traffic and guiding direction.

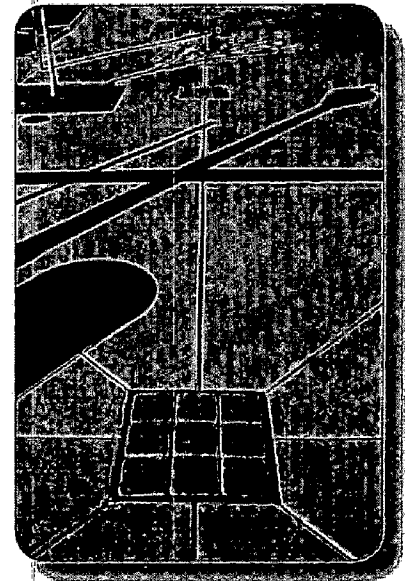
- To help add greater interest and increase the aesthetics of each traffic circle, the addition of hardscape treatments (such as rock/cobble beds or decomposed granite) in the planter areas is highly promoted. All trees within the City right-of-way or parking lots are to be mulched with wood chips to a depth of approximately three (3) inches for a minimum of a three and one-half (3.5) foot to four (4) foot radius from the trunk.



* TRAFFIC CALMING SPEED TABLE

OUTDOOR SPACES/ LINKAGES

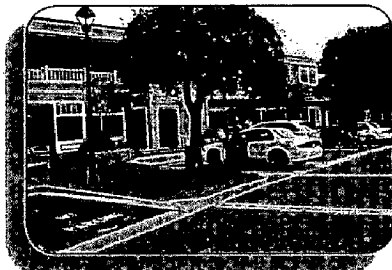
- Attractive ground plane treatments shall be implemented to draw people into outdoor spaces. Enhanced paving techniques such as colored and stamped concrete or interlocking pavers shall be used to create pleasant spaces for informal gathering.
- Attractive paving techniques shall be implemented to draw people into these outdoor spaces.
- Distinct paving techniques in circulation linkage areas can help give direction and guidance to other circulation paths.



COMBINATION OF PAVING TECHNIQUES



ENHANCED PAVING USED TO DEFINE SPACES



ENHANCED PAVING AT CROSSWALKS



INTERLOCKING PAVERS

STREETSCAPES AND PARKING LOTS

- The use of enhanced paving along crosswalks, and in strategic areas in parking lots to define pedestrian pathways from vehicular lanes is encouraged.
- Using a combination of different hardscape materials and textures in the right manner will improve pedestrian safety and overall circulation at these areas by slowing traffic and guiding direction.
- All median noses shall be hardscaped with textured or scored concrete in an earthtone color where it is too narrow to support plant life or to be efficiently irrigated.

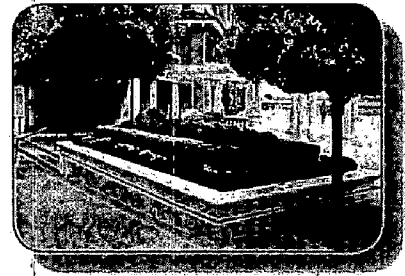
PEDESTRIAN WALKWAYS

- Walkway materials shall be compatible with the buildings and other walkways in the PUD. Surfaces shall have a non-skid finish. Layout and design shall provide maximum comfort and safety to pedestrians. A variety of materials and colors are encouraged. Consistency and compatibility are required.
- Walkway patterns shall have an obvious relationship to the buildings. Frequent, convenient, and covered walkway connections may be provided along building frontages and, when feasible, between adjacent buildings, public sidewalks and bus turnouts.

6.4 Planting Design

Commerce Station plantings should be selected and placed in such a manner that upon maturity, open spaces can take on a more intimate human experience that reinforces entries, creates outdoor rooms, complements architecture, and visually enhances the project as a whole. Proper plant design can ensure that the public realm between the fronts of the buildings along the street express the driving identity of the Commerce Station PUD, and can contribute to the physical quality and comfort of the entire community.

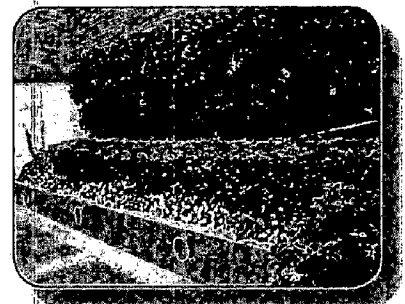
Plant materials with pleasing forms and vibrant colors should be used in tactical groupings to help provide uniqueness to the entire Commerce Station PUD. Plant materials shall be feasibly maintainable, yet attractive and diverse. Designers shall emphasize the use of low water use plants with a lush evergreen character and vibrant colors. Ground-level plant materials shall consist of evergreen ground cover plantings, turf and annual planter beds. A second layer of plant material shall add color and human scale definition with edges and perennial borders. These foundation or foreground type plantings help link the buildings to the ground and direct visitors to entries and announce linkages to surrounding uses. Landscape material along the street corridors shall be sufficiently maintained to ensure the appearance of a highly manicured landscape. All landscape areas must have an automatic irrigation system (refer to Section 6.7 - Irrigation and Water Conservation).



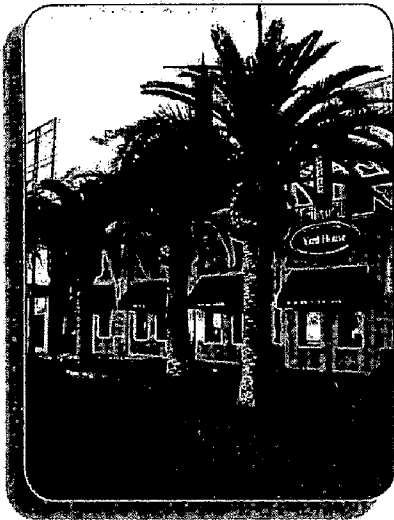
WELL ORGANIZED PLANTING DESIGN



LUSH PLANT MATERIAL WITH VIBRANT COLOR



WELL MAINTAINED LANDSCAPE AREAS



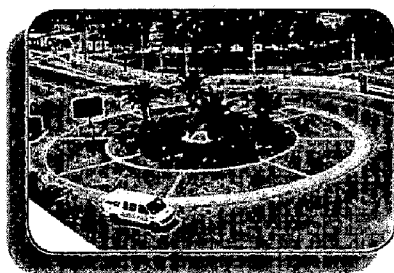
CORNER ENTRY PALMS

To promote unity in the area, designers are encouraged to select plants from the recommended plant materials lists which follow in this Section. Additional plants may be specified at the discretion of the project designer subject to review and approval by the City of Sacramento. All landscape areas shall be consistent with Sacramento Municipal Code Section 17.68, "Landscaping and Paving Requirements."

ENTRIES

- Use tall narrow attractive Palms and a mix of shade canopy and accent flowering trees at each entry to reinforce sense of arrival.
- Use a mix of dark and bright green foliage with vibrant colored flowers to increase the attractiveness of these gateway entries.

TRAFFIC CIRCLES



PALMS AT TRAFFIC CIRCLES

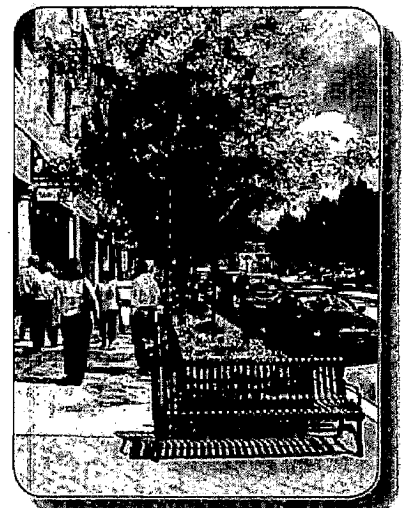
- Use tall narrow attractive Palms and accent trees at each traffic circle to help identify each of these key circulation nodes.
- Use low groundcovers or turf around the outer edges of the traffic circle so as not to infringe on visual sight lines of vehicular circulation.

OUTDOOR SPACES/LINKAGES

- Use medium and large size shrubs as screens to help create a sense of place.
- Use medium and large size shrubs as hedges to help give direction or guidance to other circulation linkages.
- Vine plantings at ten (10) foot (on center) spacing are strongly encouraged on all screen walls and fences.
- Shade trees shall be provided in pedestrian areas. Selected trees shall offer sufficient canopy size and density to offer meaningful shade to users, while not impairing visibility of adjacent tenant storefronts and signage. Placement of shade trees shall be coordinated with pedestrian seating areas.



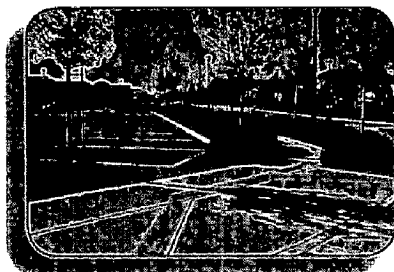
SHADE TREES PROVIDE COMFORTABLE SPACES



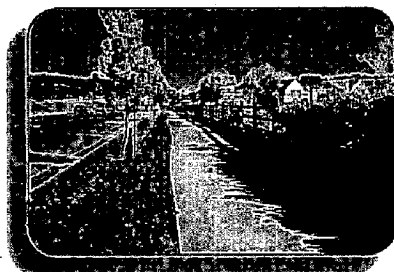
PLANTING USED TO DEFINE PEDESTRIAN PATHS

STREETSCAPES AND PARKING LOTS

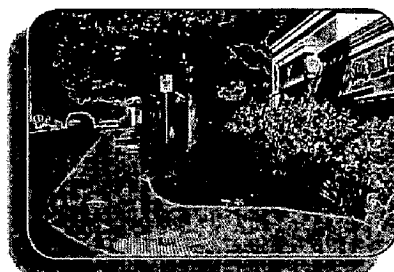
- Surface Parking lot areas shall be planted with simple attractive plant species that are hardy and easily maintained.
- Trees and low shrubs shall be planted in medians throughout the project to help split up large spans of asphalt roadway.



SIMPLE YET ATTRACTIVE PARKING LOT PLANTING



LANDSCAPE CORRIDOR CHARACTER



ACCENT PLANTING

- Broad shade trees shall be used in the parking lot areas to minimize heat reflection absorption of the asphalt. Parking lot shade tree planting shall be designed in accordance with the City of Sacramento Shade Tree Ordinance.

COMMERCE PARKWAY STANDARDS

- Low shrub plantings and groundcovers shall form the under-story for the trees.
- The use of turf in the parkway strip should be limited to those areas where it is critical to provide a transition to the landscape scheme on the adjoining private property. Otherwise, the under-story plantings for the parkway strip should be low shrubs and groundcovers to match the planting scheme used in the median.
- The design of the landscape plantings along Commerce Parkway within Commerce Station shall be related to adjacent, off-site segments of this street. Adjustments to the landscape concept plan described herein are desirable to provide appropriate transitions.

LOCAL STREET REQUIREMENTS

- A common landscape scheme shall be utilized on all public streets within Commerce Station. The design should emphasize the high quality standard of the development.
- To the extent possible, low water plant materials and groundcovers should be used.
- Low berms along the street frontages are encouraged where they will help screen parking areas from the public roadways. However, berms should not be designed so as to be an impediment to pedestrians.



TREE WELLS

6.5 Street Trees

The type and character of Street Trees selected shall be based upon the location within Commerce Station, such as in parks, residential, mixed-use or commercial areas and the hierarchy of the streets. Along with providing shade during high temperature summer months, street trees can offer filtration of the air, supply oxygen to the environment and offer habitat for local birds and other species. Historically, the Sacramento area has been positively regarded as a green urban forest due to its large-canopy of street trees. The proper selection and placement of street trees within the Commerce Station PUD will establish character and quality to the community as well as help to reinforce that regional identity.



MEDIAN PLANTING



SHADE CANOPY TREE

COMMERCE PARKWAY STANDARDS

- The center median plantings include a continuous, rhythmic row of street trees. *Acer rubrum* 'October Glory', October Glory Red Maple, shall be the dominant street tree on Commerce Parkway.
- At least 80% of the deciduous trees will be the October Glory Red Maple. The remaining deciduous trees could be *Celtis occidentalis*, Common Hackberry, *Quercus rubra*, Red Oak, or *Pistacia chinensis* 'Keith Davey', Keith Davey, Chinese Pistache. Evergreen trees, such as *Sequoia sempervirens*, Coast Redwood, will be interspersed with the deciduous trees as shown.
- At intersections where the median is interrupted, accent style plantings shall be provided. The accent plantings at the intersections of Commerce Parkway and the five entryways into Commerce Station shall utilize *Lagerstroemia indica* 'Watermelon Red', Crape Myrtle flowering trees.
- The median nose will be hardscaped with colored and textured concrete consistent with Section 6.3, Hardscape Materials and Treatments.
- At the intersection of Commerce Parkway with Main Avenue and Club Center Drive, the accent plantings shall feature *Pyrus kawakamii*, Evergreen Pear, trees.

- The parkway strips within the Commerce Parkway right-of-way that lie between the back of the curb and the sidewalk will emphasize deciduous tree plantings. These trees will provide shade during the warm weather and allow available sunshine to penetrate in the winter.

LOCAL STREET STANDARDS

- "The Village" street corridor shall have a mix of shade trees and tall narrow palms within the median planters to announce a distinct vertical identity to "The Village" district streetscape. Accent tree plantings shall be used at ends of medians for visual appeal.
- Street tree plantings should be consistent along the street frontage.
- At least one street tree should be planted for each forty (40) feet of frontage.
- At least 70% of the street trees along any given public street within Commerce Station shall be of the same species.
- All trees within the City right-of-way or parking lots are to be mulched with wood chips to a depth of approximately three (3) inches for a minimum of a three and one-half (3.5) foot to four (4) foot radius from the trunk.



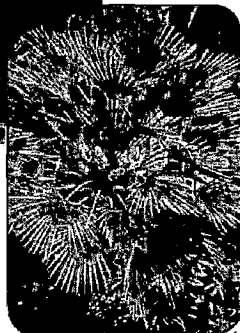
FORMAL STREET TREE ROWS

6.6 Plant Materials List

PRELIMINARY TREE LIST



TALL PALMS

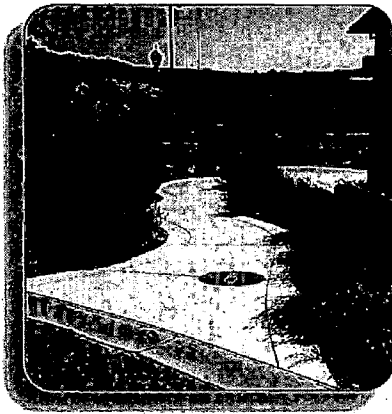


- Acer buergerianum* / Trident Maple
- Acer campestre* / Hedge Maple
- Acer x freemanii* / Red x Silver Maple
- Acer ginnala* / Amur Maple
- Acer henryi* / Asian Maple
- Acer nigrum* 'Greencolumn' / Green Column Black Maple
- Acer palmatum* / Japanese Maple
- Acer platanoides* / Norway Maple
- Acer rubrum* 'October Glory' / October Glory Red Maple
- Acer truncatum* / Purpleblow Maple
- Aesculus carnea* / Red Horsechestnut
- Arbutus unedo* / Strawberry Tree
- Carpinus betulus* / European Hornbeam
- Carpinus caroliniana* / American Hornbeam
- Carpinus japonicus* / Japanese Hornbeam
- Cedrus deodara* / Deodar Cedar
- Celtis occidentalis* / Common Hackberry
- Celtis magnifica* / Magnifica Hackberry
- Cercis canadensis* / Eastern Redbud
- Chamaerops humilis* / Mediterranean Fan Palm
- Chionanthus retusus* / Chinese Fringetree
- Cinnamomum camphora* / Camphor Tree
- Fagus sylvatica* / European Beech
- Fraxinus ornus* / Flowering Ash
- Fraxinus pennsylvanica* 'Oconee' or 'Urbanite' / Green Ash
- Ginkgo biloba* / Maidenhair Tree
- Gymnocladus dioica* / Kentucky Coffee Tree

Lagerstroemia indica / Crape Myrtle
Magnolia grandiflora 'Green Giant' / 'Green Giant'
 Southern Magnolia
Nyssa sylvatica / Blackgum
Ostrya virginiana / Ironwood
Phoenix canariensis / Canary Island Date Palm
Pistacia chinensis 'Keith Davey' / Keith Davey Chinese
 Pistache
Pinus canariensis / Canary Island Pine
Podocarpus macrophyllus maki / Yew Pine
Quercus agrifolia / Coast Live Oak
Quercus buckleyi / Texas Red Oak
Quercus castaneifolia / Chestnut Leaved Oak
Quercus cerris / Turkey Oak
Quercus coccinea / Scarlet Oak
Quercus comptoniae / Compton's Oak
Quercus douglasii / Blue Oak
Quercus falcata / Southern Red Oak
Quercus frainetto / Italian Oak
Quercus ilex / Holly Oak
Quercus lobata / Valley Oak
Quercus phellos / Willow Oak
Quercus rubra / Red Oak
Sequoia sempervirens 'Soquel' / Coast Redwood
Syringa pekinensis / Peking Lilac
Tilia Americana / American Linden
Tilia cordata / Little Leaf Linden
Tilia tomentosa / Silver Linden
Ulmus parvifolia / Chinese Elm
Washingtonia robusta / Mexican Fan Palm
Zelkova serrata / Japanese Zelkova



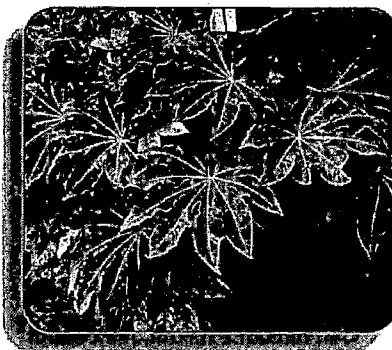
TOPIARY AND STANDARD PLANT MATERIALS



LONG LASTING FLOWER BLOOMS



VIBRANT FLOWER COLOR



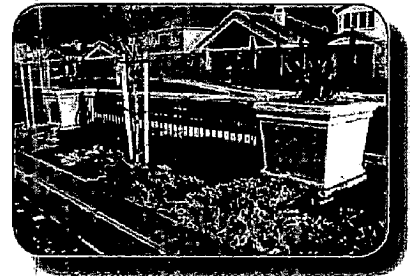
LUSH FOLIAGE

PRELIMINARY SHRUB LIST

Abelia grandiflora 'Edward Goucher' / Glossy Abelia
Artemisia stelleriana / Beach Wormwood
Berberis thunbergii 'Atropurpurea' / Japanese Barberry
Buxus microphylla japonica / Japanese Boxwood
Coprosma kirkii / Coprosma
Diets vegata / Fortnight Lily
Escallonia fradesii / Escallonia
Euryops pectinatus / Euryops
Hemerocallis hybrids / Daylilies
Juniperus sabina / Juniper
Juniperus sabina 'Tamariscifolia' / Tam Juniper
Lavandula angustifolia / English
Lavender Ligustrum texanum / Texas Privet
Myrtus communis / Myrtle
Nandina domestica 'Purpurea' / Dwarf Heavenly
 Bamboo
Osmanthus fragrans / Sweet Olive
Pennisetum setaceum / Fountain Grass
Phormium tenax 'Atropurpurea' / New Zealand Flax
Photonia fraseri / Photinia
Pittosporum tobira / Pittosporum
Pittosporum tobira 'Wheeler's Dwarf' / Dwarf
 Pittosporum
Prunus caroliniana 'compacta' / Laurel Cherry
Raphiolepis indica 'Ballerina' / Indian Hawthorn
Raphiolepis indica 'Clara' / Indian Hawthorn
Raphiolepis indica 'Pink Lady' / Indian Hawthorn
Rosa species / Rose
Strelitzia reginae / Bird-of-Paradise
Strelitzia nicolai / Giant Bird-of-Paradise
Viburnum davidii / Viburnum
Xylosma congestum / Shiny Xylosma

PRELIMINARY GROUND COVER LIST

Agapanthus orientalis / Lily of the Nile
Coprosma kirkii / Creeping Coprosma
Liriope muscari / Big Blue Lily Turf
Rosa meideland / Ground Cover Rose
Trachelospermum jasminoides / Star Jasmine
Vinca minor / Dwarf Periwinkle
Myoporum parvifolium / Prostrate Myoporum



LOW GROUND COVER PLANTING

PRELIMINARY VINE LIST

Bougainvillea sp. / Bouganvillea
Campsis radicans / Common Trumpet Vine
Clematis sp. / Clematis
Clytostoma callistegioides / Violet Trumpet Vine
Ficus repens / Creeping Fig
Lonicera japonica / Honeysuckle
Parthenocissus quinquefolia / Virginia Creeper
Parthenocissus tricuspidata / Boston Ivy
Pasiflora alata caerulea / Passion Vine
Rosa 'Cecile Brunner' / Climbing Rose
Wisteria sinensis / Chinese Wisteria



GREEN SCREEN CLIMBERS

6.7 Irrigation and Water Conservation

- Irrigation systems should be designed to ensure the efficient use of water and discourage vandalism.
- To help ensure an efficient irrigation system, plants should be grouped in hydrozones, which are combinations of plants with similar water needs. To avoid under- and over-watering the irrigation system will need to be regulated to the needs of each hydrozone.
- The use of low-water native plants and ornamentals is highly encouraged.
- All landscape areas must be irrigated with an automatic irrigation system controlled by a timer.
- Rain shut-off valves and moisture sensors shall be used as necessary to minimize over watering in commercial and mixed-use areas and along streetscapes.
- Irrigation controls and pedestals shall be screened from view by plant material or other attractive site elements.
- Drip and/or bubbler type irrigation shall be used for shrubs and trees for deeper root watering and to promote water conservation.

- Conventional spray irrigation systems with head-to-head coverage shall be used for turf areas. Avoid using misting spray heads as they can lose significant amounts of moisture to evaporation and wind drift.
- Organic material such as bark mulch to an approximate depth of three (3) inches shall be used on all exposed soil within planter areas to reduce moisture evaporation and help control weeds.
- All landscaping areas must comply with the local water-use standards.

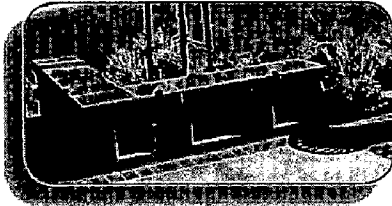
6.8 Fencing and Walls

Fences and walls provide security, privacy, sound attenuation as well as create separation between uses of differing intensities. However, when they are used in excess, walls and fences can discourage pedestrian movement between residential, commercial and public use areas. The main principal for using walls and fences within Commerce Station is to provide them when they are necessary but to minimize their use through implementation of proper site planning and appropriate building orientation.

- Walls and fences shall not be used in a way that may reduce connectivity between the different land uses within the PUD.



LOW LANDSCAPE WALLS



SEAT WALL



RAISED PLANTER BED



OPEN STEEL / IRON FENCING

- High-quality fencing and wall materials that are aesthetically pleasing shall be used in order to complement the character of the unique areas within the Commerce Station community.
- Permeable fencing shall be used to allow visual access to view corridors, parks and public spaces.
- High masonry walls shall be avoided except to screen or prevent private access.
- All walls should coordinate with the architecture of the building with which they are associated.
- Solid screen walls are not permitted within the building setback area of the front yard of the building.
- Vine plantings are strongly encouraged at ten (10) foot (on center) spacing on all solid walls and screen fences.
- The selection of wall materials shall consider graffiti control. Materials that discourage graffiti are strongly preferred. The use of materials that facilitate graffiti removal without marring the original appearance of the wall is strongly encouraged.
- Graffiti must be adequately controlled by the owner.
- No chain link fencing is allowed within Commerce Station.

7. Signage and Graphics

The Commerce Station PUD comprises a variety of land uses and internal destinations. Land uses are grouped together into unique, but related neighborhoods. Architectural design, landscape elements and project signage all work together to identify and highlight the unique character of each neighborhood while also reinforcing the perception of Commerce Station as a singular place. Signage detailed in this section establishes a common vocabulary of sign design, quality level, materials, colors and techniques that is to be implemented throughout the project site.

Project signage is intended to serve the following purposes:

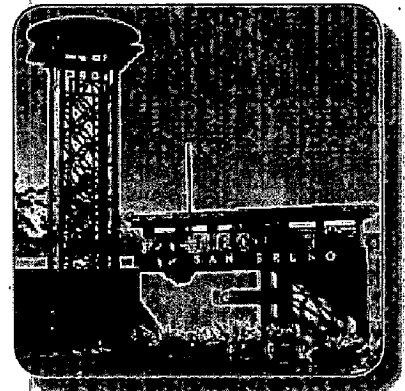
- Present the overall project identity (name).
- Present neighborhood identity at arrival points.
- Enhance the visibility of businesses.
- Provide retail tenant identity to freeway travelers.
- Define the gateways and boundaries of the project.
- Promote wayfinding.
- Identify roads and destinations within the project.

7.1 Purpose and Hierarchy

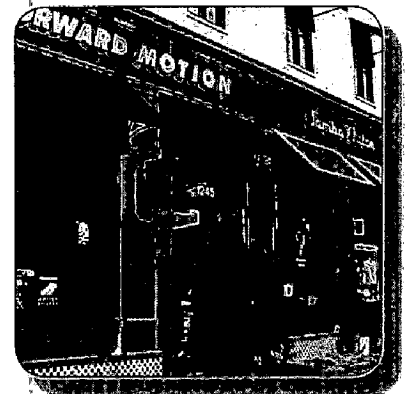
Signage hierarchy for the project is as follows:

Freestanding Signage:

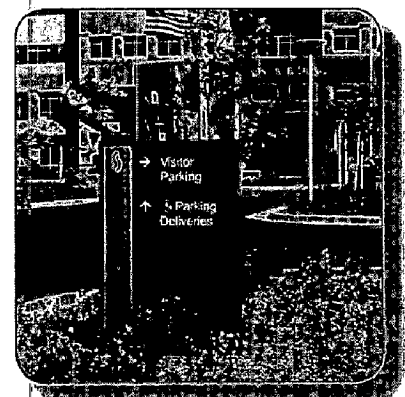
- A. Freeway Pylon Sign
- B. External Monument Signs
- C. Major Entry Gateway Signs
- D. Minor Entry Gateway Signs
- E. Directional Signs - Vehicular Wayfinding
- F. Directional Signs - Pedestrian Wayfinding



MONUMENTS



STOREFRONTS



WAYFINDING

- G. Street Name Signs
- H. Regulatory Signs

Office and Retail Tenant Identity Signage:

- A. Wall Signs
- B. Primary Projecting Signs
- C. Secondary Projecting / Suspended Signs
- D. Building Directory
- E. Awning / Canopy Signage
- F. Window Graphics
- G. Menu Displays
- H. Detached Signs
- I. Special Signage

This section supersedes the provisions of the City of Sacramento Sign Ordinance and establishes locations, quantities, content and maximum sign sizes allowed for these graphic elements. In addition, this section describes the individual sign types that comprise the Project Signage program. Included in the description of each sign type is a character sketch of each that shall be used to guide design development of the program. Signs must be designed as integral parts of landscaped areas to become part of the fabric that ties Commerce Station together as one place (see Section 6 - Landscape and Streetscape).

7.2 Freestanding Signage

Freestanding signage shall include a Freeway Pylon Sign, Entry Monument Signs, Multi-Tenant Monument Signs, Directory Signs and Ornamental Banners. The locations of each sign type is depicted in Figure 7A, followed by specific signage criteria for each freestanding signage type.

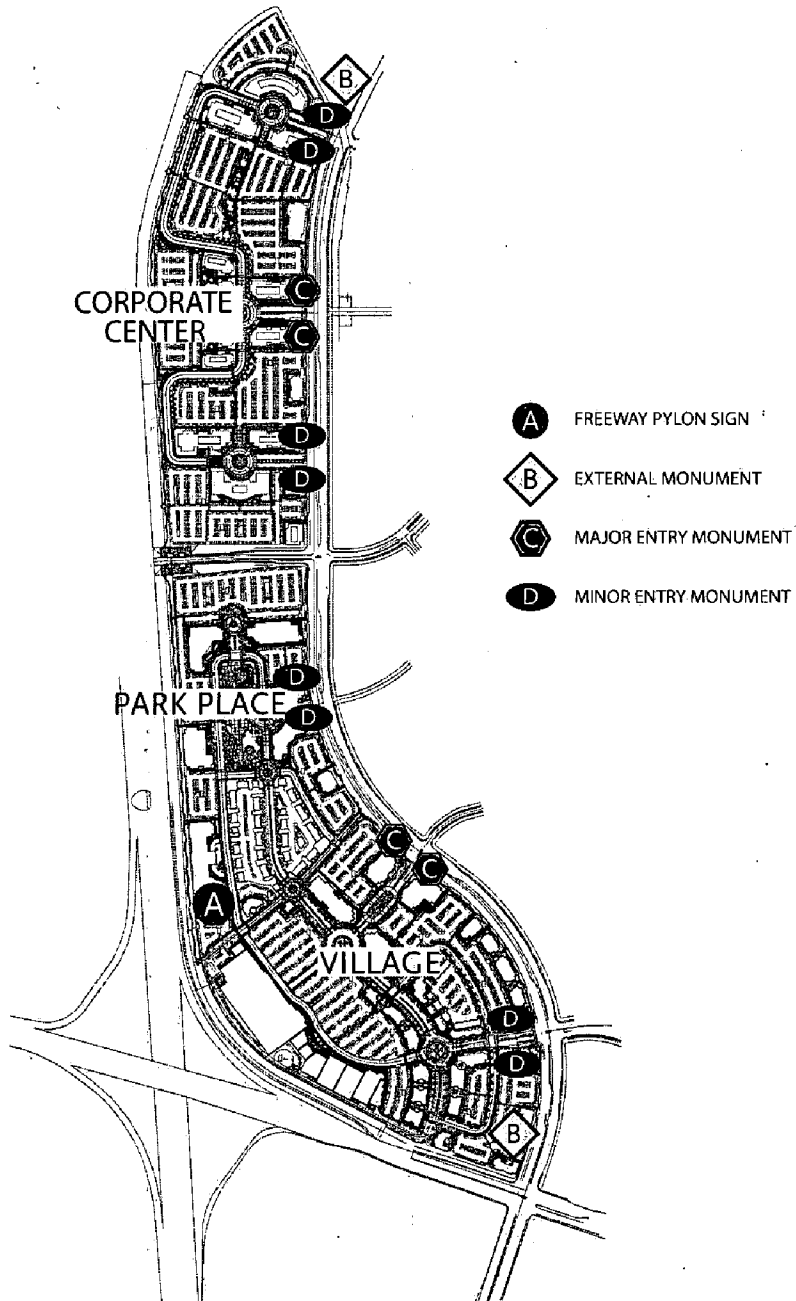


FIGURE 7A:
FREESTANDING SIGNAGE PLAN

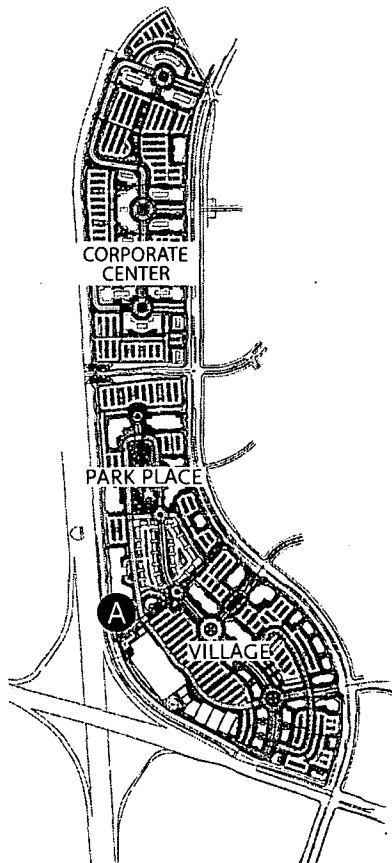


FIGURE 7B:
FREEWAY PYLON SIGN LOCATION

A. FREEWAY PYLON SIGN

Description and Purpose:

A freestanding pylon sign oriented to freeway traffic announces the project identity and displays retail and office tenant names. Sign is double-sided and oriented perpendicular to the freeway (see Figure 7C). Sign may have one (1) Anchor Tenant panel, a maximum of four (4) Major Tenant panels, and a maximum of one (1) Pad Tenant panel. The Pad Tenant panel may be subdivided into a maximum of four (4) equal spaces for tenant logos.

Quantity and Location:

One (1) sign fronting I-5 at the location indicated (see Figure 7B).

Materials:

Stone, stucco, natural and painted metals and/or other materials related to building architecture of Commerce Station. Acrylic may be used for illuminated portions of the sign only.

Lighting:

Halo, indirect and/or internal illumination.

Overall Sign Size:

72'-0" H x 31'-0" W Maximum

Letter/Logo Heights:

Project Identification:	2'-6" Letter; 6'-0" Logo Maximum
Anchor Tenant:	4'-0" Letter; 10'-0" Logo Maximum
Major Tenant:	3'-0" Letter/Logo Maximum
Pad Tenant:	3'-6" H x 3'-6" W Logo Maximum

Sign Areas:

- Project Identification: 60 SF Maximum per side
- Anchor Tenant: 200 SF Maximum per side
- Major Tenant: 75 SF Maximum per side
- Pad Tenant: 15 SF Maximum per side

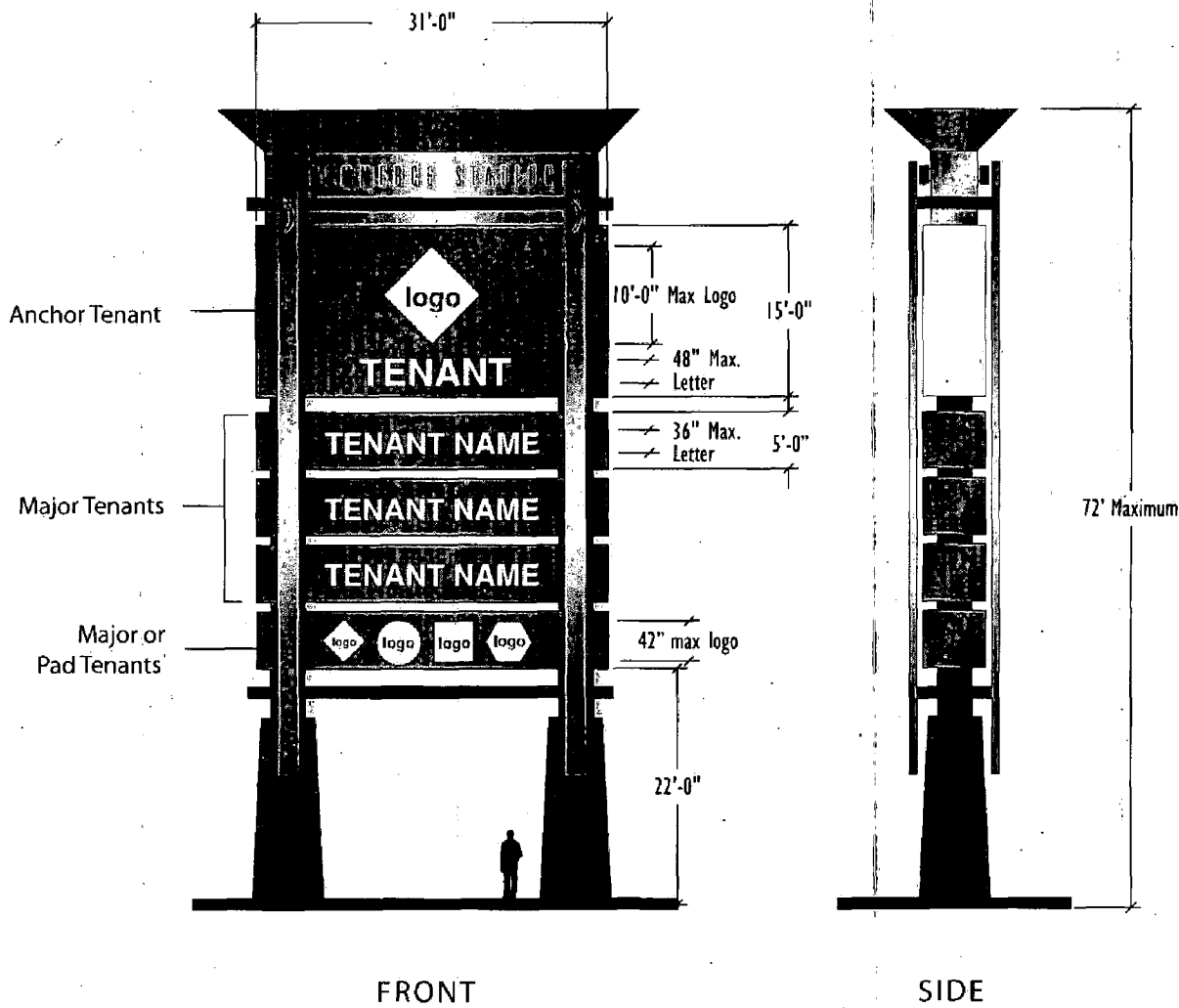


FIGURE 7C:
FREEWAY PYLON SIGN ILLUSTRATION

B. EXTERNAL MONUMENT SIGNS

Description and Purpose:

A freestanding monument sign designed as an integral part of a landscape external monument feature (see Section 6.1 - Monument Features). Sign is single-sided, oriented toward arriving traffic, and establishes project identity at the outer limits of Commerce Station (see Figure 7E).

Quantity and Location:

Two (2) signs total, one located at each end of the project's North/South boundaries as indicated (see Figure 7D).

Materials:

Stone, stucco, natural and painted metals and/or other materials related to the building architecture of Commerce Station.

Lighting:

Sign shall be halo and/or indirectly lit from the surrounding landscaped areas.

Overall Sign Size:

5'-6" H x 24'-0" W Maximum

Letter/Logo Heights:

Project Identification: 2'-0" Letter; 5'-0" Logo Maximum

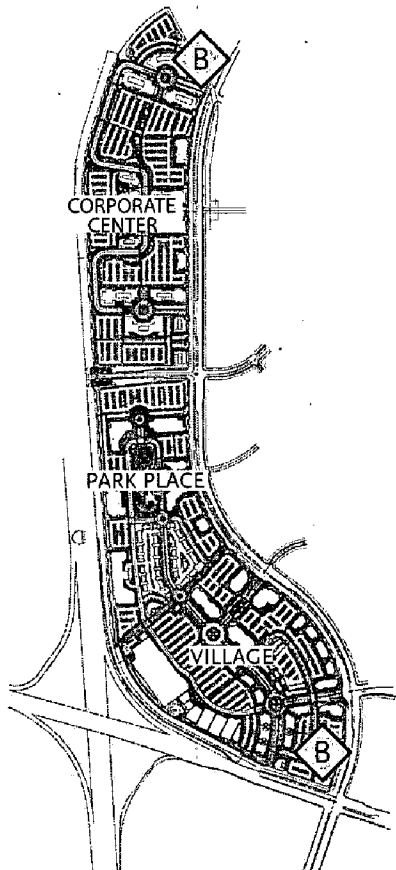
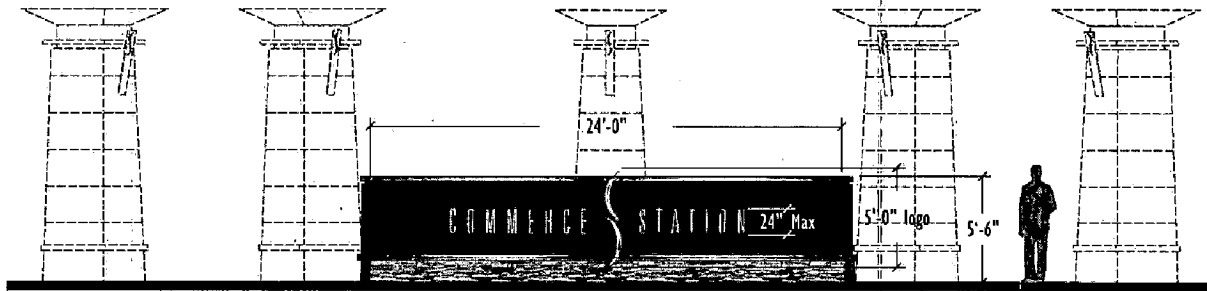


FIGURE 7D:
EXTERNAL MONUMENT LOCATIONS



DASHED LINES INDICATE LANDSCAPE FEATURE (SEE SECTION 6.1)

FIGURE 7E:
EXTERNAL MONUMENT SIGN ILLUSTRATION

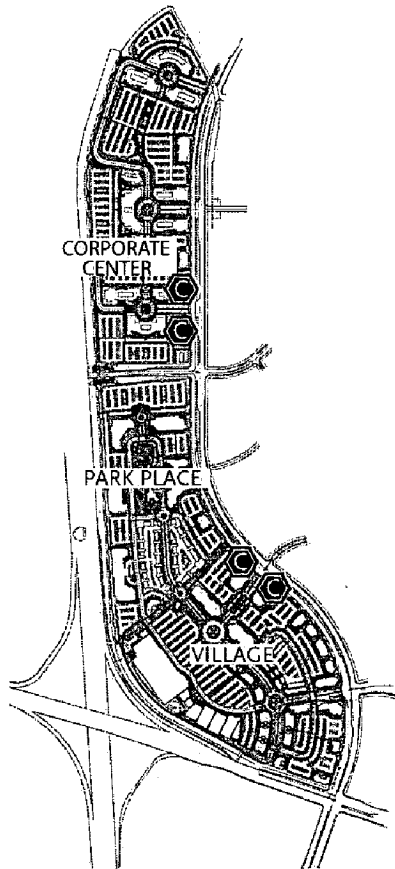


FIGURE 7F:
MAJOR ENTRY GATEWAY SIGN LOCATIONS

C. MAJOR ENTRY GATEWAY SIGNS

Description and Purpose:

A freestanding monument sign designed as an integral part of a landscape major entry monument feature (see Section 6.1 - Monument Features). Sign is single-sided, oriented toward arriving traffic, and provides project and tenant identity (see Figure 7G).

Quantity and Location:

Four (4) signs total, two located at each of the project's major entries as indicated (see Figure 7F).

Materials:

Stone, stucco natural and painted metals and/or other materials related to the building architecture of Commerce Station. Retail tenants may use corporate colors and logos.

Lighting:

Project Identification: Halo and/or indirectly lit from the surrounding landscaped areas.

Retail Tenant ID: Internally lit, halo lit or lit from landscaped areas.

Office Tenant ID: Lit from landscaped areas.

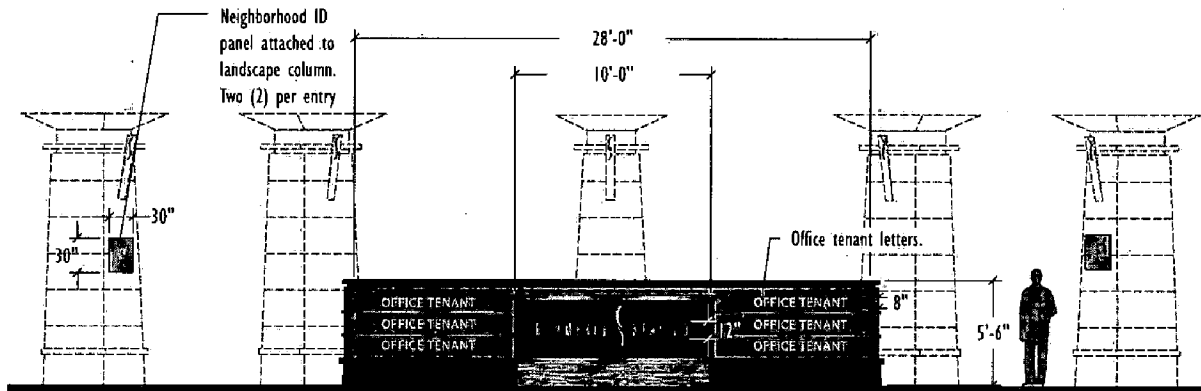
Neighborhood ID: Lit from landscaped areas.

Overall Sign Size:

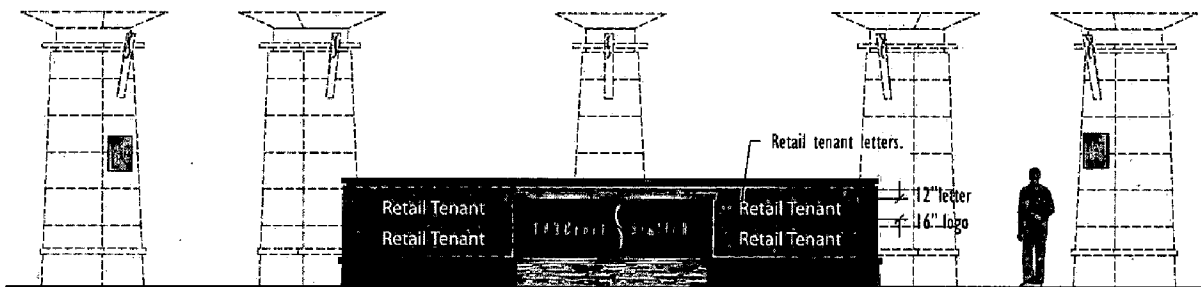
5'-6" H x 28'-0" W Maximum

Letter/Logo Heights:

- Project Identification: 0'-16" Letter; 3'-6" Logo Maximum
 Retail Tenant ID: 0'-12" Letter; 0'-16" Logo Maximum
 4 Tenants Maximum
 Office Tenant ID: 0'-8" Letter/Logo Maximum
 6 Tenants Maximum
 Neighborhood ID: 2'-6" H x 2'-6" W Panel Maximum
 2 Panels per Landscape Feature



TYPICAL CORPORATE CENTER ENTRY FEATURE WITH OFFICE TENANT LETTERS
 DASHED LINES INDICATE LANDSCAPE FEATURE (SEE SECTION 6.1)



TYPICAL PARK PLACE ENTRY FEATURE WITH RETAIL TENANT LETTERS
 DASHED LINES INDICATE LANDSCAPE FEATURE (SEE SECTION 6.1)

FIGURE 7C:
 MAJOR ENTRY GATEWAY SIGN ILLUSTRATIONS

D. MINOR ENTRY GATEWAY SIGNS

Description and Purpose:

A freestanding monument sign designed as an integral part of a landscape minor entry monument feature (see Section 6.1 - Monument Features). Sign is single-sided, oriented toward arriving traffic, and provides project, neighborhood and tenant identity (see Figure 7I).

Quantity and Location:

Eight (8) signs total, two located at each of the project's minor entries as indicated (see Figure 7H). Signage elements shall be installed on both sides of the entry intersection.

Materials:

Stone, stucco, natural and painted metals and/or other materials related to the building architecture of Commerce Station. Retail tenants may use corporate colors and logos.

Lighting:

Project Identification: Halo and/or indirectly lit from the surrounding landscaped areas.

Retail Tenant ID: Internally lit, halo lit or lit from landscaped areas.

Office Tenant ID: Lit from landscaped areas.

Neighborhood ID: Lit from landscaped areas.

Overall Sign Size:

5'-6" H x 20'-0" W Maximum

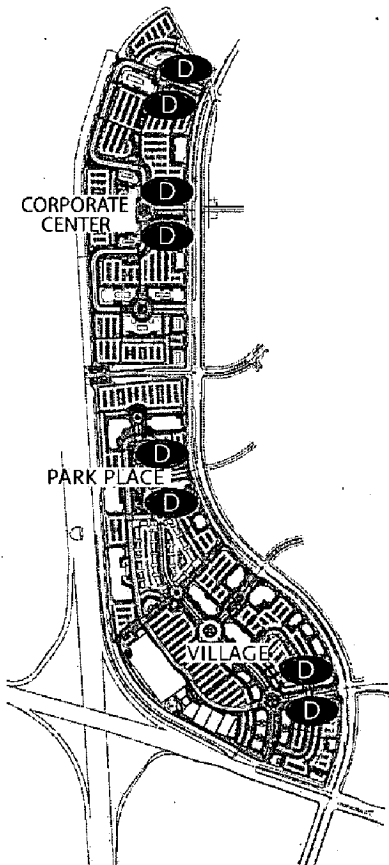
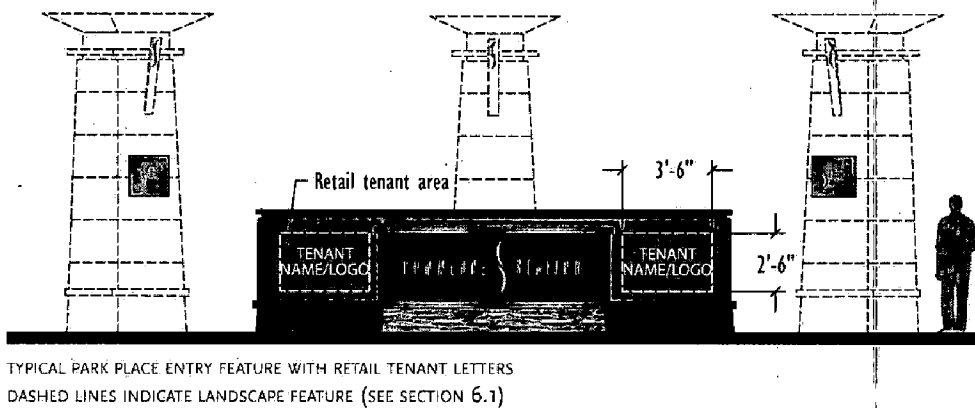
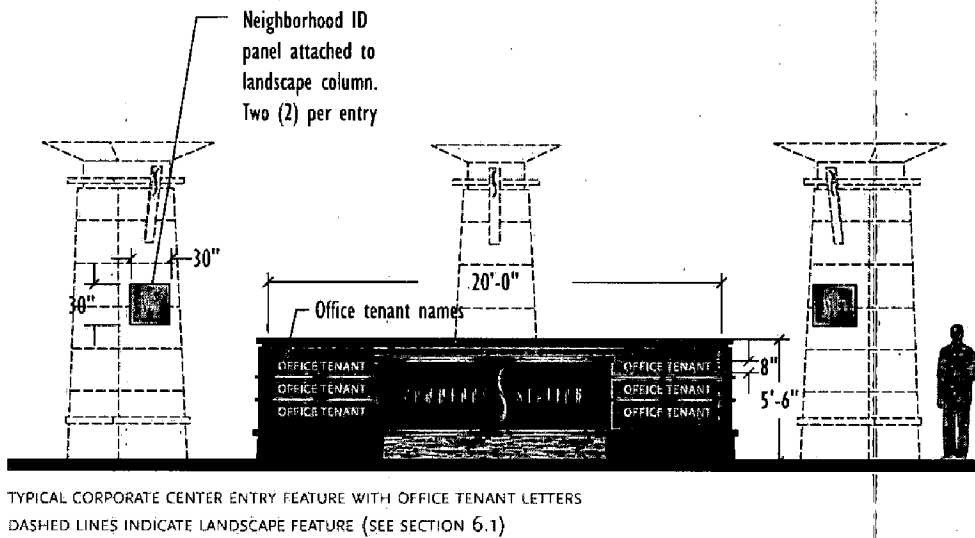


FIGURE 7H-
MINOR ENTRY GATEWAY SIGN LOCATIONS

Letter/Logo Heights:

Project ID:	o'-16" Letter; 3'-6" Logo Maximum
Retail Tenant ID:	Must fit into 3'-6" H x 2'-6" area as shown in Figure 71. 4 Tenants Maximum, 2 per side
Office Tenant ID:	o'-8" Letter/Logo Maximum 6 Tenants Maximum, 3 per side
Neighborhood ID:	2'-6" H x 2'-6" W Panel Maximum 2 Panels per Landscape Feature

FIGURE 71 -
MINOR ENTRY GATEWAY FEATURE ILLUSTRATION

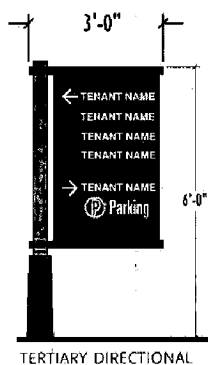
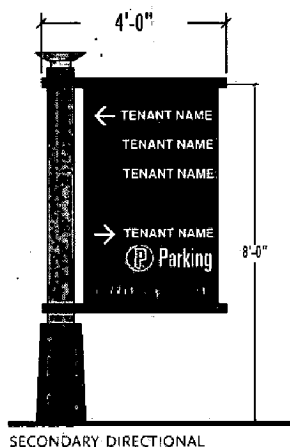
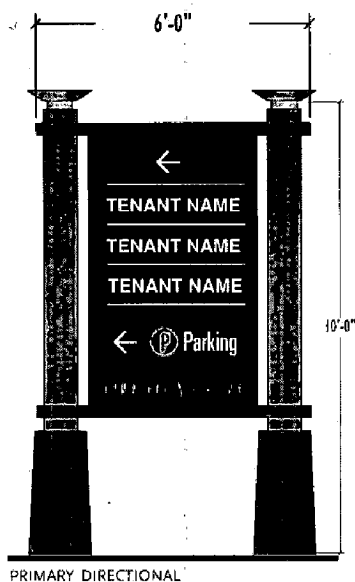


FIGURE 7J:
VEHICULAR DIRECTIONAL SIGNS

E. DIRECTIONAL SIGNS - VEHICULAR WAYFINDING

Description and Purpose:

Freestanding signage to facilitate vehicular navigation of the project (see Figure 7J).

Quantity and Location:

As required to facilitate vehicular flow. Maximum number of wayfinding signs is not regulated. Signs may be located in advance of intersections and vehicular decision points throughout the project.

Materials:

Painted and natural metals with stone, stucco or other base materials related to building architecture of Commerce Station.

Lighting:

Signs may be internally lit, unlit, or lit from landscaped areas. If unlit, directional information shall be reflective.

Overall Sign Size:

Sign sizes shall vary according to the amount of information needing to be conveyed at each location.

Maximum size shall be as follows:

Overall Height:	10'-0" Maximum
Overall Width:	6'-0" Maximum
Sign Area:	40 SF Maximum per side

F. DIRECTIONAL SIGNS - PEDESTRIAN WAYFINDING

Description and Purpose:

Freestanding signage to facilitate pedestrian navigation and encourage on-foot exploration of the PUD. Signs may have site directory maps and areas for promotional displays (see Figure 7K).

Quantity and Location:

As required to facilitate pedestrian flow. Maximum number of wayfinding signs is not regulated. Signs may be located at pedestrian decision points throughout the project.

Materials:

Painted and natural metals with stone, stucco or other base materials related to building architecture of Commerce Station.

Lighting:

Signs may be internally lit, unlit, or lit from landscaped areas.

Sign Size:

Sign sizes shall vary according to the amount of information needing to be conveyed at each location.

Maximum size shall be as follows:

Overall Height:	10'-0" Maximum
Overall Width:	5'-0" Maximum
Sign Area:	30 SF Maximum per side

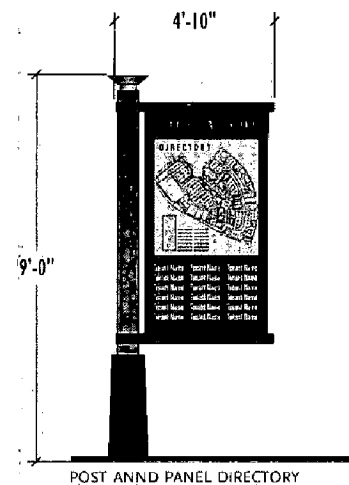
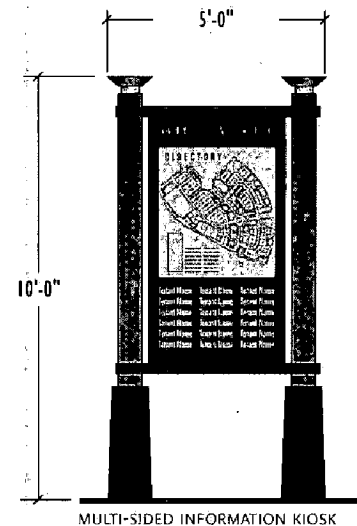


FIGURE 7K:
PEDESTRIAN DIRECTIONAL SIGNS

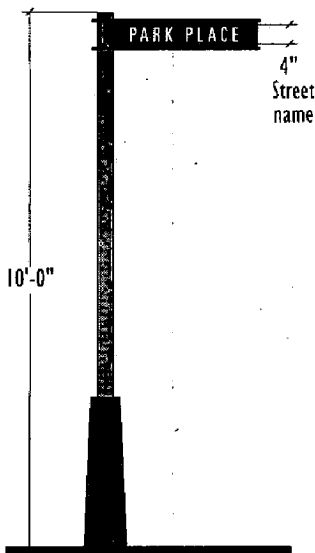
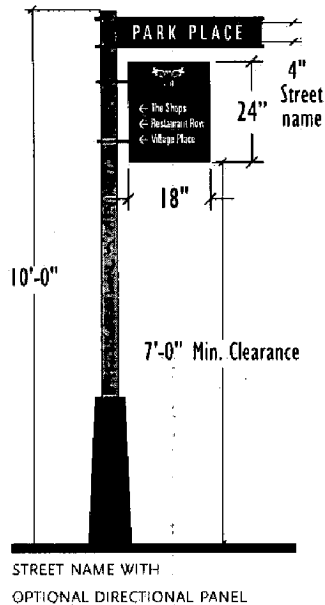


FIGURE 7L:
STREET NAME SIGNS

G. STREET NAME SIGNS

Description and Purpose:

Freestanding signage to identify streets within Commerce Station. Signs may have an optional directional panel as shown (see Figure 7L).

Quantity and Location:

Two (2) signs per intersection minimum. Signs shall be located at all street intersections within the project.

Materials:

Natural and painted metals with optional stone, stucco or other base materials related to building architecture of Commerce Station. Street name shall be reflective vinyl.

Lighting:

Signs are unlit.

Sign Size:

Overall Height: 10'-0" Maximum

Street Name Height: 0'-4" Letter Minimum

All Capital Letters

Directional Panel: 2'-0" H x 1'-6" W Maximum
(Optional)

Sign Clearance: 7'-0" Minimum

H. REGULATORY SIGNS

Description and Purpose:

Freestanding (as shown in Figure 7M) or wall mounted signage for the purpose of on-site regulatory enforcement.

Quantity and Location:

One (1) sign at each vehicular and parking structure entry. Signs may also be located at entries to parking areas and around outdoor congregation spaces.

Materials:

Signs shall be designed to complement other signage and design elements of Commerce Station. Regulatory information shall be reflective vinyl.

Lighting:

Signs are unlit.

Sign Size:

Overall Height: 5'-0" Maximum
Panel Area: 8 SF Maximum per side



FIGURE 7M:
REGULATORY SIGNS

7.3 Tenant Signage

SIGN TYPES

Tenant signage includes all signs for the purpose of identifying and promoting businesses within Commerce Station. All tenant signage shall be designed to complement the architecture of the surrounding buildings and enhance the character of the development. Creative signage design, expert craftsmanship and high quality sign materials shall be the hallmark of Commerce Station.

Tenants are permitted the use of a combination of sign types, depending on the sign zone they occupy (see Figure 7Y - Sign Zone Diagram, on Page 124). The general criteria for all tenant sign types is described in this section. Sign types are as follows:

- A. Wall Signs
- B. Primary Projecting Signs
- C. Secondary Projecting / Suspended Signs
- D. Building Directory
- E. Awning / Canopy Signage
- F. Window Graphics
- G. Menu Displays
- H. Detached Signs
- I. Special Signage

Specific signage criteria for each zone is as follows.

1. Mixed-Use Zone Page 125
2. Business Center Zone Page 128
3. Corporate Center Zone Page 131
4. Commercial Center Zone Page 134

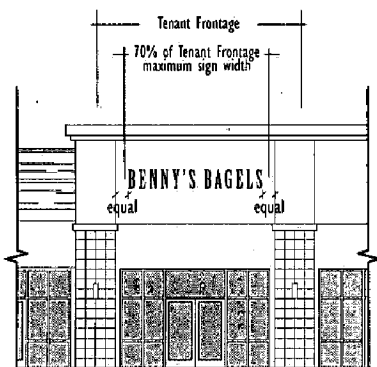


FIGURE 7N:
LINE LENGTH EQUALS 70% OF TENANT FRONTAGE

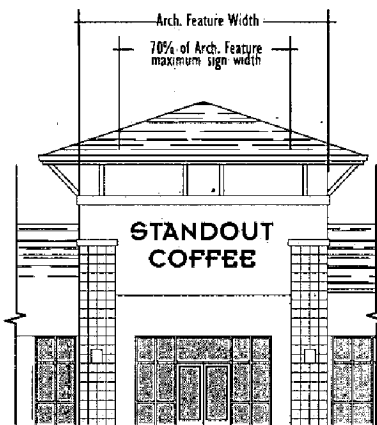


FIGURE 7O:
LINE LENGTH EQUALS 70% OF ARCHITECTURAL
FEATURE

A. WALL SIGNS

Description and Purpose:

Signs mounted to exterior building walls for the purpose of primary tenant identity and promotion. Signs may be fabricated or flat cutout individual letters and logos. Sign cabinets and sign frames are allowed only with landlord approval and when designed as an integral part of the building or storefront. Exposed raceway signs are not permitted. Primary wall signs shall display tenant name and/or logo only. Secondary wall signs may display department or service names, such as "Pharmacy", "Garden Center", etc.

Location:

Except for upper floor wall signs in the Business Center and Corporate Center zones, all signs must be located on exterior walls of tenant's space.

Line Length:

The overall length of the sign shall not exceed 70% of the width of the occupant's building frontage or architectural feature that it is attached to (see Figures 7N and 7O).

See specific Sign Zone regulations for the following:

- Quantity
- Sign Area
- Letter/Logo Height
- Location Height
- Lighting
- Color

B. PRIMARY PROJECTING SIGNS

Description and Purpose:

Projecting signs may be used for the purpose of primary tenant identity by first floor businesses (see Figure 7P).

Quantity and Location:

Projecting signs may be used in lieu of the same number of Wall Signs. See Sign Zone for permitted number of signs. Total number of primary projecting and wall signs may not exceed the maximum quantity specified in the Sign Zone regulations. Projecting signs are attached perpendicular to the building surface

Materials:

Sign construction may consist of cut or fabricated and painted metals, exterior plastics and various sculpted materials. Signs shall be artistically designed to complement the building architecture and/or storefront.

Clearance Height:

Minimum of 8'-0" from sidewalk to bottom of sign (see Figure 7p).

Projection Distance:

Maximum of 3'-0" from building face (see Figure 7p), except in the Commercial Zone, where the maximum projection is 6'-0" from the building face.

Lighting:

Signs may be internally lit, exposed neon channel letters, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted.

See specific Sign Zone regulations for the following:

- Sign Area
- Location Height

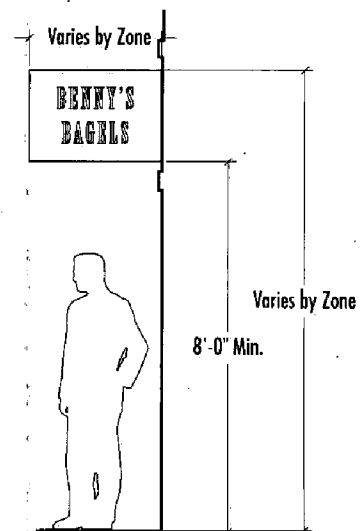


FIGURE 7P:
PRIMARY PROJECTING SIGN

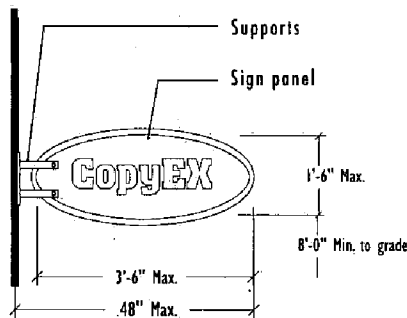
C. SECONDARY PROJECTING / SUSPENDED SIGNS

FIGURE 7Q:
SECONDARY PROJECTING SIGN

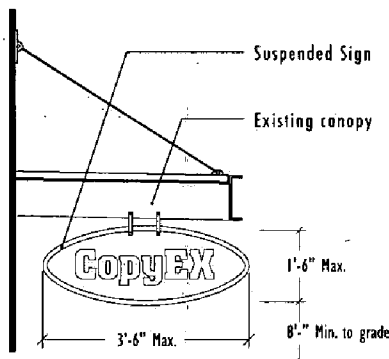


FIGURE 7R:
SECONDARY SUSPENDED SIGN

Description and Purpose:

Secondary projecting signs and signs suspended from canopies and awnings are permitted to identify the tenant's public entry (see Figures 7Q and 7R).

Quantity and Location:

Maximum of one (1) sign per tenant entry. Signs may be suspended from existing canopies and awnings or attached to the building.

Materials:

Signs shall be dimensional and make creative use of layering and materials. Flat sign panels with painted or adhesive lettering are not permitted. Sign construction shall consist of cut or fabricated and painted metals, cut and painted acrylic and other exterior plastics and various exterior grade sculpted materials.

Sign Area:

Maximum of 4 SF per side.

Location Heights:

Maximum of 12'-0" from sidewalk to top of sign.

Minimum of 8'-0" from sidewalk to bottom of sign.

Projection Distance:

Maximum of 3'-0" from building face (see Figure 7p),

Lighting:

Signs may be unlit or indirectly lit.

Color:

Custom colors are permitted.

D. BUILDING DIRECTORY**Description and Purpose:**

Freestanding or wall mounted signs to identify upper floor tenants (see Figures 7S and 7T).

Quantity and Location:

Maximum of one (1) sign per building entry located near the building lobby entrance.

Materials:

Signs shall be constructed of high quality materials relating to the building architecture.

Sign Area:

Maximum of 20 SF.

Location Height:

Maximum of 6'-0" from sidewalk to top of sign.

Lighting:

Signs may be unlit or indirectly lit.

Color:

Sign face or cabinet shall relate to the building colors.
Tenant names shall all appear in one standard color.

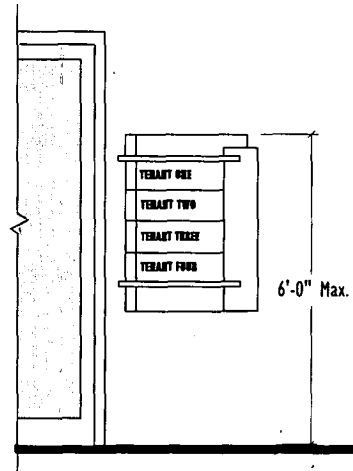


FIGURE 7S:
WALL MOUNTED DIRECTORY

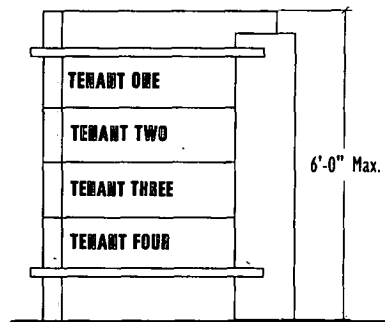


FIGURE 7T:
FREESTANDING DIRECTORY

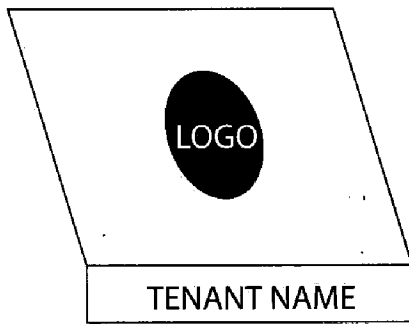


FIGURE 7U:
AWNING GRAPHICS

E. AWNING / CANOPY SIGNAGE

Description and Purpose:

An identification emblem, insignia, logo, graphic or other similar feature painted, placed, or installed on an awning or canopy (see Figure 7U).

Materials:

Graphics shall be adhesive vinyl, painted or screenprinted on canvas or awning material.

Sign Area:

Name and graphic shall not exceed 25% of the awning surface area.

Lighting:

Signs may be unlit or indirectly lit.

Color:

Custom colors are permitted.

F. WINDOW GRAPHICS

Description and Purpose:

Graphics for the purpose of tenant identification and display of courtesy information (hours, credit cards etc.) only (see Figure 7V).

quantity and location:

One (1) sign per tenant entry. Tenant may install graphics on entry door glass, sidelights and/or windows.

Materials:

Adhesive vinyl applied to glass.

Sign Area:

Maximum of 5 SF.

Color:

Custom colors are permitted.

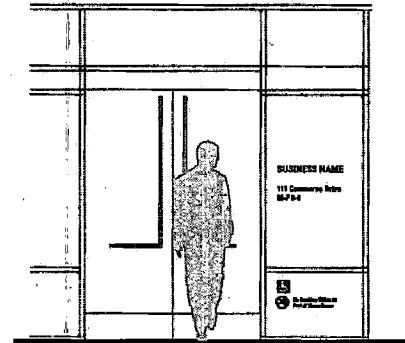


FIGURE 7V:
WINDOW GRAPHICS



FIGURE 7W:
MENU DISPLAY

G. MENU DISPLAYS

Description and Purpose:

Restaurant tenants may display menus in wall mounted display cabinets. Cabinets shall be artistically designed to complement the building or storefront architecture (see Figure 7W).

Quantity and Location:

One (1) sign per occupant entry located near tenant's main entry door.

Materials:

Signs shall be constructed of high quality metals with painted or natural finishes designed for outdoor applications.

Sign Area:

Maximum of 6 SF.

Lighting:

Cabinets may be externally or internally lit.

Color:

Custom colors are permitted.

H. DETACHED SIGNS

Description and Purpose:

Freestanding signs to be used by Hotel/Recreation Use tenants for identification and building addressing (see Figure 7X).

Quantity and Location:

Maximum of one (1) per street frontage. Sign shall be located at or near occupant driveway entries. All detached signs shall be located ten (10) feet from any property line and five feet from any driveway in order to provide a clear vision area.

Sign Area:

Maximum of 50 SF.

Location Height:

Maximum of 6'-0" from grade to top of sign.

Materials:

Signs shall be constructed of high quality materials relating to the building architecture.

Lighting:

Signs may be internally lit, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted.

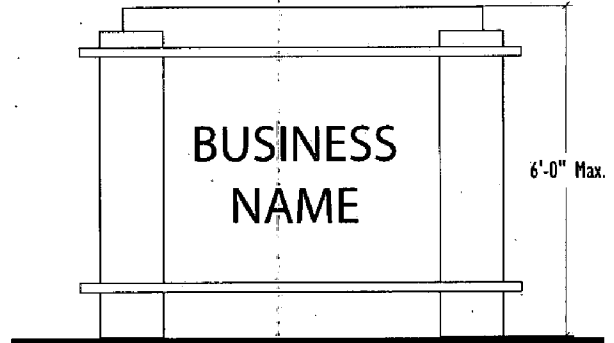


FIGURE 7X:
DETACHED SIGN

I. SPECIAL SIGNAGE

Subject to the review and approval, retail businesses and facilities that are entertainment or culturally oriented and contribute to the active night-life of Commerce Station may be permitted creative signage which does not conform to the requirements of this document.

Examples of special signs include, but are not limited to the following: exposed neon tubing, flashing, or traveling lights, etc.

To be considered for approval, tenant must demonstrate that the proposed signage is appropriate to the tenant's business and compatible with and beneficial to the character of Commerce Station.

SIGN ZONES

In addition to the general signage criteria provided by Sign Type, the following is signage criteria specific to the Sign Zones as depicted in Figure 7Y.

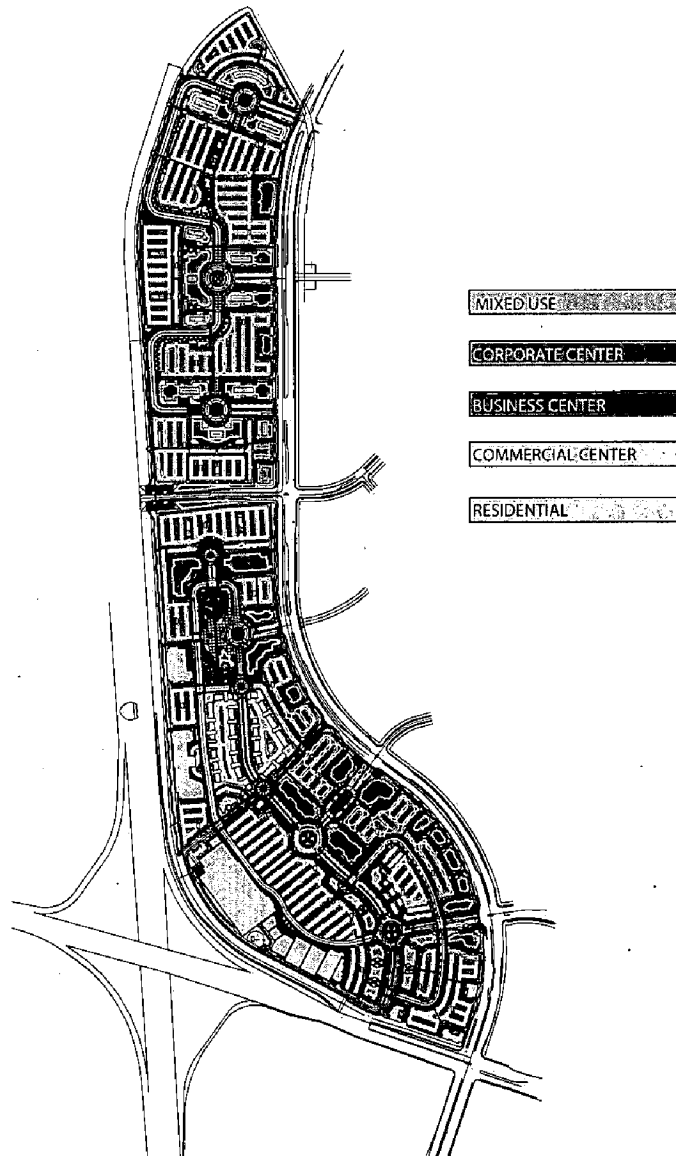


FIGURE 7Y:
SIGN ZONE DIAGRAM

1. MIXED-USE ZONE

The Mixed-Use zone consists of first floor retail spaces with offices or residential uses on the upper floors. All signage in the Mixed-Use zone shall be designed to enhance the village character of the surrounding buildings, streetscape and landscaped areas. Creative and well-constructed signage is essential to the success of businesses at Commerce Station. Sign materials shall be of the highest quality with weatherproof finishes.

First floor retail and office occupants and upper floor office and residential occupants are allowed a combination of signage elements as established in the following section.

A. WALL SIGNS

FIRST FLOOR TENANT WALL SIGNS

Quantity:

One (1) wall sign may be located on each tenant building frontage with a maximum of three (3) signs.

Sign Area:

Maximum of 2 SF per lineal frontage of the facade upon which the sign is located, not to exceed 45 SF.

Letter/Logo Height:

Maximum of 2'-0".

Location Height:

Signs shall be located below the second floor window sill line.

Lighting:

Signs shall be internally lit, exposed neon channel letters, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted.

UPPER FLOOR TENANT WALL SIGNS

Quantity:

Maximum of two (2) signs per building frontage.

Sign Area:

Maximum of 50 SF.

Letter/Logo Height:

Maximum of 2'-0".

Location Height:

Signs shall be located above the second floor level but below the top of the parapet or building wall.

Lighting:

Non illuminated or halo illuminated.

Color:

Custom colors are permitted with landlord approval.

B. PRIMARY PROJECTING SIGNS

Sign Area:

Maximum of 30 SF per side.

Location Height:

Maximum of 20'-0" from sidewalk to top of sign. Top of sign may not project above the building roof or parapet nor encroach on upper floor windows in areas with residential occupants on upper floors.

C. SECONDARY PROJECTING / SUSPENDED SIGNS

See corresponding Sign Types category for signage criteria.

D. BUILDING DIRECTORIES

See corresponding Sign Types category for signage criteria.

E. AWNING / CANOPY SIGNAGE

See corresponding Sign Types category for signage criteria.

F. WINDOW GRAPHICS

See corresponding Sign Types category for signage criteria.

G. MENU DISPLAYS

See corresponding Sign Types category for signage criteria.

H. DETACHED SIGNS

Not permitted.

I. SPECIAL SIGNAGE

See corresponding Sign Types category for signage criteria.

2. BUSINESS CENTER ZONE

The Business Center Zone consists of first floor retail or office spaces with office uses on the upper floors. All signage in the Business Center Zone shall be designed to enhance the business character of the surrounding buildings, streetscape and landscaped areas.

A. WALL SIGNS

FIRST FLOOR TENANT WALL SIGNS

Quantity:

One (1) wall sign per occupant building frontage with a maximum of three (3) signs.

Sign Area:

Maximum of 2 SF per lineal frontage of the facade upon which the sign located, not to exceed 45 SF.

Letter/Logo Height:

Maximum of 2'-0".

Location Height:

Signs shall be located below the second floor window sill line.

Lighting:

Signs shall be internally lit, exposed neon channel letters, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted.

UPPER FLOOR TENANT WALL SIGNS

Quantity:

Maximum of three (3) signs of different logo/name may appear on a single building face provided there are architectural building features which separate the signs. A minimum of 50 feet clear space must be maintained between any two different logo/name signs.

Sign Area:

Maximum of 120 SF. The length of the sign shall not exceed 25% percent of the length of linear building face on which the sign is affixed.

Letter/Logo Height:

Maximum of 3'-0".

Location Height:

Signs shall be located above the second floor level but below the top of the parapet or building wall.

Lighting:

Non illuminated or halo illuminated.

Color:

Custom colors are permitted with landlord approval.

B. PRIMARY PROJECTING SIGNS

Sign Area:

Maximum of 16 SF per side.

Location Height:

Maximum of 15'-0" from sidewalk to top of sign. Top of sign may not project above the building roof or parapet nor encroach on upper floor windows.

C. SECONDARY PROJECTING / SUSPENDED SIGNS

See corresponding Sign Types category for signage criteria.

D. BUILDING DIRECTORIES

See corresponding Sign Types category for signage criteria.

E. AWNING / CANOPY SIGNAGE

See corresponding Sign Types category for signage criteria.

F. WINDOW GRAPHICS

See corresponding Sign Types category for signage criteria.

G. MENU DISPLAYS

See corresponding Sign Types category for signage criteria.

H. DETACHED SIGNS

Not permitted.

I. SPECIAL SIGNAGE

Not permitted.

3. CORPORATE CENTER ZONE

The Corporate Center Zone consists of first floor retail or office spaces with office uses on the upper floors. All signage in the Corporate Center Zone shall be designed to enhance the corporate center character of the surrounding buildings, streetscape and landscaped areas.

A. WALL SIGNS

FIRST FLOOR TENANT WALL SIGNS

Quantity:

One (1) wall sign per occupant building frontage with a maximum of three (3) signs.

Sign Area:

Maximum of 2 SF per lineal frontage of the facade upon which the sign located, not to exceed 45 SF.

Letter/Logo Height:

Maximum of 2'-0".

Location Height:

Signs shall be located below the second floor window sill line.

Lighting:

Signs shall be internally lit, exposed neon channel letters, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted with landlord approval.

UPPER FLOOR TENANT WALL SIGNS

Quantity:

Maximum of three (3) signs of different logo/names may appear on a single building face provided there are architectural building features which separate the signs. A minimum of 50 feet clear space must be maintained between any two different logo/name signs.

Sign Area:

Maximum of 150 SF.

Letter/Logo Height:

Maximum of 5'-0".

Location Height:

Signs shall be located above the second floor level but below the top of the parapet or building wall.

Lighting:

Non illuminated or halo illuminated.

Color:

Custom colors are permitted with landlord approval.

B. PRIMARY PROJECTING SIGNS

Sign Area:

Maximum of 16 SF per side.

Location Height:

Maximum of 15'-0" from sidewalk to top of sign. Top of sign may not project above the building roof or parapet nor encroach on upper floor windows.

C. SECONDARY PROJECTING / SUSPENDED SIGNS

See corresponding Sign Types category for signage criteria.

D. BUILDING DIRECTORIES

See corresponding Sign Types category for signage criteria.

E. AWNING / CANOPY SIGNAGE

See corresponding Sign Types category for signage criteria.

F. WINDOW GRAPHICS

See corresponding Sign Types category for signage criteria.

G. MENU DISPLAYS

See corresponding Sign Types category for signage criteria.

H. DETACHED SIGNS

Not permitted.

I. SPECIAL SIGNAGE

Not permitted.

4. COMMERCIAL CENTER ZONE

This section provides for signage and graphics for retail merchants, hospitality and recreation uses. Creative and well-constructed signage is essential to the success of businesses at Commerce Station. Signage must be in scale with the individual buildings, allowing for adequate amounts of visual open space on the building facades.

A. WALL SIGNS

ALL TENANTS

Lighting:

Signs may be internally lit, exposed neon channel letters, halo lit, unlit or indirectly lit.

Color:

Custom colors are permitted.

ANCHOR RETAIL TENANTS

(75,000 SF OR MORE OF LEASE SPACE)

Quantity:

Primary Signs: One (1) per tenant building frontage with a maximum of two (2) signs permitted for tenants with freeway frontage.

Secondary Signs: Two (2) per tenant building frontage with a maximum of four (4) signs permitted for tenants with freeway frontage.

Sign Area (aggregate):

Maximum of 3 SF per linear foot of tenant building frontage, not to exceed 350 SF per frontage. Primary and secondary signs shall be included in the total aggregate sign area for that individual frontage.

Letter/Logo Height:

Primary Sign: 6'-0" maximum letter height.

Logo mark to be appropriately scaled for building frontage.

Secondary Sign: 3'-0" maximum letter height.

MAJOR TENANTS

(10,000 - 74,999 SF OF LEASE SPACE)

Quantity:

Primary Signs: One (1) per tenant building frontage with a maximum of two (2) signs permitted for tenants with freeway frontage.

Secondary Signs: Two (2) per tenant building frontage with a maximum of four (4) signs permitted for tenants with freeway frontage.

Sign Area (aggregate):

Maximum of 3 SF per linear foot of tenant building frontage, not to exceed 200 SF per tenant frontage.

Primary and secondary signs shall be included in the total aggregate sign area for that individual frontage.

Letter/Logo Height:

Primary Sign: 4'-0" maximum letter height.

Logo mark to be appropriately scaled for building frontage.

Secondary Sign: 2'-0" maximum letter height.

MINOR TENANTS

(UP TO 9,999 SF OF LEASE SPACE)

Quantity:

Primary Signs: One (1) per tenant building frontage with a maximum of two (2) signs permitted for occupants located on corners.

Secondary Signs: One (1) sign on entry side of building.

Sign Area (aggregate):

Maximum of 1.5 SF per front foot of building occupancy. Primary and secondary signs shall be included in the total aggregate sign area for that individual frontage.

Letter/Logo Height:

Primary Sign: 2'-6" maximum letter height..

Logo mark to be appropriately scaled for building frontage.

Secondary Sign: 1'-0" maximum letter height.

PAD BUILDING - SINGLE TENANT

(2,500 SF OR MORE OF LEASE SPACE)

Quantity:

Maximum of three (3) primary wall signs, one per building frontage. Secondary signs are not permitted.

Sign Area (aggregate):

Maximum of 2 SF per front foot of building occupancy, not to exceed 250 SF per tenant frontage.

Letter/Logo Height:

Primary Sign: 3'-0" maximum letter height.

Logo mark to be appropriately scaled for building frontage.

PAD BUILDING - MULTIPLE TENANTS

(2,500 SF OR MORE OF LEASE SPACE)

Quantity:

Maximum of two (2) primary wall signs per tenant, one (1) per building elevation. Secondary signs are not permitted.

Sign Area (aggregate):

Maximum of 1.25 SF per front foot of building occupancy.

Letter/Logo Height:

Primary Sign: 2'-9" maximum letter height.

Logo mark to be appropriately scaled for building frontage.

HOSPITALITY / RECREATION TENANTS

Quantity:

Maximum of one (1) primary wall sign per building frontage with a maximum of three (3) primary signs. Secondary signs are not permitted. Lit signs shall not face residential uses.

Sign Area (aggregate):

Maximum of 3 SF per front foot of building occupancy, not to exceed 200 SF per occupant frontage.

Letter/Logo Height:

Primary Sign: 5'-0" maximum letter height.
Logo mark to be appropriately scaled for building frontage.

B. PRIMARY PROJECTING SIGNS

Sign Area:

Maximum of 150 SF per side.

Location Height:

Top of sign may not project above the building roof or parapet nor encroach on upper floor windows.

C. SECONDARY PROJECTING / SUSPENDED SIGNS

See corresponding Sign Types category for signage criteria.

D. BUILDING DIRECTORIES

See corresponding Sign Types category for signage criteria.

E. AWNING / CANOPY SIGNAGE

See corresponding Sign Types category for signage criteria.

F. WINDOW GRAPHICS

See corresponding Sign Types category for signage criteria.

G. MENU DISPLAYS

See corresponding Sign Types category for signage criteria.

H. DETACHED SIGNS

Not permitted.

I. SPECIAL SIGNAGE

Not permitted.

7.4 General Design Requirements

- All signage, permanent or temporary, must comply with applicable building codes and have the required City of Sacramento building permits prior to installation.
- The content of exterior signage shall be limited to tenant's trade name and/or logo. In no case shall the wording of sign describe the products sold, prices, advertising slogans, except as part of the occupant's trade name or logo.
- All electrical signs shall bear the UL label and their installation must comply with all local building and electrical codes.
- No exposed conduit or raceways will be permitted.
- All conductors, transformers, and other related equipment shall be concealed.
- All sign fastenings, bolts, and clips shall be non-corrosive; galvanized iron, stainless steel, aluminum, brass, or bronze.
- Location of all openings for conduit and sleeves in sign panels of building shall be indicated on drawings.
- No sign maker's labels or other identification will be permitted on the exposed surface of signs, except those required by ordinance, which shall be located in an inconspicuous location.

7.5 Definition of Terms

The following words and phrases when used in these guidelines shall be construed as defined in this section:

Animated Sign:

Any sign which is designed and constructed to give a message through a sequence of progressive changes of parts or lights or degree of lighting.

Architectural Feature:

Any part of a building elevation that is visually defined from the rest of the building by a change in vertical plane, color or material.

Architectural Projection:

A marquee, porch, canopy or other similar architectural projection.

Attached Sign:

Any sign which is fastened, attached, connected or supported in whole or in part by a building, or structure other than a sign structure which is supported wholly by the ground.

Banner:

Any fabric decorative or signage element projecting from a pole or wall by means of supporting arms.

Detached Sign:

Any sign not supported in whole or in part by a building, or structure other than by a sign structure which is supported wholly by the ground.

Directional Sign:

Any sign which serves solely to designate the location or direction of any place or area.

Directly Illuminated Sign:

Any sign designed to provide artificial light directly or through transparent or translucent material from a source of light within or on such sign, including, but not limited to, neon and incandescent lamp signs.

Flashing Sign:

An illuminated sign which exhibits changing light or color effect by blinking or any other such means so as to provide a non constant illumination.

Freeway:

The section of Interstate 5 that abuts the project. The term includes the main traveled portion of the traffic way, all land situated within the right-of-way, and all ramps and appurtenant land and structures.

Front Footage of Building Occupancy:

A single lineal dimension measured horizontally along an exterior wall of a building which defines the limits of a particular occupancy at that location.

Halo Lighting:

Method of illuminating letters, numbers or shapes where the face and sides of the shape is opaque and the back is clear or open. The shape is spaced off the wall or sign face so that light emits from the back of the shape and illuminates the wall or sign face creating a halo effect.

Identification Sign:

A sign which serves to tell only the name, address, and lawful use of the premises upon which it is located.

Indirectly Illuminated Sign:

A sign whose illumination is derived entirely from an external artificial source which is arranged so that no direct rays of light are projected from such artificial source into residences or streets.

Letter/Logo Height:

The vertical distance measured from the bottom most point of an individual letter or logo that is mounted directly to a wall or other building surface, to the highest point of the letter or logo. The letter with the greatest height in a name or group of words shall be used for measuring purposes.

Location Height:

The vertical distance measured from the adjacent street grade or upper surface of the nearest curb of a street other than an elevated roadway, whichever permits the greatest height, to the highest point of such sign.

Monument Sign:

A sign which is erected with its base on the ground or on a support substantially equivalent in width and depth to the base of the sign; which incorporates into its design the design and building materials of the building and structures on the same premises that the sign serves, and which does not exceed twelve feet in height.

Moving Sign:

Any sign or device which has any visible moving part, visible revolving part, or visible mechanical movement of any description, or other apparent visible movement achieved by electrical, electronic, or kinetic means, including intermittent electrical pulsations, or by actions of wind currents.

Multiple Family Structure:

Any residential structure containing three or more living units.

Name Plate:

A sign which designates the name and address of a person or persons occupying the premises upon which it is located.

Occupant Building Frontage:

Any exterior wall of a tenant or building occupant's space beginning at a building corner or demising wall, and continuing to the next corner or demising wall.

Occupancy:

A separate use of property carried on at all or a portion of a building parcel.

Offsite Sign:

Any sign not located on the premises of the business or entity indicated or advertised by such sign. This definition shall include billboards, poster panels, painted bulletins and other similar advertising displays.

Onsite Sign:

A sign directing attention to a business, commodity, service, or entertainment conducted, sold, or offered upon the same premises as those upon which the sign is maintained.

Panel Height:

The vertical distance measured from the bottom most point of a sign panel, not including bracket or support members, to the highest point of the sign panel.

Parcel:

A parcel of land shown on a subdivision map, record of survey map, parcel map, or a parcel described by metes and bounds which constitutes one development site whether composed of a single unit of land or contiguous units under common ownership.

Portable Sign:

Any sign not permanently affixed to the ground or a structure on the premises it is intended to occupy.

Projecting Sign:

Any sign which is located, in whole or in part, in or over the right-of-way of any street, sidewalk, or alley, or other public thoroughfare. A projecting sign shall also include any sign affixed to or part of a marquee, canopy, or vestibule where such sign is located in or over the street right-of-way.

Roof Sign:

Any sign or portion thereof located on, or extending over the roof of a building and either supported by the roof or by an independent structural frame. A sign which is attached flat against the wall of a penthouse or other similar roof structure which is part of the enclosed floor area of the building shall not be considered a roof sign.

Rotating Sign:

Any sign or portion thereof which physically revolves about an axis.

Setback Area:

The open space area defined in the City of Sacramento's zoning ordinance, to the extent this ordinance is consistent with the Schumacher Development Agreement (City Agreement #99-162).

Sign:

Includes every advertising message, announcement, declaration, demonstration, display, illustration, insignia, surface or space erected or maintained in view of the observer thereof for identification, advertisement or promotion of the interests of any person, entity, product, or service.

Sign Area:

The entire area within a single continuous perimeter composed of a rectangular shape which enclose the extreme limits of the advertising message, announcement, declaration, demonstration, display, illustration, insignia, surface or space of a similar nature, together with any frame or other material, color, or condition which forms an integral part of the display and is used to differentiate such sign from the wall or background against which it is placed; excluding the necessary supports or uprights on which such sign is placed. Where a sign has two or more faces, the area of all faces shall be included in determining the area of the sign, except that only one face of a double-faced sign shall be considered in determining the sign area, provided both faces are parallel and the distance between faces does not exceed two feet.

Further, where a sign consists only of individual letters, numerals, symbols, or other similar components and is painted on or attached flat against the wall of a building, and where such individual components are without integrated background definition and are not within a circumscribed frame area, the total area of the sign shall be the area enclosed by a polygon of no more than eight (8) sides created by square or rectangle shapes surrounding the lettering or symbols.

Street Frontage:

The length of a lot or parcel of land along or fronting on a street or other principal thoroughfare but not including such length along an alley, watercourse, railroad right-of-way or limited access roadway or freeway.

Non-illuminated Sign:

A sign not illuminated either directly or indirectly.

Wind Sign:

Any sign or portion thereof or series of signs, banners, flags or other objects designed and fastened in such a manner as to move upon being subjected to pressure by wind or breeze.

Appendix - Exhibit A

**Schumacher Development Agreement
(City Agreement #99-162)**

ORDINANCE NO. 99-050

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF SEP 28 1999

AN ORDINANCE RELATING TO THE APPROVAL OF A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF SACRAMENTO AND KERN W. SCHUMACHER, ET AL., FOR PROPERTIES LOCATED IN NORTH NATOMAS, EAST OF I-5/HWY 99, BETWEEN DEL PASO ROAD AND ELKHORN BOULEVARD; SACRAMENTO, CA

(P98-041) (APNs: 201-0300-016 to 018, 026 to 029, 061; 225-0030-026 to 031; 225-0040-017, 029 to 032, and portions of 014, 034, 035)

BE IT ENACTED BY THE CITY COUNCIL OF THE CITY OF SACRAMENTO THAT:

SECTION 1.

This ordinance incorporates, and by this reference makes part hereof, that certain Development Agreement by and between the City of Sacramento and Kern W. Schumacher, et al., a copy of which is attached hereto.

SECTION 2.

The Development Agreement attached hereto is hereby approved, and the Mayor is authorized to execute said Development Agreement on behalf of the City of Sacramento after the effective date of this Ordinance. This approval and authorization is based upon the Negative Declarations and Mitigation Monitoring Plans which are the subjects of separate resolutions adopted by the City Council prior to or concurrent with the adoption of this Ordinance.

PASSED FOR PUBLICATION: September 21, 1999

PASSED: September 28, 1999

EFFECTIVE: October 28, 1999

ATTEST:

Talicia A. Burrows
CITY CLERK

James R. Yell

MAYOR

P98-041

FOR CITY CLERK USE ONLY

ORDINANCE NO.: 99-050
DATE ADOPTED: SEP 28 1999

*Recording Benefits the City of Sacramento,
a Government Entity - No Fee Required.*

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

City Clerk
City of Sacramento
915 I Street
Sacramento, CA 95814

NORTH NATOMAS DEVELOPMENT AGREEMENT

North Natomas Development Agreement
nda_13.rev (rev. 15 Sep 99)

FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. 99-162

ORDINANCE NO. 99-050

DATE ADOPTED: SEP 28 1999

NORTH NATOMAS DEVELOPMENT AGREEMENT

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FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. 99-162

ORDINANCE NO. 99-050
DATE ADOPTED: SEP 28 1999

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FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. <u>99-162</u>	ORDINANCE NO. <u>99-050</u>
	DATE ADOPTED: <u>SEP 28 1999</u>

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FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. _____

99-162

ORDINANCE NO. _____

DATE ADOPTED: _____

99-050

SEP 28 1999

**DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF SACRAMENTO
AND**

KERN W. SCHUMACHER, ET AL.

This Development Agreement (hereinafter "Agreement") is made and entered into this 28th day of Sept., 1999, by and between the CITY OF SACRAMENTO, a municipal corporation (hereinafter the "CITY"), and KERN W. SCHUMACHER (as to Parcel 1 of the Property); and KERN W. SCHUMACHER; MORRIS H. KULMER and CLAIRE NIELSEN, as trustees of the Kern W. Schumacher Trust for Brooke A. Schumacher dated July 2, 1979; MORRIS H. KULMER and CLAIRE NIELSEN, as trustees of the Kern W. Schumacher Trust for Hollye F. Schumacher dated July 2, 1979; MORRIS H. KULMER and CLAIRE NIELSEN, as trustees of the Kern W. Schumacher Trust for Troy W. Schumacher dated July 2, 1979; MORRIS H. KULMER and CLAIRE NIELSEN, as trustees of the Kern W. Schumacher Trust for Todd M. Schumacher dated July 2, 1979; TROY W. SCHUMACHER; CLAIRE NIELSEN, as custodian for Brooke A. Schumacher under the California Uniform Transfers to Minors Act; and CLAIRE NIELSEN, as custodian for Hollye F. Schumacher under the California Uniform Transfers to Minors Act (as to Parcel 2 of the Property) (collectively hereinafter the "LANDOWNER").

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RECITALS

A. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risks of development, the Legislature of the State of California adopted Sections 65864, et seq., of the Government Code which authorizes any city, county, or city and county to enter into a development agreement with an applicant for a development project, in order to establish certain rights and obligations of the parties relative to the Property.

B. LANDOWNER owns a legal or equitable interest in those certain parcels of real property (hereinafter the "Property"), described in Exhibit "A" attached hereto and incorporated herein by this reference, which are located within the CITY. The Property consists of lands designated as the Assessor Parcels Nos. 201-0300-016, 201-0300-017, 201-0300-018, 201-0300-026, 201-0300-027, 201-0300-028, 201-0300-029, 201-0300-061, 225-0030-026, 225-0030-027, 225-0030-028, 225-0030-029, 225-0030-030, 225-0030-031, 225-0040-017, 225-0040-029, 225-0040-030, 225-0040-032, 225-0040-014, 225-0040-034, and 2251-0040-035. LANDOWNER seeks to develop the Property consistent with CITY's General Plan, the 1994 North Natomas Community Plan and the Zoning Ordinance as they exist on the Effective Date.

C. The City Council has held duly noticed public hearings on the CITY's General Plan, the 1994 North Natomas Community Plan and the Environmental Impact Reports prepared therefor. At the conclusion of these hearings, the City Council, on January 19 1988, certified the Environmental Impact Report on the City General Plan Update as adequate and complete, and on May 3, 1994, certified the Environmental Impact Report on the 1994 North Natomas Community Plan Update as being adequate and complete.

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The City Council on January 19, 1988, after making specific findings and adopting a Statement of Overriding Considerations, approved a revised General Plan by Resolution No. 88-058 (hereinafter the "General Plan"). The City Council on May 3, 1994, after making specific findings and adopting a Statement of Overriding Considerations, approved the 1994 North Natomas Community Plan by Resolution No. 94-259. (hereinafter the "NNCP"). The uses allowed under the General Plan, NNCP, and the applicable zoning ordinances provide for a balanced mix of residential housing and employment opportunities as well as provide for the protection of major open space and recreational resources.

The City Council on August 9, 1994, after a duly noticed public hearing, approved the North Natomas Finance Plan to provide a plan for the financing of the Infrastructure and public improvements needed to successfully implement the NNCP over time.

D. CITY and LANDOWNER desire to enter into a development agreement pursuant to the provisions of Government Code Sections 65865, et seq., in order to provide for the orderly development of the Property, in accordance with the goals set forth in Government Code section 65865, the General Plan and the NNCP.

E. The coordinated and orderly development of the Property, and LANDOWNER's commitment to the implementation of the North Natomas Finance Plan in order to assure the timely and properly-phased construction of all required Infrastructure and facilities, are essential to the proper implementation of the General Plan and the NNCP.

F. LANDOWNER desires to facilitate implementation of the General Plan, the NNCP and the North Natomas Finance Plan, and LANDOWNER therefore agrees to develop the Property in a manner consistent with the policies of the General Plan, the NNCP, the North Natomas Finance Plan

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and the Special Conditions, provided that LANDOWNER is assured that no subsequent changes in the General Plan, the NNCP, the North Natomas Finance Plan, the Zoning Ordinance or the Special Conditions shall apply to the Property during the term of this Agreement.

G. The City Council, on March 7, 1995, adopted the Procedural Ordinance, by which CITY will, inter alia, consider, adopt, amend and subsequently review the development agreements by and between CITY and a given landowner.

H. Development of the Property, in accordance with the conditions of this Development Agreement, will provide orderly growth and development of the Property in accordance with the requirements, policies, goals, standards, and objectives of the General Plan and the NNCP. At the same time, it will assure that LANDOWNER is committed to funding its appropriate share of the cost of Infrastructure and other facilities which are the subject of the North Natomas Finance Plan, and that the funding for acquisition and construction of those facilities will be available to CITY as and when required under the Infrastructure phasing program.

I. An integral part of the North Natomas Finance Plan is the North Natomas Land Acquisition Program ("NNLAP"), with the associated Land Acquisition Fee ("LAF"). The NNLAP is designed to provide a means for transfer to or acquisition by CITY, or such other public agency as is appropriate, of certain lands within the NNCP area (as those lands are specified in the NNLAP) which are designated to be held publicly. Such lands are identified under the North Natomas Finance Plan. The purpose of the NNLAP is to provide a method whereby all of such lands will be transferred or acquired with funds from the private development community without cost to the CITY general fund, or any of its other funds, and at the time when needed. The purpose of the LAF is to provide a means,

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through the fee program, of equalizing the cost of the>NNLAP among the various landowners within the>NNCP area, inasmuch as certain landowners will be required to relinquish land to public ownership in amounts in excess of their fair share as defined by the North Natomas Financing Plan. The LAF also provides a means for reimbursing landowners who have advanced funds to CITY for the purpose of acquiring land required for Infrastructure, where eminent domain or other procedures are needed, or where it is otherwise required to enable a particular landowner to develop its property. One of the purposes of this Agreement is to provide LANDOWNER's commitment to the provisions of the>NNLAP and the LAF.

J. This Agreement is voluntarily entered into by LANDOWNER in order to assure the implementation of the General Plan, the>NNCP and the North Natomas Finance Plan, and is made in consideration of the rights conferred and the procedures specified herein for the development of the Property. This Agreement is voluntarily entered into by CITY in the exercise of its legislative discretion in order to assure the implementation of the General Plan, the>NNCP, and the North Natomas Finance Plan and in consideration of the agreements and undertakings of LANDOWNER hereunder. But for LANDOWNER's contribution to and participation in programs to mitigate the impacts of the development of the Property and the cumulative impacts of development in the>NNCP area, and to the implementation of the North Natomas Financing Plan, the CITY would not approve development of the Property.

K. The authority for this Agreement is contained in the City Charter of CITY, the Procedural Ordinance, other applicable CITY ordinances, resolutions and procedures and Government Code Sections 65864, et seq.

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L. CITY and LANDOWNER have taken all actions mandated by and have fulfilled all requirements set forth in the Procedural Ordinance for the adoption of this Agreement by the City Council.

M. The City Council has reviewed and approved this Agreement. It finds that this Agreement is consistent with the General Plan, the NNCP, the North Natomas Finance Plan, and all other applicable CITY ordinances, rules and regulations. The implementation of this Agreement is in the best interest of CITY and the health, safety and welfare of its residents. The environmental impacts of the development contemplated herein were adequately considered in the environmental documentation prepared by CITY and adoption of the ordinance and approval of this Agreement complies in all respects with the California Environmental Quality Act.

AGREEMENT

NOW, THEREFORE, in further consideration of the above recitals, all of which are expressly incorporated into this Agreement, and the mutual promises and covenants of the parties contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

I

DEFINITIONS

The terms set forth below, unless the context otherwise requires, shall have the meanings prescribed, for purposes of this Agreement.

North Natomas Development Agreement
nnda_13.rev (rev. 15 Sep 99)

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Adopting Ordinance: the ordinance pursuant to which the City Council approves this Agreement.

Allocation Procedures: those procedures set forth in Section 5.H. of this Agreement, whereunder the various uses and densities are distributed to and among the various parcels, or portions of them, comprising the Property.

Annual Review: the process, and procedures therefor, whereby CITY reviews, pursuant to Government Code Section 65865.1, the nature and extent of compliance by LANDOWNER with all of the terms and conditions of this Agreement, which process and procedures are as specified in the Procedural Ordinance, and in section 17 of this Agreement.

Assessment: a special assessment levied on real property within the North Natomas Community Plan area, for the purpose of financing Infrastructure and/or public facilities, or maintenance thereof, in accordance with the California Streets and Highways Code, the California Government Code, and/or the Sacramento City Code.

Assessment District Policy Manual: the document entitled "City of Sacramento Policy and Procedures for Use of Special Assessment and Mello-Roos Community Facilities District Financing for Infrastructure and Public Facilities", as adopted by the City Council on June 29, 1993 (Resolution 93-381), as said document may be amended from time to time.

Assignee: a third Person executing an Assumption Agreement prepared in accordance with the format prescribed in Exhibit D.

Assignment: the sale or other transfer by LANDOWNER of all or part of its right, title and interest in the Property and in this Agreement to another Person, in accordance with the terms and conditions of this Agreement.

Assumption Agreement: the agreement prescribed in Exhibit D, whereby an Assignee undertakes to perform all obligations, and other terms and conditions of this Agreement, as a condition of release of the Assignee's predecessor in interest from the responsibility for performance of such obligations and other terms and conditions, with respect to the portion of the Property assigned to the Assignee.

CEQA: the California Environmental Quality Act, set forth at California Public Resources Code Sections 21000, et seq., as amended from time to time.

CITY: the City of Sacramento.

City Agency: the Redevelopment Agency of the City of Sacramento, and the Housing Agency of the City of Sacramento.

City Council: the Council of the City of Sacramento.

Comprehensive Drainage Plan: the Drainage System for North Natomas, prepared by the City of Sacramento, Borcalli & Associates, Ensign & Buckley, or other consulting firm, and adopted by the City Council, as it may be amended from time to time.

Comprehensive Flood Management Plan: that plan required to be prepared, and to be adopted by the City Council, pursuant to the CITY's floodplain policy adopted by Resolution No. 93-696.

Dedication: the transfer of real property, or a defined interest therein, to CITY or another public agency, free of all encumbrances and other matters affecting the title except as may otherwise be agreed

to by CITY or such other public agency, and at no cost to CITY or such other public agency, as specifically set forth in the NNLAP, within the North Natomas Finance Plan, as it may exist from time to time.

Deed of Trust: a real property security device whereby the debtor (trustor) conveys title to real property to a trustee as security for a debt owed to the creditor (beneficiary).

Default: a failure of performance, or unreasonable delay in performance, by either party to this Agreement, of any of its terms, conditions, obligations or covenants. Default shall include, but not be limited to failure to comply with all provisions of the North Natomas Finance Plan and/or failure to pay any fee, tax or assessment enacted pursuant to that Plan.

Development: the use(s) to which the Property will be put, the buildings and improvements to be constructed on it, and the construction activities incident thereto, together with the process of obtaining all required land use entitlements.

Development Agreement: this Agreement.

Development Plan: LANDOWNER's plan for development of the Property, as set forth in Exhibit B. Where LANDOWNER, at the time of execution of this Agreement, does not propose a specific development project, the Development Plan shall be deemed to be development consistent with the Land Use and Development Regulations.

Drainage Phasing Plan: that portion of the Comprehensive Drainage Plan which identifies the sequence of construction of the Drainage System.

Drainage System: that drainage system set forth in the Comprehensive Drainage Plan, as that plan may exist from time to time.

Drainage Sub-basin: the individual drainage sub-areas identified in the Comprehensive Drainage Plan.

Effective Date: the date on which this Agreement has been approved by the City Council.

General Plan: the General Plan of the City of Sacramento, as adopted by the City Council on January 19, 1988, as said plan may be amended from time to time.

Habitat Conservation Plan: that plan, which must be adopted and implemented by the City Council, pursuant to which measures are taken to implement the provisions of the federal and state Endangered Species Acts, and pursuant to which incidental take permits will be issued to the City of Sacramento, to Landowner, or to others under said Acts.

Infrastructure: all public facilities and improvements needed to serve urban development, as identified in the NNCP and the North Natomas Finance Plan, or in subdivision maps, parcel maps, or as may otherwise be constructed and conveyed to CITY or another public agency, including but not limited to street and freeway improvements, drainage improvements, sanitary sewer improvements and water storage and transmission facilities.

Interim Drainage: temporary surface water drainage to be provided to the North Natomas area by RD-1000, and/or any phase of the Drainage System, and/or any drainage project resulting in the removal of land within the North Natomas Finance Plan Area from a 100-year floodplain, pursuant to a plan approved by that agency and the City Council for the initial phase of development within North Natomas, until such time as the Drainage System is constructed and operational, all pursuant to the RD-1000 Agreement.

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Irrevocable Offer of Dedication: an unconditional and irrevocable offer by LANDOWNER to transfer real property to CITY in accordance with the provisions of the>NNLAP and/or any condition of any land use entitlement applicable to the Property, in the form specified in Exhibit G.

Land Acquisition Program (>NNLAP): the plan, also called the North Natomas Land Acquisition Program, which as an integral part of the North Natomas Finance Plan, is designed to provide a means for transfer to or acquisition by CITY, or such other public agency as is appropriate, of all lands within the North Natomas Community Plan area which are designated to be held publicly, at no cost to CITY. A copy of the plan is attached hereto as Exhibit E and incorporated herein by this reference.

Land Acquisition Fee (LAF): the fee/reimbursement program, which is an integral part of the North Natomas Finance Plan, and which is designed to equalize the cost of the>NNLAP among the various landowners within the North Natomas Finance Plan area.

Land Use and Development Regulations: the General Plan, the North Natomas Community Plan, the CITY's Subdivision Map Act Ordinance, and Zoning Ordinances, together with any other CITY ordinance, or resolutions, rules, regulations and official policies as they exist on the Effective Date, which govern or regulate land use and/or development in the North Natomas Community Plan area.

Lender: a Person (or a successor in interest to such person) who has advanced funds to, or who is otherwise owed money by a debtor, where the obligation is embodied in a promissory note or other evidence of indebtedness, and where such note or other evidence of indebtedness is secured by a Mortgage or Deed of Trust.

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Mortgage: a contract by which the mortgagor (debtor) as owner hypothecates or pledges real property, or otherwise grants a security interest therein to a Lender (mortgagee), to secure performance under a promissory note or other evidence of indebtedness, and where the holder of the mortgage is granted a power of sale.

North Natomas Community Plan (NNCP): the Community Plan for development of the North Natomas area, as adopted by the City Council on May 3, 1994, as said plan exists on the Effective Date. The NNCP includes, without limitation, a Land Use Diagram and Policy Statements.

North Natomas Finance Plan: the plan, as it may be amended from time to time, which establishes methods for financing required Infrastructure and public facilities through a combination of land transfers, dedications, contributions, fees, assessment districts, community facilities districts, and other measures.

North Natomas Finance Plan Area: the lands within the area covered by the North Natomas Finance Plan, and which are obligated thereby, as that area may exist from time to time.

Parties: the City of Sacramento and LANDOWNER.

Person: any person, firm, association, organization, partnership, business trust, corporation or company.

Procedural Ordinance: Ordinance No. 95-012, adopted by the City Council on March 7, 1995, and which sets forth procedures for execution, approval, implementation, amendment, and related matters, with respect to development agreements for lands within the NNCP area.

Project: part or all of the elements set forth in LANDOWNER's Development Plan.

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Project Review: CITY's actions in reviewing any project proposed by LANDOWNER with respect to the Property, including but not limited to review of all required land use entitlement applications.

Property: the real property owned by LANDOWNER, as set forth in Exhibit A.

Protest Waiver: the agreement set forth in Exhibit F, executed by LANDOWNER pursuant to this Agreement, or in connection with the conditions of any required entitlement.

Purchaser: an assignee.

Reconfiguration: the reconfiguration, adjustment or alteration of property lines through parcel or subdivision mapping, or lot line adjustment.

RD-1000 Agreement: any agreement which governs the terms and conditions under which Interim Drainage, if applicable, will be provided to the Property.

Reimbursement: the reimbursement of monies to a Person who has advanced funds for Infrastructure required for development of the Property, or who has advanced funding for Infrastructure or other improvements which are required by the NNCP, the North Natomas Finance Plan, or other document, and which have benefit to land beyond the Property, in accordance with a reimbursement agreement approved by CITY. Any such agreement will be limited to the portion of the funding advanced which is in excess of the allocable share of the cost of the Infrastructure or improvement attributable to the Property.

Reimbursable Infrastructure Costs: those costs paid by LANDOWNER, and which are identified as reimbursable pursuant to CITY's Assessment District Policy Manual (as defined in section 8.D.(1) of this Agreement).

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Special Conditions: those conditions, terms and requirements specified in Exhibit C.

Special Permit: any discretionary permit required pursuant to the Land Use and Development Regulations, and issued by CITY for development of the Property, upon proper application therefor by LANDOWNER.

Term: the length of this Agreement in terms of time, as specified in section 3, or as that time may be extended pursuant to any applicable provision of this Agreement.

Transfer: an assignment.

Transferee: an assignee.

Zoning: the division of the City of Sacramento into districts, and the application of zoning regulations thereto, which include (without limitation) regulation of the height or bulk of buildings (structural and architectural design) and the use to which the land and buildings within prescribed districts may be put, all as specified in the Zoning Ordinance.

Zoning Ordinance: the Comprehensive Zoning Ordinance of the City of Sacramento, as that ordinance exists on the Effective Date.

II

TERMS AND CONDITIONS OF AGREEMENT

1. **Property Description and Binding Covenants.** The Property is that certain real property owned by LANDOWNER and described in Exhibit "A". The burdens of this Agreement shall

be binding upon, and the benefits of this Agreement shall inure to the benefit of, the parties and, subject to Section 4 below, to their successors-in-interest.

2. **Interests of Landowner.** LANDOWNER represents that LANDOWNER owns a legal or equitable interest in the Property and that all other Persons holding legal or equitable interests in the Property, including [n/a] (the Lender), have executed and are bound by this Agreement.

3. **Term.**

a. **Initial Term.** The term of this Agreement shall commence on the Effective Date and shall extend for a period of fifteen (15) years thereafter, unless it is sooner terminated or modified by the mutual consent of the parties.

b. **Renewal Options.** Subject to the provisions of this subparagraph, LANDOWNER shall have the right to renew this Agreement on its same terms and conditions, taking into account any amendments hereto mutually agreed upon after the Effective Date. The term of this Agreement shall mean and include the initial term, plus any renewal periods. The specific conditions for exercise of the renewal options are as follows:

(1) On the Exercise Date, LANDOWNER shall not be in default in any material respect under this Agreement, including any amendments hereto. For purposes of this subsection, "Exercise Date" shall mean the date that LANDOWNER or LANDOWNER's successor in interest gives written notice of intention to exercise the option to renew this Agreement, in accordance with the provisions of Section 20 hereof.

(2) The option to renew shall be exercisable by giving CITY written notice of LANDOWNER's intention to exercise the option on or before the Exercise Date, which notice shall be

given not later than one hundred eighty (180) days prior to expiration of the initial term or any renewal term.

(3) LANDOWNER shall be limited to three (3) renewal periods of five (5) years each; the parties specifically intend that under no circumstances shall the term of this Agreement extend beyond thirty (30) years, unless this Agreement is amended in accordance with the procedures set forth herein for Agreement amendments.

4. **Assignment.** LANDOWNER shall have the right to sell, assign, or transfer its interests under this Agreement as part of a contemporaneous and related sale, assignment or transfer of its interests in the Property, or any portion thereof, without the consent of CITY; provided, however, that LANDOWNER shall notify CITY of such sale, assignment or transfer by providing written notice thereof to CITY in the manner provided in this Agreement. LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement, unless such purchaser, assignee or transferee, to the satisfaction of and in a form acceptable to the City Attorney, executes and delivers to CITY an express agreement to assume all of the obligations and other terms and conditions of this Agreement with respect to the Property or such portion thereof sold, assigned or transferred. The execution of such an assumption agreement shall relieve LANDOWNER of the obligations expressly assumed only if:

- (a) LANDOWNER is not in default under this Agreement at the time of the assignment or transfer; and
- (b) LANDOWNER has provided CITY with notice of said assignment or transfer in the manner provided hereunder. Any such assumption agreement with respect to LANDOWNER's obligations under this Agreement shall be deemed to be to the satisfaction of the City Attorney if executed in the form of the Assignment and Assumption Agreement attached hereto as Exhibit "D" and incorporated

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herein by this reference, or such other form as shall be proposed by LANDOWNER and approved by the City Attorney prior to the effective date of the assignment.

Any purchaser, assignee, or transferee shall be obligated and bound by the terms and conditions of this Agreement, and shall be the beneficiary thereof and a party thereto, only with respect to the Property, or such portion thereof, sold, assigned, or transferred to it. Any such purchaser, assignee, or transferee shall observe and fully perform all of the duties and obligations of LANDOWNER under this Agreement, as such duties and obligations pertain to the portion of the Property sold, assigned, or transferred.

5. **Development of the Property.**

A. **Permitted Uses and Development Standards.** Subject to the Special Conditions set forth in Exhibit C, attached hereto and incorporated herein by this reference (herein the "Special Conditions"), any reserved discretionary approvals specified in this Agreement, and all other terms and conditions of this Agreement, LANDOWNER may develop the Property in accordance with and subject to the terms and conditions specified in the Land Use and Development Regulations in effect on the Effective Date, or, where applicable, the Development Plan; as set forth in Exhibit B, attached hereto and incorporated herein by this reference. Specifically, the permitted uses, density or intensity of use, height or size of buildings and provisions for reservation and dedication of land for public purposes shall be as set forth in the Development Plan.

B. **Discretionary Approvals.**

(1) **Project Review.** Development of the Property is subject to all required discretionary approvals. In reviewing and approving applications for special permits and other

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discretionary approvals, CITY may exercise Project Review and may attach such conditions and requirements as are consistent with the policies, goals, standards and objectives of the General Plan, the NNCP and the North Natomas Finance Plan, and as may be necessary to comply with all applicable legal requirements and policies of CITY pertaining to such reserved discretionary approvals.

(2) **Rezoning of the Property.** Upon proper and complete application by LANDOWNER, CITY agrees to rezone the Property in accordance with the provisions of the NNCP in effect on the Effective Date.

C. **Development Timing.** This Agreement contains no requirement that LANDOWNER must initiate or complete development of any phase of the development of the Property or any portion thereof within any period of time set by CITY. It is the intention of this provision that LANDOWNER be able to develop the Property in accordance with LANDOWNER's own schedule; provided, however, that to the extent that phasing is required by the NNCP, or by the Special Conditions, such provisions shall govern. No future modification of the Sacramento City Code or any ordinance or regulation which limits the rate of development over time shall be applicable to the Property. However, nothing herein shall be construed to relieve LANDOWNER from any time conditions in any permit or subdivision map approval or to excuse the timely completion of any act which is required to be completed within a time period set by any applicable code or permit provisions.

D. **Special Conditions.** Development of the Property shall be subject to the Special Conditions, as specified in Exhibit C.

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E. Land Use and Development Regulations.

(1) Subject to the Special Conditions specified in Exhibit C, development of the Property shall be subject to the Land Use and Development Regulations applicable to such development on the Effective Date.

(2) Except as otherwise provided in this Agreement, to the extent any future changes in Land Use and Development Regulations adopted by CITY purport to be applicable to the Property but are inconsistent with the terms and conditions of this Agreement, including subsection E.(1) above, the terms and conditions of this Agreement shall prevail, unless the parties or their successors in interest mutually agree to amend or modify this Agreement in accordance with the provisions for modification hereinafter set forth.

(3) To the extent that any future changes in the Land Use and Development Regulations adopted by CITY are applicable to the Property and are not inconsistent with the terms and conditions of this Agreement or are otherwise made applicable by other provisions of this Agreement, such future changes shall be applicable to the Property.

(4) Nothing in this Agreement shall preclude the application to development of the Property of changes in the Land Use and Development Regulations, the terms of which are specifically mandated by changes in state or federal laws or regulations. In the event state or federal laws or regulations enacted after the effective date of this Agreement or action by any governmental jurisdiction other than CITY prevent or preclude compliance with one or more provisions of this Agreement or require changes in permits, maps or plans approved hereunder by CITY, this Agreement

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shall be modified, extended or suspended as may be necessary to comply with such state or federal laws or regulations or the regulations of such other governmental jurisdiction.

(5) To the extent that any actions of federal or state agencies (or actions of regional and local agencies, including CITY, required by federal or state agencies or actions of CITY taken in good faith in order to prevent adverse impacts upon CITY by state or federal actions) have the effect of preventing, delaying or modifying development of the NNCP area or any area therein, CITY shall not in any manner be liable for such prevention, delay or modification of said development. Such actions may include, but are not limited to, flood plain or wetlands designations and actions of CITY or regional agencies as a result thereof and the imposition of air quality measures or sanctions and actions of CITY or regional and local agencies as a result thereof. In such a situation, CITY's actions shall not be arbitrary or capricious, and the parties shall meet and endeavor to achieve solutions which preserve the integrity of the NNCP, while to the extent feasible allow development of the Property in the manner contemplated by this Agreement.

(6) Nothing herein shall be construed to limit the authority of CITY to enact amendments to the Land Use and Development Regulations, or enact other ordinances or resolutions, which have the legal effect of protecting persons or property from conditions which create a health, safety or physical risk.

(7) Building codes, ordinances and regulations relating to construction standards or permits shall apply as of the time of grant of each applicable construction permit.

(8) No modification of CITY's ordinances, resolutions, policies, rules or regulations adopted after the Effective Date, which purport to limit the rate of development over time

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or to govern the sequence of development of land within the NNCP area, shall apply to the Property. The provisions of this subparagraph apply to modifications adopted or imposed by the City Council, or through the initiative or referendum process; provided, however, nothing in this subparagraph shall limit the ability of CITY to act in accordance with the provisions of subparagraphs 5.E.(4), (5) and (6) of this Agreement.

F. **CITY Review of Applications.** Consistent with the standards set forth in section 15 of this Agreement, nothing contained in this Agreement shall preclude CITY from its right and responsibility to review applications for entitlements submitted by LANDOWNER in accordance with its normal and usual procedures and practices, as they may exist at the time the application is accepted as complete, or is otherwise deemed complete by operation of law.

G. **Extension of Entitlements.** Pursuant to Government Code Section 66452.6 all vesting tentative subdivision maps, master parcel tentative maps, parcel maps, subdivision tentative maps, planned unit development permits, special permits, or any other maps, rezonings or land use entitlements of potentially limited duration previously, contemporaneously or subsequently approved for the Property subject to this Development Agreement, shall be valid for a minimum term equal to the full term of this Agreement (including the initial term, and any renewal period resulting from exercise by LANDOWNER of the options provided for in Section 3 hereof), or for a period of thirty-six (36) months, whichever is longer, but in no event for a shorter period than the maximum period of time permitted by the Subdivision Map Act or Government Code for such land use entitlements. The provisions of section 25 of this Agreement relating to estoppel certificates shall apply to any request made by LANDOWNER to CITY with respect to the life of any entitlement covered by this

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subparagraph. Nothing in this section shall be construed to, or operate to extend the term of this Agreement.

H. **Allocation Procedures for Building Square Footage.** Procedures for allocating the uses or densities approved for the Property among the various parcels and/or portions thereof, and for resolution of any disputes regarding such allocations, shall be as follows:

(1) **Allocation.** Unless otherwise identified in the Development Plan, which is attached as Exhibit B to this Agreement, the allocation of building square footage shall be as identified in subsequent entitlements for the Property, including but not limited to parcel maps, subdivision maps, PUD schematic plans and development guidelines. The appropriate entitlement to address the allocation of building square footage shall be determined by City. Allocations for residential development shall be determined in the subdivision mapping process, unless CITY determines that some other method is appropriate under the circumstances.

(2) **Dispute Resolution.** Where a dispute exists between LANDOWNER, and/or any successor or successors in interest, with respect to any matter involving allocation of building square footage for or on the Property, such dispute shall be resolved by arbitration, utilizing the commercial arbitration procedures of the American Arbitration Association, or some other alternative dispute resolution procedure mutually agreed upon by the parties involved in the dispute. In no case shall CITY be a party to such dispute, or to the dispute resolution procedures. All of the provisions of this Agreement relating to indemnification and defense of CITY, and payment of CITY costs, shall apply to all disputes relating directly or indirectly to allocation.

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6. **Fees, Charges, Assessments and Taxes.**

A. **City Fees.** All applications for CITY approvals, permits and entitlements shall be subject to the application fees, processing fees, mitigation fees and other development fees within the control of the CITY that are in force and effect as of the date that the application or other request for approval is filed.

B. **Levies Imposed by Other Jurisdictions.** LANDOWNER shall be responsible for: (i) all fees, charges, assessments, special taxes or levies of any sort imposed by any other state or local agency, including but not limited to the Sacramento Area Flood Control Agency, in the future as a charge for mitigation measures imposed for the purpose of mitigation of environmental impacts associated with the provision of flood control improvements and measures for the NNCP area; (ii) all fees, charges, assessments, special taxes or levies of any sort associated with the financing of the construction and implementation of said flood control improvements and measures; (iii) all special benefit assessments, special taxes or levies of any sort associated with construction of or maintenance of public improvements, where the Property is located within a district formed for that purpose by any agency other than CITY; (iv) any fees or other charges required by RD-1000 to be paid to it in implementation of the RD-1000 Agreement; and (v) ad valorem real estate taxes, and utility fees. In the event that any of the fees, charges, assessments, special taxes or levies covered by this subsection B. are imposed by or with the assistance of CITY, LANDOWNER shall nevertheless be responsible therefor. Nothing in this Agreement shall be construed to limit LANDOWNER's right to protest, in accordance with applicable provisions of law: (i) the formation of any district included within the provisions of this subparagraph or to protest the amount of any assessment levied by or on behalf of

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such district on the Property or any portion thereof; or (ii) to protest the nature and amount of any tax, fee, assessment or charge imposed pursuant to this subparagraph.

C. **Implementation of the North Natomas Finance Plan.** The North Natomas Finance Plan establishes a method for financing of required Infrastructure and public facilities through a combination of land transfers, dedications and contributions, fees, assessment districts, community facilities districts and other sources, so that the land within the North Natomas Finance Plan Area pays for its share of the cost of such Infrastructure and facilities. The plan also recognizes that there is a regional cost associated with certain portions of Infrastructure and facilities, and that that share will ultimately have to be paid from other sources, even though developers within the area, including LANDOWNER, acknowledge that they may have to participate in funding regional costs on a fair share basis. LANDOWNER shall participate in the North Natomas Finance Plan, as made applicable to the development of the Property, and shall faithfully and timely comply with each and every provision thereof, including but not limited to the NNLAP, the Land Acquisition Fee, assessments, special taxes, and other development fees and exactions set forth therein. Without limiting the foregoing, applications for special permits, subdivision maps or other land use entitlements and building permits may be made subject to LANDOWNER's participation in and compliance with the plan. Failure to so participate shall be an event of default to which the default provisions of this Agreement and the Procedural Ordinance shall apply. For purposes of this Agreement "participate" and "participation" shall mean payment of all monies required by virtue of the North Natomas Finance Plan, and performance of all obligations imposed thereby.

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D. **LANDOWNER's Waivers.** LANDOWNER hereby agrees to the provisions of Exhibit F, which (without limitation) contains a comprehensive waiver of protest rights with respect to CITY's establishment and implementation of development and impact fees; CITY's actions in forming assessment districts and community facilities districts, and in levying assessments and taxes pursuant thereto; and CITY's actions in implementing any provision of the North Natomas Finance Plan. As set forth in Exhibit F, LANDOWNER reserves the right to protest the actual amount of the fee, assessment or tax levy, or other CITY charge imposed on or allocated to the Property pursuant to the Finance Plan.

7. **Reconfiguration of Parcels.** LANDOWNER shall have the right to file applications with CITY for subdivision, lot line adjustment, or for master parcelization of all or part of the Property, for the purpose of reconfiguration of the Property. Such applications shall be processed and determined in accordance with the provisions of section 5, and all other applicable provisions of this Agreement. Where reconfiguration requires a Special Permit, or a P.U.D. designation, or other entitlement applicable to the Property or portion thereof which is subject to the application, CITY reserves the right to require such entitlements as a condition of granting the application.

8. **Infrastructure.**

A. **Construction by CITY.** To the extent that funds are available to CITY pursuant to the North Natomas Finance Plan, and to the extent that any required real property has been transferred to CITY pursuant to the>NNLAP, or has been obtained by CITY through its power of eminent domain, which CITY agrees to utilize, where required, and subject to LANDOWNER's compliance with the terms of this Agreement and all of the terms and conditions of any entitlement

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applicable to the Property, CITY agrees to use its best efforts to bring about the construction of the Infrastructure required to implement the Development Plan (Exhibit B). Provided, however, that CITY's obligations hereunder shall be limited to those items of Infrastructure which, under the North Natomas Finance Plan, are to be constructed by CITY or under CITY's direction and control; where Infrastructure is to be constructed by LANDOWNER, either pursuant to conditions of approval or otherwise, the provisions of this subparagraph shall not apply.

B. **Construction by LANDOWNER.** When required by conditions of approval, and in accordance with CITY specifications and standards in effect as of the date of construction, LANDOWNER shall diligently construct Infrastructure required for implementation of the Development Plan (Exhibit B). LANDOWNER shall further comply with all required funding requirements specified in the North Natomas Finance Plan, and the real property transfer provisions of the>NNLAP.

C. **Drainage Infrastructure.** As of the Effective Date, it is contemplated that permanent drainage for the Property, and the entire North Natomas Finance Plan Area, will be provided by the Drainage System. It is further contemplated that Interim Drainage for the Property and the>NNCP area will be provided pursuant to the RD-1000 Agreement or some other arrangement which has been implemented by CITY. Construction of the Drainage System will require land transfers to CITY pursuant to the>NNLAP, or acquisition of required land by CITY through the use of eminent domain procedures, and funding for the required improvements, all on a timely basis and in accordance with the North Natomas Finance Plan, and subject to the provisions of the RD-1000 Agreement (or such other arrangement which has been implemented by CITY), together with the Drainage Sub-basin

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agreement, or substitute therefore, as specified in the Special Conditions. In recognition of the need for retention of flexibility and CITY discretion with respect to decisions relating to the ultimate solution to drainage for the NNCP area, and the need for unconditional provision of financing by LANDOWNER and other owners of land in the North Natomas Finance Plan Area through the mechanisms specified in the North Natomas Finance Plan, the parties agree as follows:

(1) **Establishment of Financing Mechanisms.** CITY shall, as soon as feasible following the adoption of the North Natomas Finance Plan by the City Council, establish public financing mechanisms as identified in the North Natomas Finance Plan, applicable to lands within the NNCP area which will benefit from the Drainage System.

(2) **Issuance of Bonds.** Decisions as to whether to issue bonds pursuant to such financing mechanisms, and the timing and manner of issuance thereof, shall be within the sole and exclusive discretion of CITY; provided, however, that CITY shall exercise its discretion in a good faith manner, so as to provide for timely construction of Infrastructure in order not to stop or slow development.

(3) **Linkage of Development to Completion of Drainage System.** CITY has established a performance standard that requires (inter alia) that the Drainage System be completed and in operation no later than the point in time when building permits have been issued for fifty percent (50%) buildout of the North Natomas Finance Plan Area, as measured by developable acreage as defined in the North Natomas Finance Plan. In the event that a different phasing plan is adopted and implemented by CITY, LANDOWNER shall comply with all provisions of such a plan, and shall

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execute any agreement or other document, or participate in any mechanism as is required by CITY to implement such a plan.

D. Infrastructure Financing Proceedings.

(1) **LANDOWNER-Initiated Proceedings.** In the event that LANDOWNER desires to initiate proceedings for the formation of an assessment district, community facilities district, or other similar form of improvement financing mechanism to fund the construction of Infrastructure required by conditions of approval or otherwise, LANDOWNER shall file an application with CITY for that purpose in accordance with CITY's Assessment District Policy Manual, as same may be amended from time to time, or such other policy document as may after the Effective Date be adopted by the City Council as a substitute therefor. CITY agrees to diligently process any such application, provided that such application: (i) is complete and is accompanied by payment of CITY fees applicable on the date of filing of the application; (ii) otherwise complies with the Land Use and Development Regulations and applicable law, as it exists on the date of the application, including but not limited to the Assessment District Policy Manual; (iii) is consistent with CITY's policies and procedures; (iv) provides for a value to lien ratio and other financial terms that are reasonably acceptable to CITY; (v) provides for all funding requirements established by CITY for the purpose of payment of the costs of outside consultants needed, in CITY's sole discretion; and (vi) provides that the specific consultants (e.g., bond counsel, financial advisors, underwriters, or other consultants as may be necessary under the circumstances) shall be selected by CITY in its sole discretion.

Notwithstanding any other provision of this Agreement, CITY agrees that upon request made by LANDOWNER, CITY will consider making exceptions to the Assessment District Policy Manual,

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to allow for alternative methods of financing in-tract improvements, including but not limited to formation of assessment districts or similar financing mechanisms, where such alternatives are contemplated by the North Natomas Finance Plan, including any amendments thereto. Provided, however, that CITY reserves its discretion to condition use of any such alternatives on satisfaction of performance preconditions (including but not limited to drainage capacity), and to consider underwriting considerations and criteria, together with the manner in which such alternatives further the overall implementation of the North Natomas Finance Plan. Further, CITY may in its reasonable discretion deny any such request upon grounds, including but not limited to consistency of application of its policies and the potential for establishing negative precedent.

(2) **Proceedings Initiated by CITY.** In the event that pursuant to the North Natomas Finance Plan, CITY in its discretion determines that a particular financing mechanism, including but not limited to an assessment district, a community facilities district, a fee district, a development fees procedure, or any similar mechanism, is required in order to implement the North Natomas Finance Plan, LANDOWNER's participation obligations set forth hereunder (including but not limited to Exhibit C), in the North Natomas Finance Plan, or in any condition of approval, shall apply.

(3) **Maintenance Districts.** LANDOWNER may, following the procedures specified in subparagraph (1) above, request that CITY establish one or more maintenance districts for the purpose of financing the maintenance of landscaping or other public improvements, whereunder lands benefitting from the improvements and their maintenance are assessed for a proportionate share of the maintenance cost.

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E. **Reimbursement to LANDOWNER.**

(1) **From Financing Proceeds.** Subject to Chapter X of the North Natomas Finance Plan, where LANDOWNER has provided advance funding for public Infrastructure required by the North Natomas Finance Plan or has constructed such Infrastructure under the direction and control of CITY, LANDOWNER shall be reimbursed for Reimbursable Infrastructure Costs at such time as CITY has established a permanent financing mechanism in the form of an assessment district, community facilities district, or other similar mechanism through which permanent public financing for such improvements is established. Those items qualifying as Reimbursable Infrastructure Costs shall be determined pursuant to CITY policies in existence at the time of establishment of the permanent financing mechanism. CITY agrees to entertain reasonable requests from LANDOWNER for exceptions to such policies; provided, however, that CITY may, in its reasonable discretion, deny any such request upon grounds, including but not limited to consistency of application of its policies and the potential for establishing negative precedent. Nothing in this Agreement shall authorize reimbursement of any cost which, in the opinion of CITY's bond counsel, is not permissible for purposes of establishing or retaining tax free status of any bonds issued, or contemplated to be issued by CITY.

(2) **Reimbursement From Others Benefitted.** In any case where CITY requires or permits LANDOWNER to plan, design, construct, or fund the planning, design or construction of improvements required for development by the North Natomas Finance Plan, in excess of or beyond those required for development of the Property, or, where required by the North Natomas Finance Plan, to make dedications, provide mitigation or incur costs in connection with public

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improvements or the planning of the North Natomas area in excess of or beyond those required for development of the Property, and the provisions of the preceding subparagraph do not apply, CITY shall utilize its best efforts to require that all other Persons benefitted by the improvements shall reimburse (through fee districts, agreements, conditions of approval, or otherwise) LANDOWNER for such Person's proportionate share of such costs as determined in accordance with the North Natomas Finance Plan, or by CITY. For purposes of this Agreement, the term "in excess of or beyond those required for development of the Property" shall mean requirements which exceed LANDOWNER's fair proportionate share, as determined in accordance with the provisions of the North Natomas Finance Plan and any associated documents or studies.

Such reimbursement shall be subject to the limitations specified in the preceding paragraph (including those provisions relating to consideration by CITY of exceptions to its policies), relating to CITY policy and Reimbursable Infrastructure Costs. Reimbursement shall be limited to that amount which exceeds LANDOWNER's appropriate share of the cost, determined in accordance with principles established in the North Natomas Finance Plan, and any associated documents or studies.

(3) **Reimbursement of Planning, Engineering and Staff Costs.** In accordance with the provisions of the North Natomas Finance Plan, and as soon as feasible following City Council adoption of the said Plan, CITY shall enact a fee ordinance which imposes a fee upon NNCP area landowners, including LANDOWNER, to pay the planning, engineering, staff and related costs (including but not limited to CITY staff and related costs), as specified in the North Natomas Finance Plan, and which relate to development of the NNCP, the Finance Plan, the general form of the Development Agreement, the Comprehensive Drainage Plan, and all related documents. The fee shall

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be spread across lands within the NNCP area in the same fashion as the public facilities fees. Credits shall be given to those landowners who have paid some or all of their share of the said costs, for the amounts so paid. The fee shall be payable prior to issuance of the first discretionary entitlement for the land as to which an application has been filed with CITY.

9. **LANDOWNER Obligations.**

A. **Transfer of Land to CITY.** As set forth elsewhere in this Agreement, LANDOWNER has agreed to transfer lands needed for Infrastructure or public facilities to CITY, or to such other public agency as is appropriate, pursuant to the provisions of the NNCLAP. Set forth in Exhibit H, attached hereto and incorporated herein by this reference, is a map depicting the currently contemplated approximate location and amount of land which LANDOWNER will be required to transfer to CITY, together with a categorical listing of the types of Infrastructure and public facilities which are covered by the terms of this subparagraph. LANDOWNER shall transfer the said required lands to CITY, utilizing the Irrevocable Offer of Dedication form set forth in Exhibit G, attached hereto and incorporated herein by this reference, at such time as is:

(1) required pursuant to a condition or term of any entitlement for use or development of the Property; or

(2) requested by CITY, where LANDOWNER has not applied for an entitlement for use or development of the Property, but the land is needed, in CITY's sole discretion, for purposes of construction of Infrastructure or public facilities.

In the event that, at the time of the required transfer to CITY, the location of, or the quantity of land required for the Infrastructure or public facilities has changed from that depicted on

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Exhibit H, to such a significant degree or extent that the location or quantity is inconsistent with both the NNCP as it exists on the effective date of this Agreement, and the North Natomas Finance Plan, the parties shall meet and negotiate, and in good faith endeavor to reach agreement on any amendments to this Agreement needed to allow development of the Property in a reasonable manner, taking into account the changes in Infrastructure and public facilities. If agreement is reached between the parties, the procedures specified herein and in the Procedural Ordinance shall apply to amendments to this Agreement. If agreement is not reached, either party shall have the right to terminate this Agreement by providing the other party sixty (60) days notice.

B. **Development Timing.** LANDOWNER shall have no obligation to initiate or commence development of any particular phase of the Property within any period of time.

10. **Litigation/Indemnification.**

A. **Challenge to Agreement or Entitlements.**

(1) In the event of any action instituted by a third party challenging the validity of any portion of this Agreement, including but not limited to, the proceedings taken for its approval (including the requirements of the California Environmental Quality Act -- "CEQA") or any other act undertaken by the parties hereto in furtherance of this Agreement or its terms, or any action instituted by a third party challenging the validity of any of the entitlements specified herein (including CEQA challenges), the parties agree to cooperate in the defense of the action.

In all such litigation brought to contest the validity of this Agreement or such entitlements, the following shall apply:

(a) City may, in its sole discretion, either defend such litigation or tender its defense to LANDOWNER.

(b) In the event that CITY determines to defend the action itself, LANDOWNER shall be entitled, subject to court approval, to join in or intervene in the action on its own behalf, or to advocate in favor of validity of this Agreement or any challenged entitlement. In such a case, each party shall bear its own attorney fees and costs.

(c) In the event that CITY determines to tender the defense of the action to LANDOWNER, LANDOWNER shall defend the action on its behalf and on behalf of CITY, and shall bear all attorney fees and costs associated with such defense from and after the date of the tender. Provided, however, that CITY may at any time after the tender elect to assume representation of itself; in that event, from and after the date CITY gives notice of its election to do so, CITY shall be responsible for its own attorney fees and costs incurred thereafter.

(2) If, in such litigation, a final judgment or other final order is issued by the court which has the effect of invalidating or rendering ineffective, in whole or in part, any provision of this Agreement or the Agreement itself, or any entitlement issued during the term of this Agreement and pursuant to its terms, the following shall apply:

(a) if the judgment or order includes a provision for attorney fees and/or costs of the successful party or parties, LANDOWNER shall pay the entire cost thereof, without right of offset, contribution or indemnity from CITY, irrespective of anything to the contrary in the judgment or order. Provided, however, that if the litigation relates entirely, solely and exclusively to a challenge to the NNCP in general, or to the North Natomas Finance Plan in general, separate and apart

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from this Agreement or any entitlement relating to the Property, and if LANDOWNER is named or becomes a party in such litigation, LANDOWNER and CITY shall bear the cost of the successful party's attorney fees and/or costs in the manner specified in the court's judgment.

(b) CITY and LANDOWNER shall meet and endeavor, in good faith, to attempt to reach agreement on any amendments needed to allow development of the Property to proceed in a reasonable manner, taking into account the terms and conditions of the court's judgment or order. If agreement is reached, the procedures for amending this Agreement as specified herein, and in the Procedural Ordinance, shall apply. If agreement is not reached, either party shall have the right to terminate this Agreement by giving the other party sixty days' notice of termination.

(c) In the event that amendment is not required, and the court's judgment or order requires CITY to engage in other or further proceedings, CITY agrees to comply with the terms of the judgment or order expeditiously.

B. **Indemnification.** LANDOWNER agrees to defend and indemnify CITY, its elective and appointive boards, commissions, officers, agents and employees against any liability for damage or claims for damage for personal injury, including death, or property damage, arising out of or relating in any way to actions or activities to develop the Property, undertaken by LANDOWNER or LANDOWNER's contractors, subcontractors, agents or employees.

11. **Effect of Subsequent Laws.**

A. **Laws of Other Agencies.**

(1) If any public agency, other than CITY, adopts any new law, regulation, ordinance or imposes any new condition (herein referred to collectively as "the New Law") after the

date of this Agreement, which prevents or precludes either the CITY or LANDOWNER, or both, from complying with one or more provisions of this Agreement, then immediately following the enactment of the New Law the parties shall meet and confer in good faith to determine whether the New Law applies to the Property, and whether suitable amendments to this Agreement can be made, in order to maintain LANDOWNER's right to develop the Property in a reasonable manner pursuant to Exhibit B.

(2) In the event that the parties, after having engaged in good faith negotiations, are unable to agree on such amendments, the parties shall consider whether suspension of the term of this Agreement is appropriate, and if so, what the terms and conditions of any such suspension should be. In the event that the parties, after having engaged in good faith negotiations are unable to agree on the suspension issues, either party shall have the right to terminate this Agreement by giving the other party sixty (60) days' written notice of termination.

(3) LANDOWNER or CITY shall have the right to institute litigation relating to the New Law, and raise any issues relating to its validity. If such litigation is filed, this Agreement shall remain in full force and effect until final judgment is issued. Provided, however, that if any action that CITY would take in furtherance of this Agreement would be rendered invalid, facially or otherwise, by the New Law, CITY shall not be required to undertake such action until the litigation is resolved, or the New Law is otherwise determined invalid, inapplicable, or is repealed. In the event that such judgment invalidates the New Law, or determines that it does not affect the validity of this Agreement, this Agreement shall remain in full force and effect, and its term shall be extended by the amount of time between the effective date of the New Law, and the effective date of the judgment. In the event

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that such judgment determines that the validity of this Agreement is, directly or indirectly affected by the New Law, the provisions of subparagraphs (1) and (2) above shall apply.

B. **Laws Passed by CITY.** Subject to the provisions of section 5 of this Agreement, neither the CITY nor any CITY Agency shall enact any initiative, ordinance, policy, resolution, general plan amendment or other measure that relates to the density or intensity of development on the Property, or the rate, timing or sequencing of the development or the construction on the Property on all or any part thereof, or that is otherwise in conflict, either directly or indirectly, with this Agreement.

12. **Enforced Delay; Extension of Times of Performance.** In addition to other specific provisions of this Agreement, performance by either party hereunder shall not be deemed in default where delay or inability to perform is due to war, insurrection, strikes, walkouts, riots, floods, earthquakes, fires, casualties, acts of God, enactment of conflicting state or federal laws or regulations, new or supplementary environmental laws or regulations, litigation instituted by third parties challenging the validity of this Agreement or any of the vested entitlements described in Section 5 of this Agreement. Upon request of either party to the other, a written extension of time for such cause shall be granted for the period of the enforced delay, or longer as may be mutually agreed upon.

13. **Legal Actions; Applicable Law; Attorney's Fees.**

A. **Legal Actions.** In addition to any other rights or remedies, either party may institute legal action to cure, correct, or remedy any default by any other party to this Agreement, to enforce any covenant or agreement herein, or to enjoin any threatened or attempted violation hereunder. Notwithstanding any other provision of law, or of this Agreement, in no event shall LANDOWNER or CITY, its officers, agents or employees be liable in damages for any breach, default or violation of

this Agreement, it being specifically understood and agreed that the parties' sole legal remedy for a breach, default or violation of this Agreement shall be a legal action in mandamus, specific performance or other injunctive or declaratory relief to enforce the provisions of this Agreement.

B. **Applicable Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of California. LANDOWNER agrees and acknowledges that CITY has approved and entered into this Agreement in the sole exercise of its legislative discretion and that the standard of review of the validity and meaning of this Agreement shall be that accorded legislative acts of CITY.

C. **Attorney Fees.** In any arbitration, quasi-judicial, administrative or judicial proceeding (including appeals), brought by either party hereto to enforce or interpret any covenant or any of such party's rights or remedies under this Agreement, including any action for declaratory or equitable relief, the prevailing party shall be entitled to reasonable attorneys' fees and all costs, expenses and disbursements in connection with such action, including the costs of reasonable investigation, preparation and professional or expert consultation, which sums may be included in any judgment or decree entered in such action in favor of the prevailing party. For purposes of this section, and any other portion of this agreement relating to attorney fees, reasonable attorneys fees of the City Attorney's Office shall be based on comparable fees of private attorneys practicing in Sacramento County.

14. **Amendment of Agreement.** This Agreement may be amended from time to time only by the mutual written consent of the parties, in accordance with the provisions of Government Code Sections 65867 and 65868. In addition, all of the provisions of the Procedural Ordinance relating to the need for amendment, and the manner thereof, shall apply. Upon request of a party, this Agreement

shall be amended to include the terms and conditions of any discretionary entitlement granted with respect to the Property after the Effective Date.

15. **CITY's Good Faith in Processing.** Subject to the provisions of section 5.B. hereof, and LANDOWNER's compliance with each and every term and condition of this Agreement and all of its exhibits, CITY agrees that it will accept in good faith for processing, review, and action, all complete applications for master parcel maps, zoning, planned unit development designation, planned unit development guidelines, schematic plans, special permits, building permits, parcel maps, subdivision maps, or other entitlements for use of the Property in accordance with the General Plan, the NNCP and this Agreement.

CITY shall inform the LANDOWNER, upon request, of the necessary submission requirements for each application for a permit or other entitlement for use in advance, and shall review said application and shall schedule the application for expeditious review by the appropriate authority.

16. **Default, Remedies, Termination.**

A. **General Provisions.** Subject to any extensions of time by mutual consent of the parties, and subject to the cure provisions set forth herein, any failure or unreasonable delay by either party to perform any material term or provision of this Agreement shall constitute a default.

(1) **LANDOWNER Default.** In addition to any other remedy specified herein, in the event that notice of default has been given in accordance with this section, wherein a default by LANDOWNER is alleged, CITY shall not be obligated to issue any building permit, or grant any entitlement as to which an application has been filed.

(2) **CITY Default.** In addition to any other remedy specified herein, in the event that notice of default has been given in accordance with this section, wherein a default by CITY is alleged, any resulting delays in LANDOWNER's performance caused by CITY's default shall not constitute a LANDOWNER default, or be grounds for termination or cancellation of this Agreement.

(3) **Successors in Interest.** Where the Property, following the Effective Date, has been lawfully conveyed in whole or in part to one or more successors in interest, in such a manner as to invoke the provisions of section 4 of this Agreement, and one or more of such successors in interest is in default with respect to the portion of the Property owned by it, neither LANDOWNER nor any other non-defaulting successor in interest shall be liable for the default, if the provisions of section 4 have been complied with, and in accordance with the terms and conditions of that section.

B. **Cure of Default.** In the event of an alleged default or breach of any terms or conditions of this Agreement, the party alleging such default or breach shall give the other party notice in writing specifying the nature of the alleged default and the manner in which said default may be satisfactorily cured and a reasonable period of time in which to cure, that shall in no event be less than thirty (30) days. During any such period, the party charged shall not be considered in default for purposes of termination or institution of legal proceedings.

C. **Remedies After Expiration of Cure Period.** After notice and expiration of the thirty (30) day period, if the alleged default has not been cured in the manner set forth in the notice, the other party may at its option:

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(1) institute legal proceedings to obtain appropriate judicial relief, including but not limited to mandamus, specific performance, injunctive relief, or termination of this Agreement;

or

(2) give the other party notice of intent to terminate this Agreement pursuant to Government Code Section 65868 and the Procedural Ordinance. In the event that such notice is given, CITY shall schedule the matter for public hearing before the City Council to review the matter and make specific written findings regarding the alleged default. Where LANDOWNER is the party alleged to be in default, LANDOWNER shall be afforded a reasonable opportunity to respond to all allegations of default at such public hearing. CITY shall provide LANDOWNER at least thirty (30) days prior written notice of such public hearing, as well as provide LANDOWNER copies of all CITY staff reports prepared in connection therewith at least five (5) days prior to the hearing.

17. **Annual Review.**

A. **General Provisions.** In accordance with Government Code Section 65865.1, and the Procedural Ordinance, CITY shall, at least every twelve (12) months during the Term of this Agreement, review the extent of good faith compliance by LANDOWNER with the terms of this Agreement. Failure of CITY to conduct an annual review shall not constitute a waiver by CITY or LANDOWNER of the right to conduct future annual review or to otherwise enforce the provisions of this Agreement, nor shall a party have or assert any defense to such enforcement by reason of any such failure. The failure of CITY to undertake such review, shall not, in itself, invalidate the terms of this Agreement or excuse any party hereto from performing its obligations under this Agreement.

B. **Scope of Review.** The annual review shall be limited in scope to compliance with the terms and conditions of this Agreement.

C. **Proceedings.** The procedures specified in the Procedural Ordinance for conduct of the annual review by the City Manager, and by the City Council, shall apply to each annual review of this Agreement. At least ten (10) days prior to the commencement of any annual review, CITY shall deliver to LANDOWNER a copy of any public staff reports and other documents to be used or relied upon in conducting the review. LANDOWNER shall be permitted an opportunity to respond to CITY's evaluation of LANDOWNER's performance by written and oral testimony at the public hearing to be held before the City Council, if LANDOWNER so elects.

At the conclusion of the annual review, CITY shall make written findings and determinations on the basis of substantial evidence, as to whether or not LANDOWNER or its successors have complied in good faith with the terms and conditions of this Agreement.

D. **Failure of Compliance.** Any determination of failure of compliance shall be subject to the notice requirements and cure periods set forth in section 16 of this Agreement. If termination is proposed, it shall apply solely with respect to that portion of the Property (if less than all) affected by the failure to show good faith compliance. If modification of the Development Agreement is proposed, the modification shall pertain solely to the provisions hereof as applicable to that portion of the Property (if less than all) affected by the condition that has prompted the proposed modification.

18. **Termination Upon Completion of Development.**

A. **General Provisions.** This Agreement shall terminate as to each parcel of property contained within the Property when that parcel of property has been fully developed and all

of LANDOWNER'S obligations in connection therewith are satisfied, as reasonably determined by CITY. CITY shall, upon written request made by LANDOWNER to CITY's Department of Planning and Development, determine if the Agreement has terminated, with respect to any parcel, and shall not unreasonably withhold termination as to that parcel if LANDOWNER'S obligations therewith are satisfied. CITY shall be entitled to receive payment of a fee commensurate with the cost of processing the request and making such a determination, including but not limited to CITY's administrative and legal expenses. Upon termination of this Agreement, CITY shall upon LANDOWNER's request record a notice of such termination in a form satisfactory to the City Attorney that the Agreement has been terminated. The aforesaid notice may specify, and LANDOWNER agrees, that termination shall not affect in any manner any continuing obligation to pay any item specified by this Agreement, by the North Natomas Financing Plan or any of the measures implementing said plan, and shall have the effect as set forth in section 18.C.

B. **Multi-family and Single Family Residential Projects.** This Agreement shall automatically terminate and be of no further force and effect as to any single family residence or multi-family building, and the lot or parcel upon which said residence or building is located, when it has been approved by CITY for occupancy.

C. **Effect Of Termination On Landowner Obligations.** Termination of this Agreement as to the Property or any portion thereof shall not affect any of the LANDOWNER's obligations to comply with CITY's General Plan, the NNCP, and all entitlements issued for the Property, nor shall it affect any other covenants of this Agreement specified in this Agreement to

FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. 99-162

ORDINANCE NO. 99-050
DATE ADOPTED: SEP 28 1999

continue after the termination of this Agreement, including but not limited to those specified in sections 6, 10 and 13.C.

19. **No Joint Venture, Partnership, or Other Relationship.** Nothing contained in this Agreement or in any other document executed in connection with this Agreement shall be construed as creating a joint venture or partnership between CITY and LANDOWNER. No relationship exists as between LANDOWNER and CITY other than that of a governmental entity regulating the development of private property, and the owners of such private property.

20. **Notices.** All notices required or provided for under this Agreement shall be in writing and delivered in person or sent by certified mail, postage prepaid, return receipt requested, to the principal offices of the CITY and LANDOWNER or LANDOWNER's assigns and successors, and to Lender, if applicable. Notice shall be effective on the date delivered in person, or the date when received if such notice was mailed to the address of the other party as indicated below:

Notice to the CITY: City of Sacramento
 915 I Street
 Sacramento, California, 95814
 ATTN: City Manager

Notice to the LANDOWNER: Kern W. Schumacher
 2200 E. Camelback, Suite 101
 Phoenix, AZ 85018

with copies to:

Gregory D. Thatch, Esq.
LAW OFFICES OF GREGORY D. THATCH
1730 I Street, Suite 220
Sacramento, CA 95814-3017

Notice to Lender: [n/a]

Any party may change the address to which notices are to be mailed by giving written notice of such changed address to each other party in the manner provided herein.

21. **Severability.** If any provision of this Agreement is held invalid, void or unenforceable but the remainder of the Agreement can be enforced without failure of material consideration to any party, then this Agreement shall not be affected and it shall remain in full force and effect, unless amended or modified by mutual consent of the parties, utilizing the procedures specified herein and the Procedural Ordinance. Provided, however, that if such holding affects a material provision of this Agreement, LANDOWNER shall have the right in its sole discretion to terminate this Agreement upon providing written notice of such termination to CITY; provided further, however, that in the event LANDOWNER so elects to terminate, such election shall not affect in any manner the terms and conditions of any entitlement theretofore granted by CITY with respect to the Property, or any portion thereof.

22. **Recording.** The City Clerk shall cause a copy of this Agreement to be recorded with the Sacramento County Recorder no later than ten (10) days following execution of this Agreement by CITY, which execution will take place no sooner than the effective date of the ordinance approving this Agreement.

23. **Reimbursement to CITY.** LANDOWNER agrees to reimburse the CITY for reasonable and actual expenses incurred by CITY that relate directly to CITY'S review, consideration and execution of this Agreement. Such expenses include but are not limited to recording fees, publishing fees and any special meeting costs, staff time (including review by the City Attorney), and

notice costs. Such expenses shall be paid by LANDOWNER within thirty (30) days of receipt of a detailed written statement of such expenses.

24. Provisions Relating to Lenders.

A. Lender Rights and Obligations.

(1) **Prior to Lender Possession.** No Lender shall have any obligation or duty under this Agreement to construct or complete the construction of improvements, or to guarantee such construction or completion, and shall not be obligated to pay any fees or charges which are liabilities of LANDOWNER or LANDOWNER's successors in interest, but shall otherwise be bound by all of the terms and conditions of this Agreement, which pertains to the Property or such portion thereof in which it holds an interest. Nothing in this section shall be construed to grant to a Lender rights beyond those of LANDOWNER hereunder, or to limit any remedy CITY has hereunder in the event of default by LANDOWNER, including but not limited to termination and/or refusal to grant entitlements with respect to the Property.

(2) **Lender in Possession.** A Lender who comes into possession of the Property, or any portion thereof, pursuant to foreclosure of a mortgage or deed of trust, or a deed in lieu of foreclosure, shall not be obligated to pay any fees or charges which are obligations of LANDOWNER, and which remain unpaid as of the date such Lender takes possession of the Property or portion thereof. Provided, however, that a Lender shall not be eligible to apply for or receive entitlements with respect to the Property, or otherwise be entitled to develop the Property or devote the Property to any uses or to construct any improvements thereon other than the development contemplated or authorized by this Agreement and subject to all of the terms and conditions hereof,

including payment of all fees (delinquent, current and accruing in the future) and charges, and assumption of all obligations of LANDOWNER hereunder; provided, further, that no Lender, or successor thereof, shall be entitled to the rights and benefits of the LANDOWNER hereunder or entitled to enforce the provisions of this Agreement against CITY unless and until such Lender or successor thereof qualifies as a recognized assignee under the provisions of section 4 of this Agreement.

B. **Notice of LANDOWNER's Default Hereunder.** If CITY receives notice from a Lender requesting a copy of any notice of default given LANDOWNER hereunder and specifying the address for service thereof, then CITY shall deliver to such Lender, concurrently with service thereon to LANDOWNER, any notice given to LANDOWNER with respect to any claim by CITY that LANDOWNER has committed a default, and if CITY makes a determination of non-compliance, CITY shall likewise serve notice of such non-compliance on such Lender concurrently with service thereof on LANDOWNER.

C. **Lender's Right to Cure.** Each Lender shall have the right (but not the obligation) during the same period of time available to LANDOWNER to cure or remedy, on behalf of LANDOWNER, the default claimed or the areas of non-compliance set forth in CITY's notice. Such action shall not entitle a Lender to develop the property or otherwise partake of any benefits of this Agreement unless such Lender shall assume and perform all obligations of LANDOWNER hereunder.

D. **Other Notices Given By City.** A copy of all notices given by CITY pursuant to the terms of this Agreement shall be sent to Lender at the address provided in Section 20 hereof.

25. **Estoppel Certificate.** Either party may, at any time, and from time to time, deliver written notice to the other party requesting such other party to certify in writing that, to the knowledge

FOR CITY CLERK USE ONLY

99-050

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99-162

DATE ADOPTED:

SEP 28 1999

CITY AGREEMENT NO.

of the certifying party, (i) this Development Agreement is in full force and effect and a binding obligation of the parties, (ii) this Development Agreement has not been amended or modified either orally or in writing, or if so amended, identifying the amendments, and (iii) the requesting party is not in default in the performance of its obligations under this Development Agreement, or if in default, describing therein the nature and amount of any such defaults. A party receiving a request hereunder shall execute and return such estoppel certificate, or give a written detailed response explaining why it will not do so, within thirty (30) days following the receipt of each such request. Each party acknowledges that such an estoppel certificate may be relied upon by third parties acting in good faith. A certificate provided by CITY establishing the status of this Agreement with respect to the Property or any portion thereof shall be in recordable form and may be recorded at the expense of the recording party.

26. **Construction.** All parties have had the opportunity to be represented by legal counsel of their own choice in the preparation of this Development Agreement and no presumption or rule that "an ambiguity shall be construed against a drafting party" shall apply to the interpretation or enforcement of any provision hereof. Captions on sections and subsections are provided for convenience only and shall not be deemed to limit, amend or affect the meaning of the provision to which they pertain.

27. **Counterparts.** This Agreement may be executed in any number of counterparts and shall be deemed duly executed when each of the parties has executed such a counterpart.

28. **Time.** Time is of the essence of each and every provision hereof.

29. **Limitation of Actions.** No court action shall be filed by a party to this Agreement on the ground of default or breach of its terms unless such action is filed within one hundred eighty (180) days from the date of discovery by the aggrieved party of the facts underlying the claim of breach or default.

30. **No Third Parties Benefitted.** No Person who is not a qualified successor or assign of a party hereto pursuant to section 4 of this Agreement, or who has not become a party by duly adopted amendment hereof may claim the benefit of any provision of this Agreement.

31. **Effect of Agreement Upon Title to Property.** In accordance with the provisions of Government Code Section 65868.5, from and after the time of recordation of this Agreement, the Agreement shall impart such notice thereof to all persons as is afforded by the recording laws of the State of California. The burdens of this Agreement shall be binding upon, and the benefits of this Agreement shall inure to, all successors in interest to the parties to this Agreement.

32. **Covenant of Good Faith.** CITY and LANDOWNER agree that each of them shall at all times act in good faith in order to carry out the terms of this Agreement.

33. **Exhibits:** The following are the exhibits to this Agreement:

- A Legal Description of the Property
- B Landowner's Development Plan
- C Special Conditions
- D Assignment and Assumption Agreement
- E North Natomas Land Acquisition Program
- F Protest Waiver Form

G Irrevocable Offer of Dedication Form

H Map and Categorical Listing of Land and Infrastructure

34. **Entire Agreement.** This Agreement, together with its Exhibits A to H, inclusive, constitutes the entire agreement between the parties with respect to the subject matter of this Agreement. This Agreement is specifically intended by the parties hereto to supersede all prior development agreements, if any, for the Property which may exist between CITY and LANDOWNER. The provisions of section 10.B. of this Agreement, relating to indemnification and defense of CITY, its officers, employees and agents, shall be applicable to any claim whatsoever against CITY, its officers, employees and agents, arising out of or in any way relating to any prior development agreement relating to the Property.

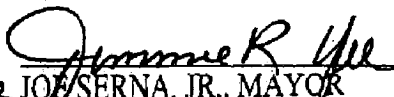
35. **City Attorney Costs.** Landowner shall pay to the City of Sacramento the sum of \$1,500.00 as and for reimbursement of the costs of the City Attorney in preparation and processing of this Agreement.

IN WITNESS WHEREOF, the CITY and LANDOWNER have executed this Development Agreement as of the date first set forth above.

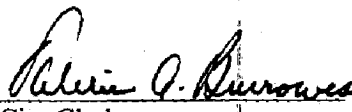
CITY:

CITY OF SACRAMENTO,
a Municipal Corporation

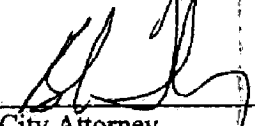
By:


FOR JOE SERNA, JR., MAYOR

ATTEST:


City Clerk

APPROVED AS TO FORM:


City Attorney

LANDOWNER:

(As to Parcel 1)

By: _____

KERN W. SCHUMACHER

(As to Parcel 2)

By: _____

KERN W. SCHUMACHER

KERN W. SCHUMACHER TRUST FOR
BROOKE A. SCHUMACHER, dated July 2,
1979

By: _____

MORRIS H. KULMER, Trustee

By: _____

CLAIRE NIELSEN, Trustee

KERN W. SCHUMACHER TRUST FOR
HOLLYE F. SCHUMACHER, dated July 2,
1979

By: _____

MORRIS H. KULMER, Trustee

By: _____

CLAIRE NIELSEN, Trustee

KERN W. SCHUMACHER TRUST FOR
TROY W. SCHUMACHER, dated July 2,
1979

By: _____

MORRIS H. KULMER, Trustee

By: _____

CLAIRE NIELSEN, Trustee

KERN W. SCHUMACHER TRUST FOR
TODD M. SCHUMACHER, dated July 2,
1979

By: _____

MORRIS H. KULMER, Trustee

By: _____

CLAIRE NIELSEN, Trustee

By: _____

TROY W. SCHUMACHER

By: _____

TODD M. SCHUMACHER

LANDOWNER:

(As to Parcel 1)

By: _____
KERN W. SCHUMACHER


(As to Parcel 2)

KERN W. SCHUMACHER TRUST FOR
TROY W. SCHUMACHER, dated July 2,
1979

By: _____
KERN W. SCHUMACHER

By: 
MORRIS H. KULMER, Trustee

KERN W. SCHUMACHER TRUST FOR
BROOKE A. SCHUMACHER, dated July 2,
1979

By: 
CLAIRE NIELSEN, Trustee

By: 
MORRIS H. KULMER, Trustee


KERN W. SCHUMACHER TRUST FOR
TODD M. SCHUMACHER, dated July 2,
1979


By: 
CLAIRE NIELSEN, Trustee

By: 
MORRIS H. KULMER, Trustee

KERN W. SCHUMACHER TRUST FOR
HOLLYE F. SCHUMACHER, dated July 2,
1979

By: 
CLAIRE NIELSEN, Trustee

By: 
MORRIS H. KULMER, Trustee

By: 
TROY W. SCHUMACHER

By: 
CLAIRE NIELSEN, Trustee

FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. 99-162

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DATE ADOPTED: SEP 28 1999 340

LANDOWNER (continued):

By: Claire Nielsen
CLAIRE NIELSEN, as custodian for
Brooke A. Schumacher under the
California Uniform Transfers to Minors Act

By: Claire Nielsen
CLAIRE NIELSEN, as custodian for
Hollye F. Schumacher under the
California Uniform Transfers to Minors Act

(ATTACH APPROPRIATE ACKNOWLEDGMENTS)

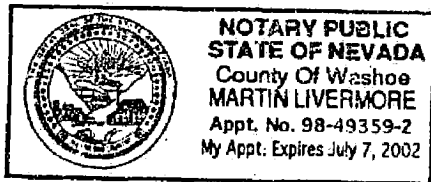
FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. 99-162

ORDINANCE NO. 99-050
DATE ADOPTED: SEP 28 1999 341

State of Nevada)
County of Washoe) ss.

On this 22 day of September, 1999, before me Martin Livermore,
a notary public, personally appeared Kern W. Schumacher, as personally known to me to be
the person whose name is subscribed to on this instrument, and acknowledged that he
executed the same.

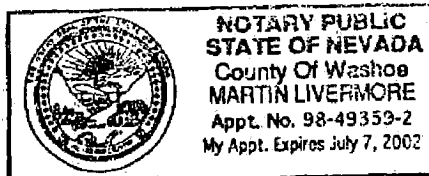


Martin Livermore
Notary Public

My commission expires

State of Nevada)
County of Washoe) ss.

On this 22 day of September, 1999, before me Martin Livermore,
a notary public, personally appeared Kern W. Schumacher, as personally known to me to be
the person whose name is subscribed to on this instrument, and acknowledged that he
executed the same.



Martin Livermore
Notary Public

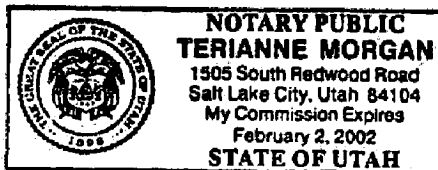
My commission expires

ORDINANCE NO. 99-050

SEP 28 1999

State of Utah)
) ss.
County of Salt Lake)

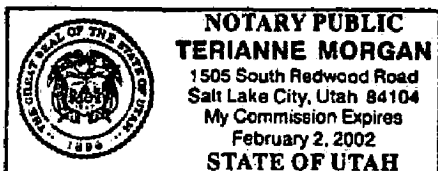
On this 20 day of September, 1999, before me Terianne Morgan,
a notary public, personally appeared Morris H. Kulmer, Trustee for the Kern W.
Schumacher Trust for Brooke A. Schumacher, as personally known to me to be the
person whose name is subscribed to on this instrument, and acknowledged that he
executed the same.



Terianne Morgan
Notary Public
My commission expires
2-2-2002

State of Utah)
) ss.
County of Salt Lake)

On this 20 day of September, 1999, before me Terianne Morgan,
a notary public, personally appeared Morris H. Kulmer, Trustee for the Kern W.
Schumacher Trust for Hollye F. Schumacher, as personally known to me to be the
person whose name is subscribed to on this instrument, and acknowledged that he
executed the same.



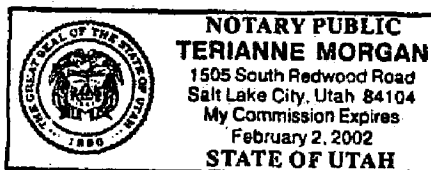
Terianne Morgan
Notary Public
My commission expires
2-2-2002

ORDINANCE NO. 99-050

SEP 28 1999

State of Utah)
) ss.
County of Salt Lake)

On this 20 day of September, 1999, before me Terianne Morgan,
a notary public, personally appeared Morris H. Kulmer, Trustee for the Kern W.
Schumacher Trust for Troy W. Schumacher, as personally known to me to be the person
whose name is subscribed to on this instrument, and acknowledged that he executed
the same.



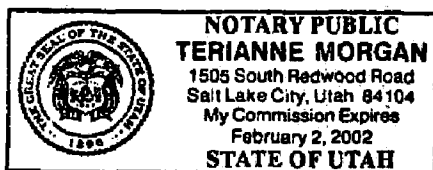
Terianne Morgan
Notary Public

My commission expires

2-2-2002

State of Utah)
) ss.
County of Salt Lake)

On this 20 day of September, 1999, before me Terianne Morgan,
a notary public, personally appeared Morris H. Kulmer, Trustee for the Kern W.
Schumacher Trust for Todd M. Schumacher, as personally known to me to be the
person whose name is subscribed to on this instrument, and acknowledged that he
executed the same.



Terianne Morgan
Notary Public

My commission expires

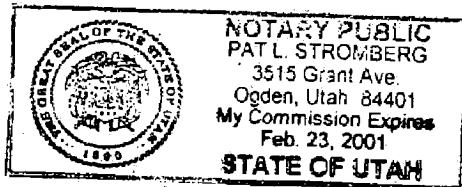
2-2-2002

ORDINANCE NO. 99-050

SEP 28 1999

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, Trustee for the Kern W. Schumacher Trust for Brooke A. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



Pat L. Stromberg
Notary Public

My commission expires

2/23/01

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, Trustee for the Kern W. Schumacher Trust for Holliye F. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



Pat L. Stromberg
Notary Public

My commission expires

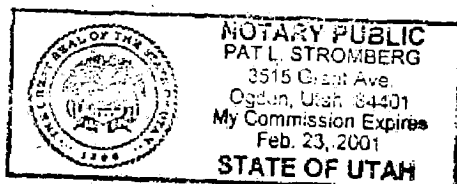
2/23/01

ORDINANCE NO. 99-050

SEP 28 1999

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, Trustee for the Kern W. Schumacher Trust for Troy W. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



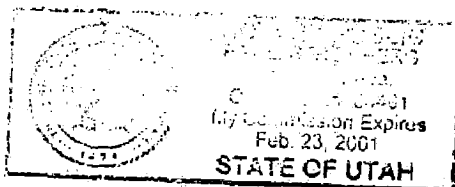
Pat L. Stromberg
Notary Public

My commission expires

2/23/01

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, Trustee for the Kern W. Schumacher Trust for Todd M. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



Pat L. Stromberg
Notary Public

My commission expires

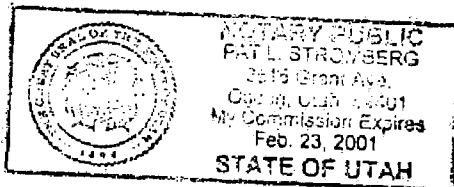
2/23/01

ORDINANCE NO. 99-050

SEP 28 1999

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, as custodian for Brooke A. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



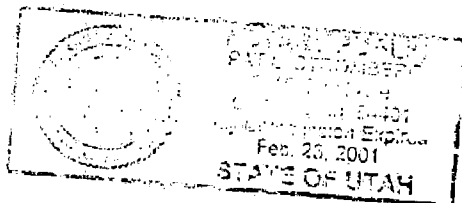
Pat L. Stromberg
Notary Public

My commission expires

2/23/01

State of Utah)
) ss.
County of Weber)

On this 20th day of September, 1999, before me Pat L. Stromberg, a notary public, personally appeared Claire Nielsen, as custodian for Hollye F. Schumacher, as personally known to me to be the person whose name is subscribed to on this instrument, and acknowledged that he executed the same.



Pat L. Stromberg
Notary Public

My commission expires

2/23/01

ORDINANCE NO. 99-050

SEP 28 1999

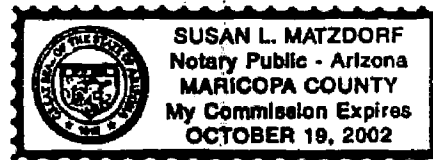
STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 22nd day of September, 1999, before me personally appeared Troy W. Schumacher,
whom I know personally, and acknowledged that he executed the same.

Susan L. Matzdorf
Notary Public

Residing at Phoenix, Arizona

My commission expires: October 19, 2002



ORDINANCE NO. 99-050

SEP 28 1999

EXECUTION PAGE FOR LENDER

_____[n/a/]_____, a _____ (herein "LENDER") owns an equitable interest in the Property described in Exhibit "A" of this Agreement as the beneficiary of that certain deed of trust and assignment of rents dated _____ and recorded on _____, as Instrument _____, in Book _____, Page _____, Official Records, Sacramento County, California.

LENDER hereby executes this Agreement and agrees to be bound by the terms and condition hereof, subject to the limitations set forth in Section 24 hereof.

LENDER requests that it be provided with copies of all notices mailed to LANDOWNER pursuant to the terms of this Agreement and that said copies be addressed as follows:

Attn: _____

Dated: _____

LENDER:

By: _____

Its: _____

(ATTACH APPROPRIATE ACKNOWLEDGMENT)

FOR CITY CLERK USE ONLY

CITY AGREEMENT NO. **99-162**

ORDINANCE NO. **99-050**

DATE ADOPTED: **SEP 28 1999**

EXHIBIT A

**DESCRIPTION OF LANDOWNER'S
PROPERTY**

SEE ATTACHED

**NOTE: UPON RECORDATION OF FINAL MASTER PARCEL MAP,
THIS EXHIBIT A WILL BE REPLACED BY THE SAID MAP,
WITHOUT NEED FOR AMENDMENT OF THIS AGREEMENT.**

ORDINANCE NO. 99-050
SEP 28 1999

DESCRIPTION

THAT CERTAIN REAL PROPERTY SITUATED IN THE STATE OF CALIFORNIA, COUNTY OF SACRAMENTO, CITY OF SACRAMENTO, DESCRIBED AS FOLLOWS:

PARCEL 1:

LOTS 86, 100, 101, 102, 120, 121 AND THAT PORTION OF LOTS 62, 72, 73, 87, 99, 122 AND 123, AS SAID LOTS ARE SHOWN ON THE MAP OF "NATOMAS CENTRAL SUBDIVISION," FILED SEPTEMBER 18, 1920, IN BOOK 16 OF MAPS, PAGE 3, RECORDS OF SACRAMENTO COUNTY, AND ALSO THAT PORTION OF LOT 61 ACQUIRED AS PARCEL 1 IN DEED TO STATE OF CALIFORNIA RECORDED JULY 8, 1966, IN BOOK 6607-08 AT PAGE 184, OFFICIAL RECORDS OF SACRAMENTO COUNTY, LYING EASTERLY OF THE FOLLOWING DESCRIBED LINE:

BEGINNING AT THE EASTERLY TERMINUS OF COURSE NO. 12 AS SAID COURSE IS NUMBERED AND DESCRIBED IN SAID DEED TO THE STATE OF CALIFORNIA; RECORDED JULY 8, 1966; THENCE FROM SAID POINT OF BEGINNING NORTH 82 DEG. 18'44" WEST 636.47 FEET; THENCE ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 1095.00 FEET, THROUGH AN ANGLE OF 54 DEG. 34'30" AN ARC LENGTH OF 1043.00 FEET; THENCE NORTH 27 DEG. 44'14" WEST 21.28 FEET; THENCE ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 2945.00 FEET, THROUGH AN ANGLE OF 03 DEG. 11'29", AN ARC LENGTH OF 164.04 FEET; THENCE NORTH 24 DEG. 32'45" WEST 349.49 FEET; THENCE NORTH 23 DEG. 24'00" WEST 2190.66 FEET; THENCE NORTH 23 DEG. 27'18" WEST 1057.42 FEET; THENCE ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 1500.00 FEET; THROUGH AN ANGLE OF 21 DEG. 37'38", AN ARC LENGTH OF 566.20 FEET; THENCE NORTH 01 DEG. 49'40" WEST 720.00 FEET; THENCE FROM A TANGENT THAT BEARS NORTH 26 DEG. 00'49" EAST ALONG A CURVE TO THE LEFT WITH A RADIUS OF 1300.00 FEET, THROUGH AN ANGLE OF 45 DEG. 33'20", AN ARC LENGTH OF 1033.62 FEET; THENCE NORTH 19 DEG. 32'31" WEST 302.33 FEET; THENCE NORTH 03 DEG. 56'39" WEST 686.21 FEET; THENCE NORTH 00 DEG. 55'23" WEST 720.02 FEET; THENCE NORTH 00 DEG. 31'31" WEST 1175.86 FEET; THENCE NORTH 04 DEG. 20'37" EAST 162.94 FEET; THENCE ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 920.00 FEET, THROUGH AN ANGLE OF 25 DEG. 17'42", AN ARC LENGTH OF 406.16 FEET; THENCE NORTH 29 DEG. 38'19" EAST 923.54 FEET; THENCE NORTH 74 DEG. 22'15" EAST 208.01 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF ELKHORN BOULEVARD.

PARCEL 2:

LOT 61 OF NATOMAS CENTRAL SUBDIVISION, ACCORDING TO THE OFFICIAL PLAT THEREOF, FILED IN THE OFFICE OF THE RECORDER OF SACRAMENTO COUNTY, CALIFORNIA, ON SEPTEMBER 18, 1920, IN BOOK 16 OF MAPS, MAP NO. 3.

EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL:

BEGINNING AT THE SOUTHWEST CORNER OF SAID LOT 61, DISTANT 313.80 FEET NORTHEASTERLY, MEASURED AT RIGHT ANGLES FROM THE BASE LINE AT ENGINEER'S STATION "C1"237+10.25 OF THE DEPARTMENT OF PUBLIC WORKS' SURVEY ON ROAD 03-SAC-5 FROM POST MILE 22.0 TO POST MILE 34.7 THENCE (1)

ORDINANCE NO. 39-050

SEP. 28 1999
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LEGAL DESCRIPTION CONTINUED:

FROM SAID POINT OF BEGINNING ALONG THE WEST LINE OF SAID LOT, NORTH 00 DEG. 32'57" WEST 235.04 FEET; THENCE (2) LEAVING SAID WEST LINE FROM A TANGENT THAT BEARS SOUTH 64 DEG. 39'09" EAST ALONG A CURVE TO THE LEFT WITH A RADIUS OF 1095.00 FEET, THROUGH AN ANGLE OF 17 DEG. 39'35", AN ARC LENGTH OF 337.50 FEET; THENCE (3) SOUTH 82 DEG. 18'44" EAST 438.83 FEET; THENCE (4) NORTH 01 DEG. 08'45" WEST 25.30 FEET; THENCE (5) NORTH 82 DEG. 18'44" WEST 434.95 FEET; THENCE (6) ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 1070.00 FEET, THROUGH AN ANGLE OF 18 DEG. 18'41", AN ARC LENGTH OF 341.97 FEET TO A POINT IN THE WEST LINE OF SAID LOT; THENCE (7) ALONG SAID WEST LINE NORTH 00 DEG. 32'57" WEST 60.77 FEET; THENCE (8) LEAVING SAID WEST LINE FROM A TANGENT THAT BEARS SOUTH 62 DEG. 28'09" EAST ALONG A CURVE TO THE LEFT WITH A RADIUS OF 1016.00 FEET, THROUGH AN ANGLE OF 19 DEG. 50'35", AN ARC LENGTH OF 351.87 FEET; THENCE (9) SOUTH 82 DEG. 18'44" EAST 341.94 FEET; THENCE (10) NORTH 88 DEG. 51'15" EAST 182.43 FEET; THENCE (11) SOUTH 01 DEG. 08'45" WEST 108.30 FEET; THENCE (12) SOUTH 82 DEG. 18'44" EAST 97.64 FEET TO A POINT IN THE NORTH LINE OF THE PRIVATE ROAD AND CANAL RESERVATION LYING ALONG THE SOUTH LINE OF SAID LOT; THENCE (13) ALONG SAID NORTH LINE NORTH 88 DEG. 50'13" EAST 203.52 FEET; THENCE (14) LEAVING SAID NORTH LINE SOUTH 01 DEG. 08'45" EAST 35.00 FEET TO THE SOUTH LINE OF SAID LOT; THENCE (15) ALONG LAST SAID LINE SOUTH 88 DEG. 50'13" WEST 1155.21 FEET TO THE POINT OF BEGINNING.

ORDINANCE NO. 99-050

SEP 28 1999

Legal Description Continued:

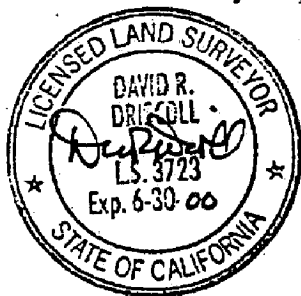
Portion of Lots 59, 60 and 74

That portion of Lots 59, 60 and 74, as said lots are shown on that certain "Map of Natomas Central Subdivision" filed in the office of the Recorder, County of Sacramento, State of California in Book 16 of Maps, Map No.3, more particularly described as follows:

Beginning at the most northerly corner of Lot 61, as said lot is shown on that certain "Map of Natomas Central Subdivision" filed in the office of the Recorder, County of Sacramento, State of California in Book 16 of Maps, Map No.3;
thence from said point of beginning South 47°16'21" East, a distance of 2,472.96 feet to the south line of said lot 59;
thence along said south line North 88° 49'25" East, a distance of 40.99 feet;
thence leaving said south line North 01° 10'58" West, a distance of 274.33 feet;
thence along the arc of a tangent curve to the left, with a radius of 1,400 feet through a central angle of 71° 19' 04", a distance of 1,742.62 feet;
thence North 72° 30'02" West, a distance of 299.34 feet;
thence along the arc of a tangent curve to the right, with a radius of 1,400 feet through a central angle of 52° 38' 47", a distance of 1,286.39 feet to a point on the west line of said lot 74;
thence along said west line and the west line of said lot 60, South 19° 51'15" East, a distance of 907.16 feet to the point of beginning.

Containing 28.78 acres more or less.

Note: The bearing and distances used for this legal description were calculated from the Record of Survey recorded in Book 42 of Surveys at page 14, Sacramento County Records.



David R. Driscoll, LS 3723
License expires 6-30-00
Dated August 3, 1999

\\SAS1\PROJECT\SA1047\SU\Descriptions\3aug99exha.doc

ORDINANCE NO. 99-050

SEP 28 1999

Legal Description Continued:

EXCEPTING FROM THE ABOVE LANDS THE FOLLOWING:

Portion of Lot 72

That portion of Lot 72, as said lot is shown on that certain "Map of Natomas Central Subdivision" filed in the office of the Recorder, County of Sacramento, State of California in Book 16 of Maps, Map No.3, more particularly described as follows:

Beginning at the northwest corner of Lot 76, as said lot is shown on that certain "Map of Natomas Central Subdivision" filed in the office of the Recorder, County of Sacramento, State of California in Book 16 of Maps, Map No.3;

thence from said point of beginning, South 89° 44' 18" West, a distance of 304.88 feet; thence South 19° 51' 15" East, a distance of 922.95 feet to the southwest corner of said lot 76;

thence, North 00° 33' 55" West, a distance of 869.52 feet to the point of beginning.

Containing 3.04 acres more or less.

Note: The bearing and distances used for this legal description were calculated from the Record of Survey recorded in Book 42 of Surveys at page 14, Sacramento County Records.



David R. Driscoll, LS 3723

License expires 6-30-00

Dated August 3, 1999

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ORDINANCE NO. 99-050

SEP 28 1999

EXHIBIT B

LANDOWNER'S DEVELOPMENT PLAN

SEE ATTACHED

ORDINANCE NO. 99-050

SEP 28 1999

APPLICANT
Law Offices of Gregory D. Thatch
1730 I Street, Suite 270
Sacramento, CA 95814
PH: (916) 443-6956
Attn: Gregory Thatch

SUBDIVIDER / OWNER
Kern Schumacher
P.O. Box 1567
Incine Village, NY 09450

PLANNER / ENGINEER
Nate and Associates, Inc.
1750 Creekside Oaks Drive, Suite 200
Sacramento, California 95833
PH. (916) 641-1500
Allan Lind Hoffman

ASSESSOR PARCEL NUMBERS
201-0000-16, 17, 18, 26, 27, 28, 29, 61
225-0030-26, 27, 28, 29, 30, 31
225-0040-12, 29, 30, 32

ACREAGE
584.0 Gross Acres

NUMBER OF LOTS
76

EXISTING LAND USE

PROPOSED LAND USE

Condot
Employment Center 40
Employment Center 50
Employment Center 60
Employment Center 60
Elementary School
Freeway Buffer
High Density Residential
Low Density Residential
Medium Density Residential
Open Space
Park
Transit Commercial

EXISTING ZONING
MFD-20, R2B, R1A, A-06

PROPOSED ZONING
R-1(PUD), R-1A(PUD), R-2A(PUD), R-2B(PUD), R-4(PUD)
C-2(PUD), A-OS(PUD), EC-40(PUD), EC-50(PUD),
EC-65(PUD), EC-80(PUD)

FIRE PROTECTION
City of Sacramento
All fire hydrants to be installed per City of
Sacramento standard specifications

PHASING
Final mapping may occur in phase; multiple final maps
will be recorded.

(TBA)	To be abandoned
_____	Property Boundary
_____	Proposed Lot Line
_____	Proposed In-situ Offer of Dedication
=====	Proposed Street Centerline and Right-of-Way (Wider Way in reservation only)
-----	Proposed Neighborhood Linkages

[illegible]

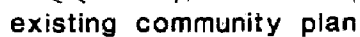
ORDINANCE NO. 99-050
SEP. 28 1999

DATE	PR	JOB	ADDRESS	DIST. <u> </u> / <u> </u> / <u> </u> CARRIER <u> </u> / <u> </u> / <u> </u> NAME <u> </u> PHONE NO. <u> </u> TELETYPE NO. <u> </u> TELEPHONE NO. <u> </u>
OFFICE: The customer shipping these goods off and not transportation for, or made by,				prearranged shipment to or use of

NOLTE
BEYOND ENGINEERING

Schumacher Property
MASTER PARCEL MAP
Includes Commerce Station, Natomas Creek and
PREPARED FOR: Kern Schumacher

DATE SUBMITTED: 07/29/98



SUMMARY

land use	existing net acres	proposed net acres
LOW 700/acre	85.4	86.5
MED 2000/acre	5.7	5.7
HIGH 2000/acre	5.7	5.7
TC 2000/acre	4.9	10.1
ECOD 2000/acre	4.9	49.4
TC 2000/acre	40.9	40.9
ECOD 2000/acre	40.9	29.8
ECOD 2000/acre	9.8	19.7
discretionary reserve	9.8	15.8
ECOD reserve	27.3	27.3
park	27.3	27.3
storm water	10.8	10.8
RAVENS buffer	10.8	21.6
total	162.8	162.8
total rfd	-	4.8
total reserve *	31.8	45.8

TOTAL: 583.7 ac. 584.0 ac.
includes all roads as shown on Master Parcel Map

ORDINANCE NO. 99-050

SEP 28 1999

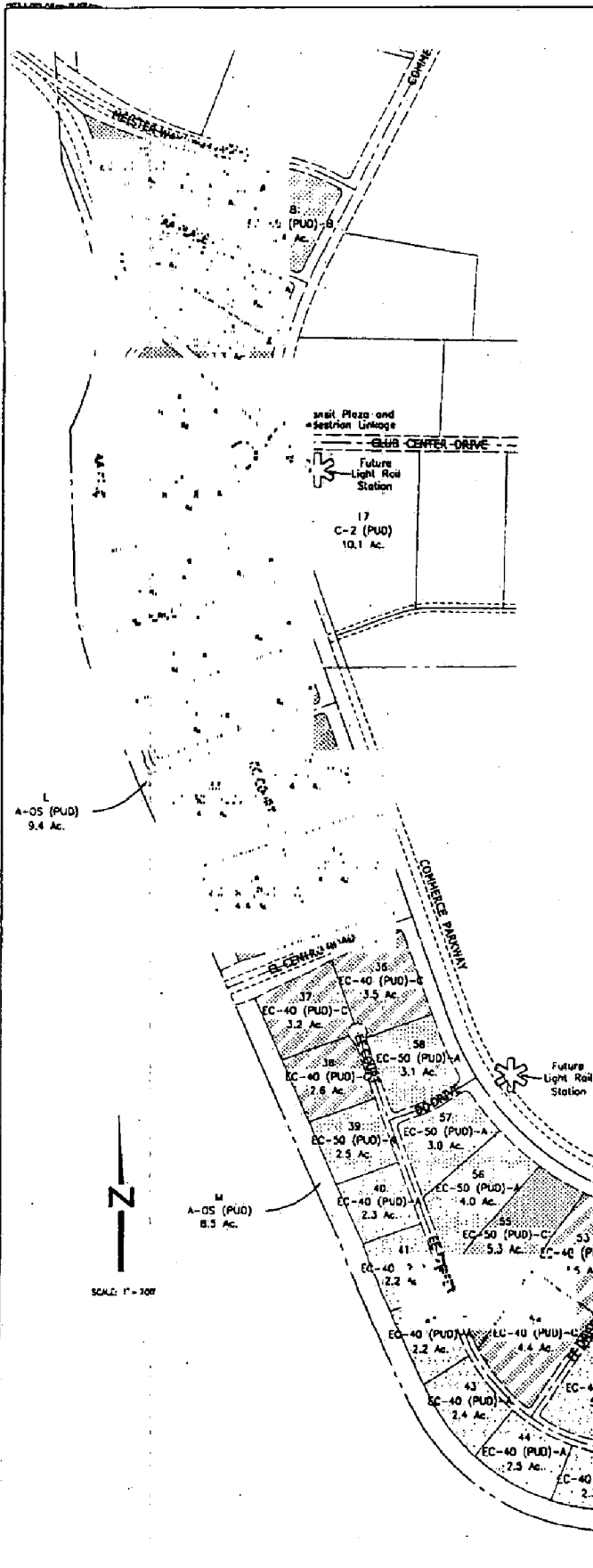
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NOLTE
BEYOND ENGINEERING

Schumacher Property
COMMUNITY PLAN AMENDMENT EXHIBIT
Includes Commerce Station, Natomas Creek and Towne Center

PREPARED FOR: Kapri Schumacher DATE SUBMITTED: 5/7/15

02



Land Use Designation	Schematic Plan Designation		
	A Standard Uses	B Retail Option	C Light Industrial Option
EC-80 (PUD)	<ul style="list-style-type: none"> All permitted EC-80 Primary and EC-80 Secondary Uses 		
EC-65 (PUD)	<ul style="list-style-type: none"> All permitted EC-65 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns 	<ul style="list-style-type: none"> All permitted EC-65 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns Restaurants, Cafes and Delicatessens Automobile Services 	
EC-50 (PUD)	<ul style="list-style-type: none"> All permitted EC-50 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns 		<ul style="list-style-type: none"> All permitted EC-65 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns Light Industrial/Assembly
EC-40 (PUD)	<ul style="list-style-type: none"> All permitted EC-40 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns 	<ul style="list-style-type: none"> All permitted EC-40 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns Restaurants, Cafes and Delicatessens Automobile Services Retail Shops for Consumer Goods and Services 	<ul style="list-style-type: none"> All permitted EC-40 Primary Uses and Support Retail Uses within a primary use building Health Clubs Hotels/Motels/Inns Light Industrial/Assembly Manufacturing Warehousing and Distribution
C-2 (PUD)	All Permitted C-2 uses as defined in Section III of these guidelines		
A-OS (PUD)	All Permitted A-OS uses as defined by the City of Sacramento Zoning Code		

Schematic Plan Designations Summary

Schematic Plan Designation	Lot Numbers	Net/Not Acreage		
		A	B	C
EC-80 (PUD)-A	24, 25	13.3		
EC-65 (PUD)-A	19, 22, 23, 26, 27, 28, 29, 30, 31	26.4		
EC-65 (PUD)-B	18		3.4	
EC-60 (PUD)-A	39, 56, 57, 58	12.6		
EC-60 (PUD)-G	20, 21, 32, 33, 34, 35, 55			29.8
EC-40 (PUD)-A	40, 41, 42, 43, 44, 45, 50, 51, 52	29.9		
EC-40 (PUD)-B	48, 47, 48, 49		19.4	
EC-40 (PUD)-C	36, 37, 38, 53, 54			17.2
G-2 (PUD)	17	10.1		
A-OS (PUD)	L, M	17.9		
Public Streets		32.6		
Light Rail		4.3		
Sub-Totals		82.2	22.8	47.0
TOTAL		216.9 ac.		

NOTE: The Schematic Plan circumscribes the placement of various uses within the Commerce Station PUD. The specific uses that are permitted are regulated by the PUD Guidelines, the North Natomas Community Plan and the City of Sacramento Zoning Code. The placement of uses as defined in the Schematic Plan should not be construed to imply that retail uses can exceed 10% of the EC designated lands or that industrial uses can exceed 20% of the EC designated lands. If Special Permits are approved for properties within the PUD and these thresholds are reached within the PUD, lands shown site B or C option designations on the Schematic Plan will be required to develop as Primary Uses.

ORDINANCE NO. 99-050

SEP 28 1999

NO.	DATE	REVISION
1	07/29/1999	Initial
2	08/11/1999	Revised
3	08/11/1999	Revised
4	08/11/1999	Revised
5	08/11/1999	Revised
6	08/11/1999	Revised
7	08/11/1999	Revised
8	08/11/1999	Revised
9	08/11/1999	Revised
10	08/11/1999	Revised

NOLTE
BEYOND ENGINEERING

1700 UNIVERSITY DRIVE, SUITE 200, SACRAMENTO, CA 95811
TEL: 916.441.1100 FAX: 916.441.1101 WWW.NOLTE.COM

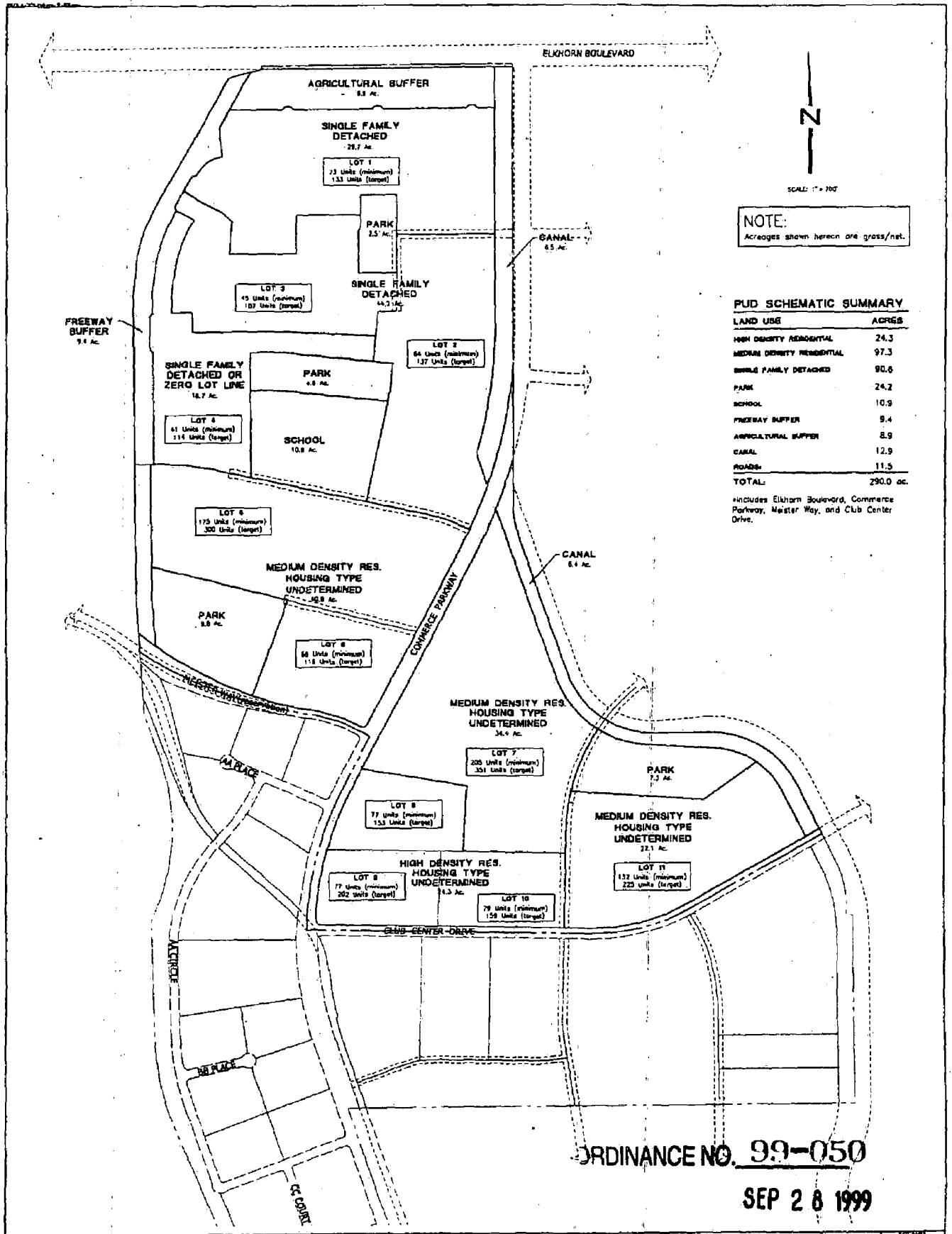
Commerce Station
SCHEMATIC PLAN

359

DATE SUBMITTED: 07/29/1999

PREPARED FOR: Kim Schumacher

04
SEP 28 1999
359
DATE SUBMITTED: 07/29/1999
359
DATE SUBMITTED: 07/29/1999



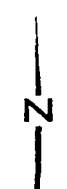
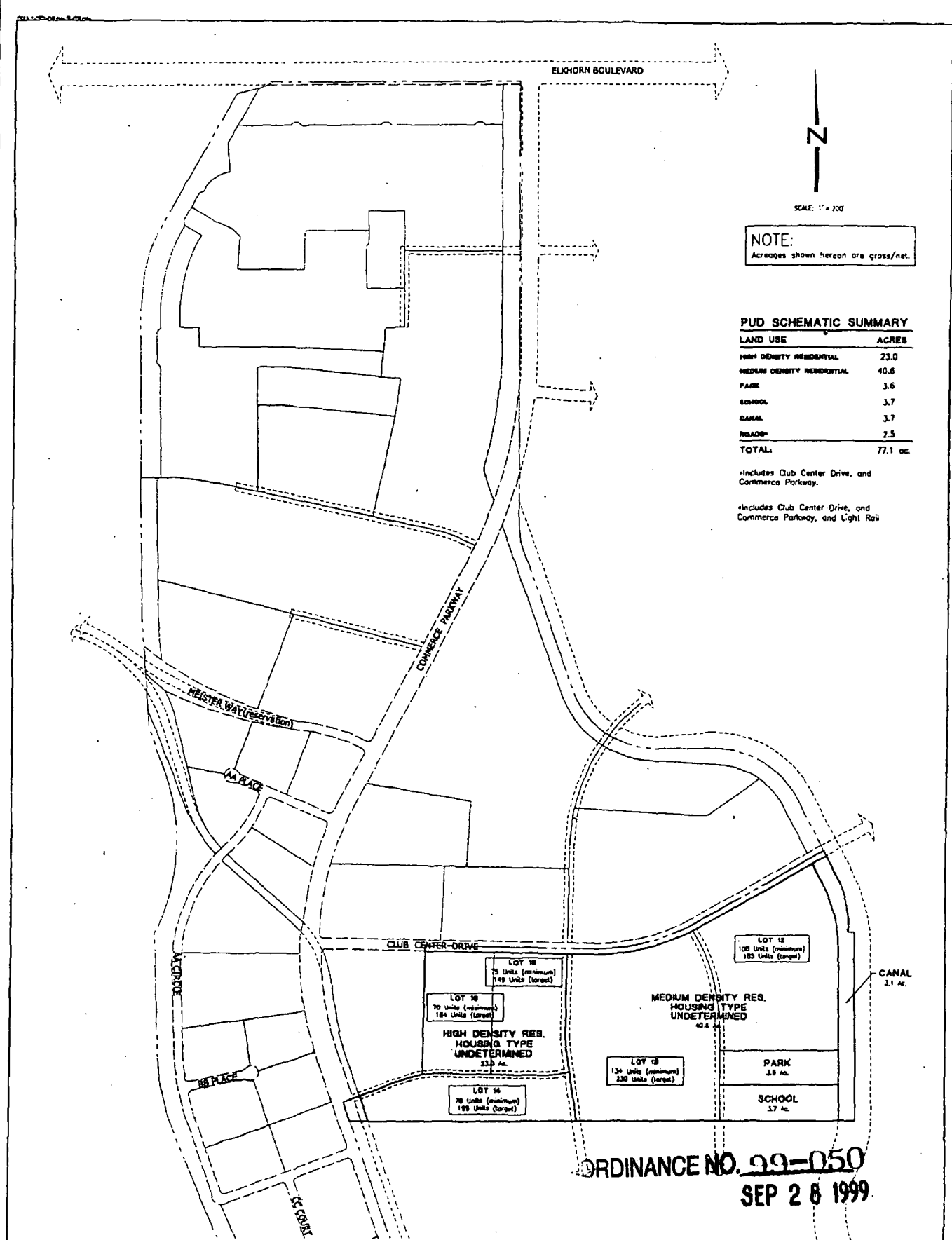
NOTE:
Acreages shown herein are gross/net.

PUD SCHEMATIC SUMMARY

LAND USE	ACRES
HIGH DENSITY RESIDENTIAL	24.3
MEDIUM DENSITY RESIDENTIAL	97.3
SINGLE FAMILY DETACHED	90.6
PARK	24.2
SCHOOL	10.9
FREWAY BUFFER	9.4
AGRICULTURAL BUFFER	8.9
CANAL	12.9
ROADS	11.5
TOTAL:	290.0 ac.

*Includes Elkhorn Boulevard, Commerce Parkway, Meister Way, and Club Center Drive.

ORDINANCE NO. 99-050
SEP 28 1999



SCALE: 1" = 200'

NOTE:
Acreages shown hereon are gross/net.

PUD SCHEMATIC SUMMARY

LAND USE	ACRES
HIGH DENSITY RESIDENTIAL	23.0
MEDIUM DENSITY RESIDENTIAL	40.6
PARK	3.6
SCHOOL	3.7
CANAL	3.7
ROADS	2.5
TOTAL:	77.1 ac.

*Includes Club Center Drive, and Commerce Parkway.

*Includes Club Center Drive, and Commerce Parkway, and Light Rail

ORDINANCE NO. 99-050
SEP 28 1999

NO.	DATE	BY	APPROVED
1	09/28/99	K. Schmeckler	
2	10/01/99	K. Schmeckler	
3	10/01/99	K. Schmeckler	
4	10/01/99	K. Schmeckler	
5	10/01/99	K. Schmeckler	
6	10/01/99	K. Schmeckler	
7	10/01/99	K. Schmeckler	
8	10/01/99	K. Schmeckler	
9	10/01/99	K. Schmeckler	
10	10/01/99	K. Schmeckler	

NOLTE
BEYOND ENGINEERING

1700 CRENSHAW DRIVE, SUITE 100, BAKERSFIELD, CA 93311
TEL: 805.833.1100 FAX: 805.833.1101 WWW.NOLTE.COM

Towne Center
SCHEMATIC PLAN

PREPARED FOR: K. Schmeckler

DATE SUBMITTED: 9/28/99

06

361

SA1047

EXHIBIT C

SPECIAL CONDITIONS

I. PURPOSE AND INTENT

The definitions applicable to the body of the Agreement shall apply to this Exhibit C.

In order to achieve its objectives, and in order to obtain from each LANDOWNER and developer, all required contributions, fees, land transfers, agreements, and other mechanisms required to implement its terms, the NNCP provides that all rezoning and development shall occur through the planned unit development process. Development agreements should be entered into with LANDOWNERS whenever feasible under the circumstances.

Under no circumstances can development of the Property proceed without satisfaction of the conditions specified in this exhibit. These Special Conditions shall constitute binding and legally enforceable obligations of LANDOWNER and its successors and assigns, and binding and legally enforceable requirements and conditions for the development of the Property, in addition to other obligations, requirements and conditions imposed during the rezoning, special permit, subdivision map and other land use entitlement processes.

II. LANDOWNERS' OBLIGATIONS

A. Mitigation Monitoring: Habitat Conservation Plan.

1. **Mitigation Monitoring.** When required in order to obtain entitlements, LANDOWNER shall execute a mitigation monitoring agreement, and such other agreements as may be necessary in CITY's judgment in order to implement any mitigation measure relating to the NNCP and any mitigation monitoring plans applicable to the Property, and shall fully cooperate with CITY in implementing any mitigation monitoring plan adopted as part of the approval process for development of the Property.

2. Habitat Conservation Plan.

a. In the event that a Habitat Conservation Plan has been adopted by CITY, LANDOWNER shall be obligated to undertake and exercise one of the following options:

(i) participate in that Plan by payment of the fees applicable to LANDOWNER and/or the Property or provide required proportionate land dedications, at the time specified in the Plan for payment of fees or dedication of required proportionate lands; or

(ii) obtain and present to CITY a duly issued, executed and effective incidental take permit issued by federal and state agencies charged with implementation of the provisions of federal and state Endangered Species Acts, which would allow development of the Property; or

(iii) obtain and present to CITY a duly issued, executed, and effective form of document from said federal and state agencies that development of the Property may proceed without the need for an incidental take permit; or

(iv) participate in such other plan or program which has been approved by said federal and state agencies; or

(v) take any other action required by CITY in its sole discretion, relating to satisfaction of all applicable laws, including but not limited to CEQA and the federal and state Endangered Species Acts, where none of the provisions of subsections (i), (ii), (iii) or (iv) are applicable.

b. In the event that at the time of issuance of a building permit for the Property, CITY has not adopted a Habitat Conservation Plan, and subject to the provisions of subsection "a" above, LANDOWNER shall as a condition to issuance of such building permit pay the sum of \$2,240.00* per acre of the Property subject to the building permit; the requirement specified in this subsection b. shall be included in each entitlement issued with respect to the Property where, at the time of issuance, CITY has not adopted a Habitat Conservation Plan. In the event that CITY determines, in its sole and exclusive discretion, that such a Plan is not required and the fees required by this subsection b. have been paid, CITY shall within a reasonable time of making such determination refund any fees paid by LANDOWNER pursuant to this subsection b. The provisions of Government Code Section 66000 through 66025, as those sections are amended, renumbered or reconstituted, shall not apply to the fees covered by this subsection b.

B. Agreements With Other Agencies. As required by CITY, LANDOWNER shall enter into agreements with other affected agencies, including but not limited to:

1. Appropriate sanitation districts, including but not limited to Sacramento County Regional Sanitation District, for provision of facilities, payment of fees and charges, and payment (if applicable) of any proportionate share of penalties imposed by the Environmental Protection Agency; and

*** To be determined by the City Council. No building permit shall issue until such amount is determined and the City Council has implemented the fees required by this subsection b., and such fees have been paid.**

2. Reclamation District 1000, if in CITY's sole and exclusive discretion and judgment such an agreement is in fact required, or any other agreement which is required in CITY's sole and exclusive discretion and judgment for the implementation of Interim Drainage or the Drainage Plan.

C. **Drainage Sub-basin Agreement.** LANDOWNER shall enter into an agreement with each of the other landowners within the Drainage Sub-basin within which the Property lies, which provides the manner in which the Infrastructure required for development of all of the lands within said Drainage Sub-basin shall be constructed and financed. As an alternative form of compliance with this provision, LANDOWNER may enter into an agreement with CITY, satisfactory to the City Attorney, which provides that LANDOWNER shall finance all costs associated with the Infrastructure required for development of all of the undeveloped lands within said Drainage Sub-basin. Any such agreement shall additionally provide for reimbursement in accordance with the terms of this Agreement, and the North Natomas Finance Plan, for LANDOWNER's payment of Infrastructure costs in excess of or beyond those required for development of the Property, as that term is defined in Section 8 of this Agreement. As a further alternative, CITY may impose a Drainage Sub-basin assessment district for purposes of financing the required Infrastructure. The provisions of section 6.D. of this Agreement shall apply in such a case.

III. CONDITIONS OF DEVELOPMENT; SPECIAL FINDINGS REQUIRED

A. In addition to other findings and conditions as may be deemed applicable, no special permit, subdivision map or other land use entitlement for the Property shall be approved unless the approving body either: (1) makes the following findings; or (2) expressly waives such findings, in whole or in part, as not applicable to the Property and stating the reasons therefor with such waiver and the reasons therefor appear in the record or document of approval. These findings are:

1. The approval of the proposed project is consistent with the policies, goals, standards and objectives of the NNCP and other relevant factors and circumstances, including but not limited to:

a. The adequacy of the required interim and permanent Infrastructure needed to support the project planned for the Property;

b. The extent of participation required of LANDOWNER under the North Natomas Finance Plan has been secured;

c. The extent to which LANDOWNER has complied with the provisions of the NNLAP.

2. The North Natomas Finance Plan has been adopted by the City Council.

3. All transfers of land, owned by or under the control of LANDOWNER, which are specified in the>NNLAP as being necessary for public purposes, have been transferred to CITY or to the appropriate public agency. For this purpose, a transfer will be deemed to occur upon delivery to CITY of an Irrevocable Offer of Dedication in form and manner approved by the City Department of Public Works and the City Attorney. These dedications include, but are not limited to streets, utilities, drainage facilities and public transit.

4. LANDOWNER has, where applicable, demonstrated that the proposed project as designed meets or exceeds the jobs to housing ratio of the>NNCP, either actually or through the medium of the Housing Trust Fund, or through assisting housing starts in North Sacramento, or a combination thereof.

5. LANDOWNER has entered into all agreements required pursuant to sections II.A., II.B. and II.C. above.

6. Appropriate environmental review of the proposed project has been completed, and any suggested mitigation measures resulting therefrom have been included in the approval of the project to the extent feasible.

B. In the event that any of the special findings required herein cannot be made and are not waived, approval may nevertheless be given to the proposed project if all of the following conditions can be satisfied with respect to each such special finding not made:

1. Practicable and feasible requirements or mitigation measures can be imposed upon the project, the implementation of which would allow such special finding to be made;

2. The applicant has agreed to be bound (through written agreement satisfactory to the City Attorney) by and to implement such requirements or mitigation measures, and has posted such security for compliance therewith as may be required by the City Manager; and

3. It is in the public interest and consistent with the policies, goals, standards and objectives of the Community Plan for the project to be approved with such requirements and mitigation measures.

EXHIBIT D

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (herein "this Agreement") is entered into this _____ day of _____, 19____, by and between _____ (herein "LANDOWNER") and _____ (herein "ASSIGNEE").

RECITALS

A. LANDOWNER has entered into a Development Agreement (herein "the Development Agreement") dated _____, with the City of Sacramento, pursuant to which LANDOWNER agreed to develop certain property more particularly described in the Development Agreement (herein "the Property") in the North Natomas Community Plan Area subject to certain conditions and obligations set forth in the Development Agreement.

B. LANDOWNER has assigned its interests under the Development Agreement to ASSIGNEE under a written agreement dated _____, as to that portion of the Property identified and incorporated herein by this reference (herein the "Assigned Parcel(s)").

C. ASSIGNEE desires to assume all of LANDOWNER's rights and obligations and other terms and conditions under the Development Agreement with respect to the Assigned Parcel(s).

AGREEMENTS

NOW, THEREFORE, LANDOWNER AND ASSIGNEE HEREBY AGREE AS FOLLOWS:

1. ASSIGNEE hereby assumes all of the burdens and obligations of LANDOWNER under the Development Agreement, and agrees to observe and fully perform all of the duties and obligations of LANDOWNER under the Development Agreement, and to be subject to all of the terms and conditions thereof, with respect to the Assigned Parcel(s), it being the express intention of both LANDOWNER and ASSIGNEE that, upon the execution of this Agreement, ASSIGNEE shall become substituted for LANDOWNER as the "LANDOWNER" under the Development Agreement with respect to the Assigned Parcel(s).

2. ASSIGNEE understands and agrees that this Agreement is subject to Section 4 of the Development Agreement. Section 4 reads as follows:

4. Assignment. LANDOWNER shall have the right to sell, assign, or transfer its interests under this Agreement as part of a contemporaneous and related sale, assignment or transfer of its interests in the Property, or any portion thereof, without the consent of CITY; provided, however, that LANDOWNER shall notify CITY of such sale, assignment or transfer by providing written notice thereof to CITY in the manner provided in this Agreement. LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement, unless such purchaser, assignee or transferee, to the satisfaction of and in a form acceptable to the City Attorney, executes and delivers to CITY an express agreement to assume all of the obligations and other terms and conditions of this Agreement with respect to the Property or such portion thereof sold, assigned or transferred. The execution of such an assumption agreement shall relieve LANDOWNER of the obligations expressly assumed only if: (a) LANDOWNER is not in default under this Agreement at the time of the assignment or transfer; and (b) LANDOWNER has provided CITY with notice of said assignment or transfer in the manner provided hereunder. Any such assumption agreement with respect to LANDOWNER's obligations under this Agreement shall be deemed to be to the satisfaction of the City Attorney if executed in the form of the Assignment and Assumption Agreement attached hereto as Exhibit "D" and incorporated herein by this reference, or such other form as shall be proposed by LANDOWNER and approved by the City Attorney prior to the effective date of the assignment.

Any purchaser, assignee, or transferee shall be obligated and bound by the terms and conditions of this Agreement, and shall be the beneficiary thereof and a party thereto, only with respect to the Property, or such portion thereof, sold, assigned, or transferred to it. Any such purchaser, assignee, or transferee shall observe and fully perform all of the duties and obligations of LANDOWNER under this Agreement, as such duties and obligations pertain to the portion of the Property sold, assigned, or transferred.

3. At the request of the City, ASSIGNEE agrees to enter into a separate development agreement with respect to the Assigned Parcel(s).

4. All of the covenants, terms and conditions set forth herein shall be binding upon and shall inure to the benefit of the parties hereto and to their respective heirs, successors and assigns.

5. ASSIGNEE agrees that it has read, and has sought and received all required legal and other expert consultation with regard to the Development Agreement, and fully understands all of its terms and conditions. ASSIGNEE further agrees that: (i) LANDOWNER has furnished ASSIGNEE with a copy of the North Natomas Community Plan, the Comprehensive Drainage Plan, the North Natomas Finance Plan, the RD-1000 Agreement (where applicable), the Habitat Conservation Plan, and all other documents and materials containing or relating to terms and conditions of development in the NNCP area; (ii) ASSIGNEE has read and understands all of the

terms and conditions of said documents and materials; and (iii) with such knowledge and understanding, which includes the nature and extent of the fees, taxes, assessments and other financial mechanisms and obligations inherent in such documents and materials, nevertheless has voluntarily, freely and knowingly assumed and agreed to perform all of obligations and requirements, and be bound by all of the provisions of such documents and materials.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

By: _____
"ASSIGNEE"

EXHIBIT E
NORTH NATOMAS LAND
ACQUISITION PROGRAM
(NNLAP)

SEE ATTACHED

V. LAND ACQUISITION PROGRAM

THIS CHAPTER REPLACES CHAPTER V IN THE 1994 NORTH NATOMAS FINANCING PLAN

INTRODUCTION

Development of the North Natomas area will require a significant amount of land for public uses including: open space, drainage system, roadways, interchanges, transit, parks, civic facilities, schools and buffers to other uses. Much of this land is provided through normal land dedication in the land development process. However, the quantity of land in North Natomas for public use is unusual due to the large area being planned for development and the amount of land required for mitigation of various development impacts.

The purpose of the Land Acquisition Program discussed in this section is twofold: 1) to insure that public use lands are available to the City to construct infrastructure and facilities on a timely basis as established by the City and 2) to maintain equity among landowners for land provided above and beyond standard dedications. The discussion that follows recognizes the difference between each purpose and describes how each purpose is satisfied by the North Natomas Land Acquisition Program (NNLAP).

The City requires that land for all critical facilities be dedicated or acquired as early in the process as possible to avoid land assembly problems at the time of construction and increased costs due to condemnation proceedings. The types of land included are described in a subsequent section.

Property owners are concerned that they might be required to provide more than their fair share of land for public use. If they are required to provide extra land, they should receive reasonable payment for the value of land provided in excess of their fair share. The fair-share is defined as the average amount of public land required per acre of developable land for the entire North Natomas area. Property owners providing land in excess of this average would be exceeding their fair share. Those property owners without any developable land may receive special consideration in return for dedication.

To insure that all participating landowners are treated equitably in the amount of land that is provided for public use, the City will acquire land above the average amount of public land using revenue from the Land Acquisition Fee included in the NNLAP. A landowner providing more land than the average allocation of public land would be reimbursed from fee revenue when available. Landowners providing less than the average amount of land will pay a net fee at building permit. The net fee per unit or acre for each development project will be based on the amount of acreage provided below the average.

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The per unit or per acre fee will be self adjusting over time based on the increase in the average values of acquired land. In addition, the fee will contain an administration factor

of approximately 25% (or actual cost when known) to pay for the City's time and expense in acquiring the land and monitoring the program plus a 5% contingency for the cost of acquiring land through condemnation proceedings and to assure the program is covering the acquisition costs.

PARTICIPANTS VERSUS NON-PARTICIPANTS

Property owners will participate in the program through the development agreement, tentative map and master parcelization map process. Participation would be a condition of every development agreement or as a condition on a tentative map, if a development agreement is not utilized. Property owners not developing their property would not be required to participate.

Those electing not to participate in the NNLAP would have land acquired by standard City procedures. Land would be acquired from non-participants through condemnation proceedings or purchase agreements whereby the non-participant would receive payment for the acquired land. To the extent that this value is above the estimated land value per acre, the Land Acquisition Fee contains a contingency to cover this potential expense. If sufficient fee revenues are not available, the property owner whose development triggers the acquisition would advance the funds and be reimbursed from future fee revenues.

Special consideration is necessary for property owners submitting development applications who previously had property included in the NNLAP acquired through condemnation or purchase agreements. The difference between the purchase price and the Public Land Acquisition Value (defined in the Land Acquisition Fee section) established for the current year would be determined. If the property owner was to receive a reimbursement from the Land Acquisition Program, the reimbursement would be reduced by the excess amount. If the property owner owed a Land Acquisition Fee, the fee would be increased by the excess amount. In addition, all City costs required to handle the initial purchase would be charged to the property owner. Issues regarding land acquisition and participation in the Land Acquisition Program would be resolved as part of the development approval process.

PUBLIC LAND ACQUIRED THROUGH THE NNLAP

Lands included in the NNLAP are considered to be of general benefit to all developable land uses within North Natomas. As such, the cost of acquiring these lands is allocated to all private developable land uses. Figure 22 shows the land uses, acres, and values for each of the land uses discussed below. The types of land acquired by the program are described as either Public Land or Regional Park Land as defined below. As such, the Land Acquisition Fee consists of both the Public Land Acquisition Fee and the Regional Park Land Acquisition Fee. The City will maintain a map showing all land subject to the NNLAP.

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This program excludes "normal" dedications such as neighborhood/community parks dedicated under the City's Quimby Act Ordinance or schools, local road right-of-way and landscaping easements dedicated under the Subdivision Map Act. These dedications are handled through standard City processing of development applications.

The>NNLAP also excludes public land of benefit to specific projects or areas such as the detention basins, pump stations and trunk lines within a sub basin. This land will be purchased from the drainage fees or other mechanisms applicable to each sub basin.

PUBLIC LAND ACQUIRED THROUGH THE>NNLAP

"Public land" means the property acquired through this program for public purposes for the North Natomas Finance Plan Area, excluding the Regional Park Land, under the North Natomas Land Acquisition Program. All Public Land is required as a condition of allowing development to proceed in the area in order to facilitate the installation of infrastructure and other public facilities required to meet the needs and address the impacts caused by such development. All Public Land is to be dedicated, transferred to or acquired by the City without cost to the City.

Open Space and Buffers

Open space and land buffers are required throughout the area along the I-5 and I-80 freeways, as habitat buffers along Fisherman's Lake, as a buffer to agricultural land along the south side of Elkhorn Boulevard and open space along the western City limits. The nature of these buffers and open space are considered beyond "normal" dedications of development setbacks.

Drainage Canal Right-of-Way

Development of new drainage canals may require major acquisitions of land. This land acquisition will serve the entire North Natomas area and is therefore included in this program. No acreage for existing drainage canals owned by RD 1000 is included.

Street Oversizing Right-of-Way

The portion of streets oversized for regional traffic is included in the>NNLAP as a community-wide expense. To the extent that water and sewer trunk lines cannot be located under roadways, additional right-of-way for utility easements will be required. No estimate has been made for this acreage although it is anticipated to be insignificant.

The standard street dedication is 25 feet from the back of curb. Excess dedication is counted from the 25 foot point to the center of the road. If a property owner is required to provide the land for the roadway beyond the centerline, that land would be considered excess dedication and would be subject to acquisition through the>NNLAP such as the half section of Truxel north of Del Paso alongside the drainage canal.

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Light Rail Right-of-Way

Approximately 20.4 acres of right-of-way are required for the light rail alignment that is not included as part of the road right-of-way. An additional 20.6 acres is required for LRT stations and park and ride lots under the civic transit land use designation.

Civic Lands

Civic lands include two fire stations, a library, a police substation, four community centers, and other cultural and entertainment uses. Civic lands also include civic utilities such as pump station sites, but do not include private utilities such as SMUD, PG&E, or Sacramento Cable which will be purchased by the private user via a negotiated purchase price.

REGIONAL PARK

North Natomas includes approximately 181 acres of dedicated regional park and conjunctive civic uses. Approximately 10 acres of the 200 acre park is defined as joint use with the high school and will be acquired by the School District through the school fee and 7.1 acres of detention basin will be acquired with proceeds from the drainage fees. Acquisition costs of the regional park land will be spread to all of the developable property in North Natomas. The share of the land acquisition fee necessary to acquire the regional park will not be subject to the reimbursement calculation described below, but will be collected in full from every project.

A.D. 88-03 LAND

Most property owners in Quadrant 1 are included in Assessment District 88-03 (A.D. 88-03) which primarily funded roadway improvements plus some freeway, landscaping and drainage improvements. In addition, right-of-way and road overwidth right-of-way was acquired by the District for construction of roadway and freeway improvements. Although these lands have already been acquired, the>NNLAP will include this acreage to treat A.D. 88-03 lands the same as other Public Lands. Reimbursement to the A.D. 88-03 participants for this land will be valued at the current Public Land Acquisition Value when an eligible property owner's tentative map is processed. The following summarizes the acreage acquired under A.D. 88-03 which is included in the>NNLAP.

Oversized street width right-of-way	39.05 acres
Light Rail right-of-way	3.71 acres
Freeway off-ramp right-of-way	0.83 acres

Total 43.59 acres

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The City is currently in the process of verifying this acreage and developing a list and map of the lands acquired by A.D. 88-03. The fees would then be adjusted accordingly.

PRIVATE DEVELOPABLE LANDS SUBJECT TO THE>NNLAP

The North Natomas Land Acquisition Program is based on the participation of private developable lands towards the acquisition of the necessary public lands identified in the North Natomas Community Plan. For the>NNLAP, private developable lands consist of residential, employment center, commercial, light industrial and sports complex land use categories defined in the Community Plan and identified as land use cells on the Composite Plan Map.

For purposes of the calculating the "fair share" acreage contribution and the calculation of fees and reimbursements for a project, acreage for these private developable land use designations subject to the program are defined as the Gross Acres. Gross Acres refer to the area of the private developable land use designation excluding major roads and other public/civic and open space land uses. Gross Acres include the minor roads interior to a subdivision. For purposes of calculating the Gross Land Acquisition Fee and Estimate of Land Value, Total Gross Acres refer to the summation of all of the Gross Acres in the Finance Plan Area.

ESTABLISHMENT OF THE PUBLIC LAND ACQUISITION VALUE

Each year, the Public Land Acquisition Value will establish the value of Public Land to be acquired through the North Natomas Land Acquisition Program. It will be established through the following steps.

Step 1 - Estimate of Land Value

At the beginning of each year an appraiser will provide the City of Sacramento an "estimate of land value" (not a complete narrative appraisal) as of November 1 of the preceding year for each North Natomas Community Plan land use designation. The "estimate of land value" will assume that the land is readily developable with an approved tentative map. The value of land to be acquired would be based on the value per Gross Acre and defined as the fee simple value less estimated Mello-Roos bond debt, assessments fees, and development costs associated with land development. The land value established by the City for a calendar year would be based on an adjusted three-year average of the "estimate of land value."

The initial "estimate of land value" would be based upon an appraiser's estimate of value for each land use designation for the North Natomas Community Plan in 1995 excluding the value of improvements assuming North Natomas property is ready for development and all entitlement restrictions have been removed. The value established would be based on each individual parcel likely to develop in the next several years, not a discounted cash flow of all developable property in North Natomas.

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Step 2 - Public Land Acquisition Value - Three-Year Weighted Average

Based on the estimate of land value for each land use designation and the amount of acreage in each developable land use designation, a weighted average of estimated land value for the current year would be calculated. This value would be averaged with the two prior year's average of estimated land values to arrive at the three-year weighted average land value. This amount shall be named the Public Land Acquisition Value (PLAV).

Figure 22A shows the assumptions from the 1995 Estimate of Value from the 1995 North Natomas Valuation Study prepared by Clark-Wolcott Company. Figure 22B shows the calculation of the Public Land Acquisition Value for 1995.

Step 3 - Adjusted PLAV to Establish Fee

The PLAV would be adjusted for contingencies and administration to establish the land value of acquisitions for a calendar year for purposes of calculating the fee. Adjustment factors are:

- 5% contingency for land acquired through condemnation and other contingencies,
- 2.5% allowance for administration and the cost of the annual land value estimate update.

CALCULATION OF GROSS PUBLIC LAND ACQUISITION FEE

The Gross Public Land Acquisition Fee is a function of the Public Lands included in the>NNLAP, the value assigned to each type of land, and the amount of developable land uses. The types of land included in the Public Land Acquisition Program were discussed above.

The Gross Public Land Acquisition Fee charged to development projects would be based on the adjusted Public Land Acquisition Value established for the calendar year multiplied by all of the public land subject to acquisition by the>NNLAP (excluding the regional park) divided by the Total Gross Acres within the North Natomas Finance Plan Area. The fee would be adjusted annually using the updated Public Land Acquisition Value. The acres of land acquired by the>NNLAP and Total Gross Acres used to calculate the fee would not change from year to year unless new public land became subject to acquisition and/or the Community Plan was amended with a change to the amount of Total Gross Acres or Public Land. To the Gross Public Land Acquisition fee, add the Regional Park fee to calculate the Total Land Acquisition Fee applicable to a project.

Figure 23 shows the calculations used to arrive at the estimated Gross Land Acquisition Fee based on an initial weighted average land value of \$72,900 per gross acre. The cost of Public Lands was divided by the Total Gross Acres in the Finance Plan Area. This resulted in a Public Land Fee of approximately \$9,291 per Gross Acre. The maximum Regional Park Fee was estimated at \$2,722 per Gross Acre based on the 1995 Estimate of Value until the acquisition agreement(s) covering entire regional park are approved by the City. As a result, the total initial Land Acquisition Fee per Gross Acre is \$12,013. **ORDINANCE NO. 99-050**

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Below shows an example of how the fee will be updated by the three-year weighted average estimate of land value.

Example of 3 Year Weighted Average PLAV Adjusted for Admin & Contingency

$$[\$72,900 + \$75,000 + \$80,000] / 3 \times 1.075 = \$81,664$$

(7.5% for admin. & contingencies)

Gross Public Land Acquisition Fee Excluding Regional Park

$$\begin{array}{lll} \text{Gross Fee} = \$81,664 \times 574.7 \text{ acres} & / & 4,847.1 \text{ Total Gross Acres} = \$9,683 \text{ per gross acre.} \\ \text{Per Acre} & (\text{acquired}) & (\text{developable}) \end{array}$$

Total Land Acquisition Fee Including Regional Park

$$\text{Total Fee Per Gross Acre} = \$9,683 \text{ Public Land Fee} + \$3,049 \text{ Reg. Park Fee} = \$12,732$$

Regional Park Fee based on the 3 Year Weighted Average PLAV until the acquisition agreement(s) covering entire regional park are approved by the City.

CALCULATION OF NET PUBLIC LAND ACQUISITION FEE OR REIMBURSEMENT FOR A PROJECT

To insure that all participating landowners are treated equitably in the amount of land that is provided by them for public use, the NNLAP will acquire land above the average amount of Public Land using revenue from the Land Acquisition Fee. The types of land included were previously discussed. A landowner providing more land than the average allocation of Public Land would be reimbursed from fee revenue when available. Landowners providing less than the average amount of Public Land will pay a net fee at building permit. At the time a Tentative Master Parcel Map or Tentative Subdivision Map is approved, the procedures for calculation of the net fee or reimbursement are as follows:

1. Determine the Gross Public Land Acquisition Fees applicable to the proposed development project by multiplying the Gross Acreage by the Gross Public Land Acquisition Fee.
2. Determine if the land owner's property, or portion thereof, is entitled to an A.D. 88-03 reimbursement from the schedule of reimbursements shown in Figure 24 by APN. This value will be credited against the Gross Fee.

Since the A.D. participants as a whole, not an individual property owner, funded the Public Land, each parcel in A.D. 88-03 will be reimbursed for this cost. No credit will be given to the landowner who provided the right-of-way since the participants of the A.D. acquired it.

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3. Determine amount of Public Land being acquired from the land owner, excluding lands previously acquired by A.D. 88-03. The value of the NNLAP acquisitions is then obtained by multiplying the total acquired acreage by the current Public Land Acquisition Value. This value will be credited against the Gross Fee.
4. Calculate the Net Fee or reimbursement for the project. The Net Fee or reimbursement is based on the difference between the Gross Public Land Acquisition Fee of the project as calculated in Step 1 and the A.D. 88-03 reimbursement from Step 2 plus the total value of the Public Land acquisitions from Step 3.
5. If a Net Fee results, this net amount would be allocated to the net acreage and paid at the issuance of a building permit. This Net Fee amount would be proportionately assigned to each private developable parcel based on its percentage share of the net acreage of all private developable parcels. Residential land may have the net fee apportioned to the residential units on a per unit basis. The Net Fee is assigned to parcels on the tentative map even though changes in net acreage may occur in the process of implementing final maps. The City may allow a property owner to transfer the net fee between parcels on the same map. The net fee per parcel or unit will be adjusted annually by the increase in the Public Land Acquisition Value until the fee is paid at building permit.
6. If a reimbursement results (the acquired land has a higher cost than the applicable gross fees based on the established Public Land Acquisition Value), then the original property owner would be reimbursed the difference in value although the property owner may transfer the reimbursement to a subsequent owner. Acceptance of the transfer will be at the discretion of the City and is not intended to apply to the end user of single family lots. The property owner is not eligible to receive a reimbursement until all dedications on the map have occurred. The reimbursement will be adjusted annually for changes in the Public Land Acquisition Value. The City will determine when a reimbursement can be paid based on the availability of fee funds and future land acquisition needs. Reimbursements would be on a first-come, first-served basis.
7. Add the Regional Park fee component to the Net Fee. The regional park component will always be paid in full regardless of balance of Public Land dedications and fees.

The example below shows how the Net Land Acquisition Fee would be calculated.

Assumptions: 10 Gross Acres (7.5 net) in the project
4 gross acres (3 net acre) of retail
and 6 gross acres (4.5 net acres) of low density residential (7 du/ net acre)
with 1.0 acre of Public Land acquisitions

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1995 land value equal \$72,900

Gross Public Land Acquisition Fee equals \$9,291 per gross acre

Regional Park Acquisition Fee equals \$1,120 per gross acre

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A.D. 88-03>NNLAP Reimbursement equals \$5,000

Gross Public Land Acquisition Fee Revenue	\$92,910	(10 acres x \$9,291)
Less A.D. 88-03>NNLAP Reimbursement	\$5,000	
Less Total Value of All Acquired Public Lands	\$72,900	(1.0 acre x \$72,900)
Net Fee Amount Excluding Regional Park Fee	\$15,010	
Regional Park Fee	\$27,220	(10 acres x \$2,722)
Total Land Acquisition Fee Revenue	\$42,230	
Net Fee per Net Developable Acre	\$5,631	(\$42,230 / 7.5 net acres)
Net Fee per Residential Unit	\$804	(\$5,631 / 7 du/acre)

For non-residential parcels, the fee would be assigned based on the percentage share of the parcels net acreage to the total net acreage of project. For residential parcels, the fee would be assigned to each unit based on the percentage share for each unit to the total number of units in the residential area.

The example below shows how the Reimbursement would be calculated.

Assumptions: 10 Gross Acres (7.5 net) in the project
4 gross acres (3 net acre) of retail
and 6 gross acres (4.5 net acres) of low density residential (7 du/ net acre)
with 2.0 acres of Public Land acquisitions

1995 land value equal \$72,900
Gross Public Land Acquisition Fee equals \$9,291 per gross acre and
Regional Park Acquisition Fee equals \$1,120 per gross acre.

Gross Public Land Acquisition Fee Revenue	\$92,910	(10 acres x \$9,291)
Less Total Value of All Acquired Public Lands	\$145,800	(2.0 acres x \$72,900)
Reimbursement Amount	(\$52,890)	
Regional Park Fee	\$27,220	(10 acres x \$2,722)
Regional Park Fee per Net Developable Acre	\$3,629	(\$27,220 / 7.5 net acres)
Regional Park Fee per Residential Unit	\$518	(\$3,629 / 7 du/acre)

The reimbursement would be paid on a first come first served basis from revenues available in the>NNLAP fund. The Regional Park Fee is paid regardless of the Net Fee or Reimbursement resulting from the acquisition of Public Lands.

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DEFERRED PAYMENT FOR INITIAL PARTICIPANTS

Determining the estimate of land value in the earlier years of the program is difficult because there is little or no relevant sales information within the North Natomas Area. Using the initial "estimate of the land value" could unfairly penalize early participants if the land value estimates are overestimated. This is particularly true for the share of the land acquisition fee calculated for the regional park. Acquisition of the regional park will involve negotiations between the City and the property owners. The cost funded through the>NNLAP will be the actual cost to the City of acquiring the regional park land.

As a result of the uncertainty of the initial "estimate of land value" and the resulting fee, the>NNLAP will include a deferred payment plan. At the end of the deferred payment plan, the actual costs of land acquisition and therefore any resulting fees or reimbursements will be known with much more certainty than the initial estimates.

The deferred payment program includes the following features:

Fee Payment for All>NNLAP Lands Except Regional Park

Residential Land Uses

1. Participate in residential fee deferral program in which entire fee obligation is collected at close of escrow.

Non-Residential Land Uses

1. Initial payment equals 50% of Gross Fee paid at building permit
2. Remaining 50% paid in three annual installments secured by enforceable lien.
3. Total obligation will be determined at the end of the fourth year based on the three-year weighted average fee established in the fourth year. The Net fee or reimbursement will be adjusted accordingly.
4. The 1995 Estimate of Value prepared by Clark Wolcott will not be included in the three year average. If there have not been adequate sales within North Natomas to fairly establish the estimate of land value within the three year period, the payment period may be extended to five years by resolution of the City Council.
5. Credits against the Gross Fee will be applied to first installments.
6. A landowner electing to defer payments as set forth above shall enter into a payment agreement in a form acceptable to the City Attorney.

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Regional Park Fee

1. The maximum Regional Park Fee assigned to any initial participant will not exceed the amount that the fee would be if the current Public Land Acquisition Value (PLAV) was used as the price to acquire the regional park land in establishing the regional park fee.

Example of Maximum Regional Park Fee for Initial Participants

Regional Park Acquisition	181 Acres
Current PLAV	\$72,900 Per Acre
Maximum Acquisition Value	\$13,194,900
Total Gross Acres	4,847
Maximum Fee Per Gross Acre	\$2,722

2. The actual Regional Park Fee will be recalculated once the acquisition agreement(s) covering entire regional park are approved by the City. The land acquisition cost will include the price of the land and any City acquisition expenses. The remainder of the Regional Park Fee will be due at this time.
3. Landowners may defer payment of the Regional Park Fee by entering into a payment agreement in a form acceptable to the City Attorney, which agreement shall contain, among other things, the amounts of the initial installment payments negotiated between the parties, provided, however, that the amount of the initial payment shall not be less than 25% of the maximum fee. The obligation to pay the fee on a deferred basis shall be secured in a manner acceptable to the City. Security for such payment provided by a suitable letter of credit will be acceptable to the City.
4. Once the acquisition agreement(s) are approved by the City, the installment payment program will cease. The regional park fee may be deferred through other programs approved by the City.

Reimbursement

1. If initial and installment payments are in excess of the total fee obligation, the non-residential property owner or residential builder will be reimbursed the difference within 90 days.

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Figure 22A
North Natomas Financing Plan
Land Acquisition Program
Estimated Land Acquisition Cost - Updated October 9, 1995

Land Acquisition Category	Acreage	Acquisition Cost / Acre	Total Acquisition Cost
		(1)	
Public Lands		\$72,900	
Open Space/Buffer	225.1	\$72,900	\$16,409,790
Canal Right-of-Way (2)	128.7	\$72,900	\$9,382,230
RT Right-of-Way (3)	41.0	\$72,900	\$2,988,900
Overcrossings & Street Oversizing Right-of-Way	110.3	\$72,900	\$8,037,225
Civic Lands (4)	39.6	\$72,900	\$2,886,840
Detention Basins (5)	0.0	\$72,900	\$0
Interchanges (6)	30.0	\$72,900	\$2,187,000
Subtotal Public Lands	574.7		\$41,891,985
Regional Park (7)	181.0	To Be Determined	
200-Acre Conjunctive Use Site			
TOTAL (EXCLUDING REGIONAL PARK)	574.7		\$41,891,985
TOTAL GROSS DEVELOPABLE ACRES	4,847.1		
Average % of Acres Acquired per Gross Acre (Excluding Regional Park)	12%		

"Land value"

- (1). Reflects uniform cost basis for all acquisitions regardless of the use of the site. The estimated per acre cost reflects an agreed to amount across all land uses which does not necessarily reflect each individual parcel's fair market value.
- (2). Includes acreage for new drainage canals, pump stations and the swale on-site and off-site. Acreage provided by Bortell & Associates in a memo. from the City dated November 19, 1993.
- (3). LRT right-of-way includes rail line right-of-way plus transit stations and park and rides.
- (4). Civic uses include fire stations, 3 community centers, library, public utilities and other cultural and entertainment uses. The acreage excludes ten acres for the community center and police substation included in the regional park site.
- (5). All of the detention basins are included in the sub basin drainage cost and will be paid with revenues from the storm drainage fee.
- (6). Cost based on estimate provided by Doldan Engineering. Ultimately, all land within the Project Area will be acquired at the Public Land Acquisition Value. Land outside of the Project will be acquired at fair market value.
- (7). The regional park site contains approximately 200 acres with conjunctive uses. The total land dedication acreage includes the regional park, a community center, and a police substation. The 200-acre site also includes 10.0 acres of conjunctive use with the high school, but this acreage will be owned by and dedicated to the School District. Also, 7.1 acres of a detention basin are included within the regional park site, but will be acquired from funds collected from the storm drainage fee. The acquisition cost per acre will be determined by formal appraisal or actual acquisition price.

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**Figure 22B
Valuation Assumptions**

Land Use	Measure	Value Per Unit or Square Foot	Units or Square Feet Per Acre	Base Value Per Gross Acre	Adjusted Value Per Gross Acre	Gross to Net Acreage Factor
				Note 1	Note 2	
LDR	units	\$20,900	7	\$146,300	\$146,300	0.82
MDR	units	\$11,167	12	\$134,000	\$134,000	0.85
HD	units	\$5,800	22	\$127,600	\$127,600	0.87
EC 30	land sq. ft.	\$3.77	43,560	\$164,221	\$153,157	0.88
EC 40	land sq. ft.	\$5.02	43,560	\$218,671	\$196,717	0.88
EC 45	land sq. ft.	\$4.87	43,560	\$212,137	\$191,490	0.88
EC50	land sq. ft.	\$5.34	43,560	\$232,610	\$207,868	0.88
EC 65	land sq. ft.	\$5.81	43,560	\$253,084	\$224,247	0.88
EC 80	land sq. ft.	\$7.22	43,560	\$314,503	\$273,382	0.88
LI	land sq. ft.	\$2.50	43,560	\$108,900	\$108,900	0.85
CC	land sq. ft.	\$7.00	43,560	\$304,920	\$304,920	0.88
Com C	land sq. ft.	\$5.50	43,560	\$239,580	\$239,580	0.88
TC	land sq. ft.	\$5.50	43,560	\$239,580	\$239,580	0.88
VC	land sq. ft.	\$5.50	43,560	\$239,580	\$239,580	0.88
<HC	land sq. ft.	\$7.00	43,560	\$304,920	\$304,920	0.85
>HC	land sq. ft.	\$7.00	43,560	\$304,920	\$304,920	0.85

Notes: 1) Gross Acres means the acreage of a tentative or final map excluding all major roads, drainage canals, parks, schools or other public lands, but including the minor roads within a Community Plan land use parcel.

2) EC land uses are adjusted for the following mix of office and industrial use as permitted in the Community Plan

EC Factor	80% Office/Commercial
	20% Industrial

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Figure 22C
Valuation Summary Chart

Quadrant	Land Use	Fee Value Per Gross Acre	Special North Natomas Fees & Bonds Per Acre	Net Value Per Gross Acre	Total Net Acres	Gross to Net Acreage Factor	Total Gross Acres	Total Value
1	Low Density Res.	\$146,300	\$81,171	\$65,129	117.80	0.82	143.66	\$8,356,337
1	Medium Density Res.	\$134,000	\$104,196	\$29,804	154.50	0.85	181.78	\$5,417,315
1	High Density Res.	\$127,600	\$122,198	\$5,402	62.50	0.87	71.84	\$388,075
1	Emp. Center - 30	\$153,157	\$93,839	\$59,318	64.20	0.88	72.95	\$4,327,503
1	Emp. Center - 40	\$196,717	\$109,904	\$86,813	227.10	0.88	258.07	\$22,403,821
1	Emp. Center - 45	\$191,490	\$98,184	\$93,306	25.10	0.88	28.52	\$2,661,330
1	Emp. Center - 50	\$207,868	\$114,134	\$93,734	143.70	0.88	163.30	\$15,308,336
1	Emp. Center - 65	\$224,247	\$128,903	\$95,344	44.40	0.88	50.45	\$4,810,548
1	Emp. Center - 80	\$273,382	\$135,649	\$137,733	25.00	0.88	28.41	\$3,912,881
1	Light Industrial	\$108,900	\$74,681	\$34,219	108.30	0.85	127.41	\$4,359,903
1	Convenience Comm.	\$304,920	\$231,302	\$73,618	8.60	0.88	9.77	\$719,448
1	Community Comm.	\$239,580	\$184,431	\$55,149	0.00	0.88	0.00	\$0
1	Village Comm.	\$239,580	\$201,089	\$38,491	12.70	0.88	14.43	\$555,485
1	Transit Comm.	\$239,580	\$207,508	\$32,072	0.00	0.88	0.00	\$0
1	Hwy Comm. <10	\$304,920	\$174,748	\$130,172	8.40	0.85	9.88	\$1,286,408
1	Hwy Comm. >10	\$304,920	\$158,508	\$146,412	17.20	0.85	20.24	\$3,003,160
2	Low Density Res.	\$146,300	\$83,542	\$62,758	929.00	0.82	1,132.83	\$83,758,759
2	Medium Density Res.	\$134,000	\$88,087	\$47,913	323.30	0.85	380.35	\$18,223,850
2	High Density Res.	\$127,600	\$104,569	\$23,031	228.80	0.87	262.99	\$8,068,888
2	Emp. Center - 30	\$153,157	\$78,210	\$74,947	11.40	0.88	12.95	\$896,811
2	Emp. Center - 40	\$196,717	\$92,275	\$104,442	56.10	0.88	63.75	\$6,658,165
2	Emp. Center - 45	\$191,490	\$80,555	\$110,935	0.00	0.88	0.00	\$0
2	Emp. Center - 50	\$207,868	\$96,505	\$111,363	35.40	0.88	40.23	\$4,479,830
2	Emp. Center - 65	\$224,247	\$112,274	\$111,973	35.20	0.88	40.00	\$4,478,928
2	Emp. Center 80	\$273,382	\$118,020	\$155,362	8.40	0.88	9.55	\$1,483,005
2	Light Industrial	\$108,900	\$57,052	\$51,848	0.00	0.85	0.00	\$0
2	Convenience Comm.	\$304,920	\$213,673	\$91,247	13.60	0.88	15.45	\$1,410,181
2	Community Comm.	\$239,580	\$146,802	\$92,778	37.80	0.88	42.73	\$3,984,151
2	Village Comm.	\$239,580	\$183,460	\$56,120	20.20	0.88	22.95	\$1,288,209
2	Transit Comm.	\$239,580	\$189,879	\$49,701	31.10	0.88	35.34	\$1,758,479
2	Hwy Comm. <10	\$304,920	\$256,119	\$48,801	0.00	0.85	0.00	\$0
2	Hwy Comm. >10	\$304,920	\$123,879	\$181,041	0.00	0.85	0.00	\$0
3,4	Low Density Res.	\$146,300	\$60,112	\$86,188	388.30	0.82	473.54	\$40,813,171
3,4	Medium Density Res.	\$134,000	\$82,155	\$51,845	276.40	0.85	325.18	\$18,858,774
3,4	High Density Res.	\$127,600	\$100,741	\$26,859	123.50	0.87	141.95	\$3,812,743
3,4	Emp. Center - 30	\$153,157	\$71,470	\$81,687	0.00	0.88	0.00	\$0
3,4	Emp. Center - 40	\$196,717	\$50,535	\$146,182	113.00	0.88	128.41	\$18,771,072
3,4	Emp. Center - 45	\$191,490	\$75,815	\$115,675	0.00	0.88	0.00	\$0
3,4	Emp. Center - 50	\$207,868	\$91,765	\$116,103	179.40	0.88	203.86	\$23,668,180
3,4	Emp. Center - 65	\$224,247	\$108,534	\$117,713	18.40	0.88	20.91	\$2,461,276
3,4	Emp. Center - 80	\$273,382	\$113,280	\$160,102	0.00	0.88	0.00	\$0
3,4	Light Industrial	\$108,900	\$58,006	\$50,894	43.60	0.85	51.29	\$2,610,563
3,4	Convenience Comm.	\$304,920	\$208,816	\$96,304	4.50	0.88	5.11	\$492,464
3,4	Community Comm.	\$239,580	\$141,745	\$97,835	23.50	0.88	26.70	\$2,612,639
3,4	Village Comm.	\$239,580	\$178,403	\$61,177	18.20	0.88	18.41	\$1,126,213
3,4	Transit Comm.	\$239,580	\$184,822	\$54,758	0.00	0.88	0.00	\$0
3,4	Hwy Comm. <10	\$304,920	\$250,748	\$54,174	0.00	0.85	0.00	\$0
3,4	Hwy Comm. >10	\$304,920	\$133,508	\$171,414	12.90	0.85	15.18	\$2,601,460
1	Sports Complex	not included in averaging			196.60	1.00	196.60	
Subtotal					4,145.90		4,847.07	
TOTAL (EXCLUDING SPORTS COMPLEX)					3,949.30		4,650.47	\$338,883,000
PUBLIC LAND ACQUISITION VALUE								\$72,900
					ORDINANCE NO. 99-050			

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Figure 22D
North Natomas Financing Plan
Estimated Gross Land Acquisition Fee - Updated October 9, 1995

Land Acquisition	Estimated Acq. Cost	Plus Admin. 2.5%	Plus Land Value Cont'gy 5.0%	Total Cost Basis for Fee	Gross Land Acquisition Fee (1)				
					Non-Res.	Residential			
					per gross acre	per gross acre	LD	MD per unit	HD
Public Land Acquisition	\$41,891,985	\$1,047,300	\$2,094,599	\$45,033,884	\$9,291	\$9,291	\$1,663	\$874	\$392
Regional Park Acquisition	To Be Determined	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Totals	\$41,891,985	\$1,047,300	\$2,094,599	\$45,033,884	\$9,291	\$9,291	\$1,663	\$874	\$392

land_value

(1) All developable land uses will be subject to this land acquisition fee. Fee for residential is estimated at average per unit, but will be paid per acre.

Assumptions:	Gross	Net
Total Developable Acres		
Single Family Acres (Low Density)	1,750.1	1,435.1
Single Family Acres (Medium Density)	887.3	754.2
Multi-Family Acres (High Density)	476.8	414.8
Total Residential	3,114.2	2,604.1
Non-Residential (commercial, office, & h. industrial)	1,732.9	1,541.8
Total Developable Acres	4,847.1	4,145.9
Total Developable Units		
Single Family Units (Low Density)	9,775	9,775
Single Family Units (Medium Density)	9,438	9,438
Multi-Family Units (High Density)	11,307	11,307
Total Residential	30,518	30,518
Average LD Units / Acre	5.59	6.81
Average MD Units / Acre	10.63	12.61
Average HD Units / Acre	23.71	27.28

Figure 23
 North Natemas Financing Plan
 Distribution of A.D. 88-03 HNLAP Reimbursements

Assessment Number		APN	Original AD			Reassessments		Current TOTAL CREDIT	Current 10/95	
Original	Revised		Quad 1 Reimb.	Other Quads Reimb.	Total Reimb.	AD Remaining Principal \$'s	Credits		APN	Assessment Number
1	00/0001	225 - 0060 - 023	\$0	\$0	\$0					
2	00/0002	225 - 0060 - 024	\$147,118	\$0	\$147,118			\$147,118	225 - 0060 - 024	00/0002
3	00/0003	225 - 0060 - 025	\$105,659	\$0	\$105,659			\$105,659	225 - 0060 - 025	00/0003
4	00/0004	225 - 0060 - 026	\$105,898	\$0	\$105,898			\$105,898	225 - 0060 - 026	00/0004
5	00/0005	225 - 0060 - 027	\$108,231	\$0	\$108,231			\$108,231	225 - 0060 - 027	00/0005
6	00/0006	NOT USED	\$0	\$0	\$0					
7	00/0007	225 - 0070 - 008	\$0	\$0	\$0					
8	00/0008	NOT USED	\$0	\$0	\$0					
9	00/0009	225 - 0070 - 008	\$0	\$0	\$0					
10	00/0010	NOT USED	\$0	\$0	\$0					
11	00/0011	NOT USED	\$0	\$0	\$0					
12	00/0012	225 - 0070 - 043	\$88,979	\$0	\$88,979			\$88,979	225 - 0070 - 043	00/0012
13	00/0013	NOT USED	\$0	\$0	\$0					
14	00/0014	NOT USED	\$0	\$0	\$0					
15	00/0015	225 - 0070 - 048	\$108,294	\$0	\$108,294	1,567,530.88				
	01/0001					31,978.01	2,209.12	\$2,209	225 - 0070 - 053	01/0001
	01/0002					1,535,654.87	106,088.84	\$106,087	225 - 0070 - 054	01/0002
16	00/0016	NOT USED	\$0	\$0	\$0					
17	00/0017	225 - 0070 - 049	\$89,447	\$0	\$89,447			\$89,447	225 - 0070 - 049	00/0017
18	00/0018	225 - 0070 - 050	\$65,194	\$0	\$65,194	9,051,874.04 (c)				
	00/018-1					843,700.59	77,085.93	\$77,088	225 - 0070 - 075	00/018-1
	00/047-1					1,058,258.82	86,506.43	\$17,888	225 - 0070 - 074	00/047-1
	00/047-1							\$78,839	225 - 0310 - 014	00/047-1
	06/001-1					4,382,816.15	308,615.04	\$285,898	225 - 0150 - 048	06/001-1
	06/001-1							\$112,817	225 - 0150 - 048	06/001-1
	06/002-1					733,030.83	68,874.40	\$19,733	225 - 0150 - 038	06/002-1
	06/002-1							\$47,241	225 - 0150 - 050	06/002-1
	06/005-1					488,887.00	42,838.54	\$42,840	225 - 0150 - 047	06/005-1
	00/028-1					808,418.27	65,588.02	\$55,588	225 - 0150 - 048	00/028-1
	00/030-1					86,838.23	8,847.58	\$8,848	225 - 0150 - 048	00/030-1
	00/033-1					141,229.89	12,903.88	\$4,588	225 - 0150 - 031	00/033-1
	00/033-1							\$1,792	225 - 0150 - 033	00/033-1
	00/033-1							\$8,824	225 - 0150 - 044	00/033-1
	00/044-1					815,224.48	68,218.87	\$54,847	225 - 0180 - 038	00/044-1
	00/044-1							\$1,383	225 - 0150 - 043	00/044-1
	00/045-1					127,773.52	11,874.21	\$11,874	225 - 0180 - 039	00/045-1
19	00/0019	NOT USED	\$0	\$0	\$0					
20	00/0020	225 - 0140 - 018	\$35,277	\$0	\$35,277			\$35,277	225 - 0140 - 018	00/0020
21	00/0021	225 - 0140 - 017	\$20,888	\$0	\$20,888			\$20,888	225 - 0140 - 017	00/0021
22	00/0022	225 - 0150 - 002	\$0	\$0	\$0					
23	00/0023	225 - 0150 - 003	\$48,312	\$0	\$48,312	713,088.74				
	06/0003					544,308.30	38,876.75			
	06/0004					188,780.44	11,434.83			
24	00/0024	225 - 0150 - 014	\$53,897	\$0	\$53,897			\$53,897	225 - 0150 - 014	00/0024
25	00/0025	225 - 0150 - 015	\$825	\$0	\$825			\$825	225 - 0150 - 015	00/0025
26	00/0026	225 - 0150 - 018	\$28,844	\$0	\$28,844			\$28,844	225 - 0150 - 018	00/0026
27	00/0027	225 - 0180 - 022	\$308,302	\$0	\$308,302	1,404,921.83				
	06/0005					1,023,701.33	225,374.20			
	06/0006					381,220.20	63,927.89			
28	00/0028	225 - 0180 - 024	\$53,132	\$0	\$53,132					
29	00/0029	225 - 0150 - 026	\$41,870	\$0	\$41,870			\$41,870	225 - 0150 - 025	00/0029
30	00/0030	225 - 0150 - 020	\$68,080	\$0	\$68,080					

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Figure 23

North Natemas Financing Plan

Distribution of A.D. 88-03 NNAP Reimbursements

Assessment Number		APN	Original AD			Reassessments		Current TOTAL CREDIT	Current 10/95	
Original	Revised		Quad 1 Reimb.	Other Quads Reimb.	Total Reimb.	AD Remaining Principal \$'s	Credits		APN	Assessment Number
31	00/0031	225 - 0160 - 027	\$28,274	\$0	\$28,274			\$28,274	225 - 0160 - 027	00/0031
32	00/0032	225 - 0160 - 028	\$43,761	\$0	\$43,761			\$43,761	225 - 0160 - 028	00/0032
33	00/0033	225 - 0160 - 029	\$12,802	\$0	\$12,802	see 18				
34	00/0034	225 - 0160 - 030	\$23,583	\$0	\$23,583	see 18		\$23,583	225 - 0160 - 030	00/0034
35	00/0035	225 - 0160 - 031	\$8,764	\$0	\$8,764	see 18				
36	00/0036	225 - 0150 - 032	\$8,278	\$0	\$8,278	see 18		\$8,278	225 - 0150 - 032	00/0036
37	00/0037	225 - 0160 - 033	\$3,242	\$0	\$3,242	see 18				
38	00/0038	225 - 0160 - 034	\$88,136	\$0	\$88,136	3,188,214.22				
06/0001					3,038,980.71	see 18	83,642.11			
06/0002					148,263.61	see 18	4,694.17			
39	00/0039	NOT USED	\$0	\$0	\$0					
40	00/0040	225 - 0160 - 048	\$202,738	\$0	\$202,738	3,695,800.88	(A) 278,637.08			
03/0001					1,855,734.07		(B) 144,284.62			
03/0002					1,740,068.81		135,272.68	\$135,273	225 - 0170 - 038	03/0002
41	00/0041	225 - 0160 - 048	\$0	\$0	\$0					
42	00/0042	225 - 0160 - 050	\$118,347	\$0	\$118,347	1,715,381.60				
02/0001					730,885.88		60,431.18	\$50,431	225 - 0160 - 044	02/0001
02/0002					884,395.84	2,708,280.02	(B) 87,815.88			
05/0001					884,272.61		74,888.17	\$74,888	225 - 0160 - 047	05/0001
05/0002					1,812,007.51	1,748,620.04	137,484.33			
07/0001						756,427.28	68,478.02	\$47,068	225 - 0160 - 070	07/0001
07/0001								\$12,410	225 - 0160 - 068	07/0001
07/0002						982,182.78	78,016.31	\$63,778	225 - 0160 - 068	07/0002
07/0002								\$24,238	225 - 0160 - 071	07/0002
00/0043	225 - 0170 - 033	\$78,801	\$0	\$78,801		(A) 278,637.08				
00/0044	225 - 0180 - 024	\$68,687	\$0	\$68,687	see 18					
00/0046	225 - 0180 - 028	\$41,624	\$0	\$41,624	see 18					
00/0048	225 - 0310 - 013	\$20,341	\$0	\$20,341				\$20,341	225 - 0310 - 013	00/0048
00/0047	225 - 0310 - 014	\$52,181	\$0	\$52,181	see 18					
00/0048	225 - 0070 - 055	\$85,884	\$0	\$85,884				\$85,884	225 - 0070 - 055	00/0048
00/0049	225 - 0070 - 057	\$27,323	\$0	\$27,323				\$27,323	225 - 0070 - 057	00/0049
00/0050	225 - 0070 - 073	\$88,216	\$0	\$88,216				\$88,216	225 - 0070 - 073	00/0050
00/0051	225 - 0070 - 064	\$78,780	\$0	\$78,780				\$78,780	225 - 0070 - 064	00/0051
00/0052	225 - 0070 - 048	\$178,823	\$0	\$178,823				\$116,897	225 - 0070 - 048	00/0052
00/0052	225 - 0070 - 058							\$28,342	225 - 0070 - 058	00/0052
00/0052	225 - 0070 - 063							\$10,994	225 - 0070 - 063	00/0052
00/0052	225 - 0070 - 067							\$25,888	225 - 0070 - 067	00/0052
00/0053	225 - 0070 - 072	\$267,519	\$0	\$267,519				\$267,519	225 - 0070 - 072	00/0053
00/0054	225 - 0070 - 069	\$88,238	\$0	\$88,238				\$88,238	225 - 0070 - 069	00/0054
00/0055		\$58,876	\$0	\$58,876	784,148.12					
04/0001					784,148.12		59,878.10	\$58,876	225 - 0070 - 070	04/0001
04/0002					0.00		0.00			
00/0058	225 - 0150 - 038	\$27,885	\$0	\$27,885				\$27,885	225 - 0150 - 038	00/0058
			\$3,177,711	\$0	\$3,177,711			\$3,177,711		

(a) $\$1,708,883.82 + \$177,839.42 = \$1,886,723.24$ (b) $\$873,788.84 + \$527,857.27 = \$1,401,646.11$

(c) This total is the sum of the following 00/0018, 28, 30, 33, 35, 37, 44, 46, 47 and 06/0001, 2, 3, 4, 6, 6

Note: All credits were originally calculated on the basis of the APN's in existence at the time of formation of AD/88-03. Approximately eight reorganizations have occurred since that time. This table redistributes the credits to the current APN's utilizing the same method used in the reassessment process and therefore directly proportional to those amounts.

Exhibit F

Protest Waiver Provisions Agreed to by LANDOWNER

LANDOWNER understands and agrees that financing of the Infrastructure, public improvements and facilities (including the land covered by the NNLP) and other programs required under the NNCP will be accomplished through a variety of financing mechanisms, including but not limited to a combination of special assessment districts, tax districts (such as Mello-Roos Community Facilities Districts) and developer fees, all of which mechanisms are designed to spread the cost of those items in accordance with benefit and other methodologies. LANDOWNER further understands and agrees that an important component of this Agreement is LANDOWNER's advance consent to the formation of, or implementation of any such district or imposition of any such fee, and LANDOWNER's agreement not to protest or contest such formation, implementation or fee imposition.

Accordingly, LANDOWNER agrees for itself, its constituents, successors and assigns that it fully, finally and forever waives and relinquishes any right it may have to protest or contest the formation or implementation of any special assessment or tax district or any similar form of financing mechanism, or any combination thereof, together with any rights it may have to contest the imposition of any developer fee established or imposed pursuant to the North Natomas Finance Plan. Nothing in this Agreement, however, shall prevent LANDOWNER from presenting CITY any information or opinions regarding any financing mechanism CITY may from time to time consider establishing or imposing, which information or opinions relate to the dollar amount of any fees, assessments, taxes or other charges imposed by CITY pursuant to the North Natomas Finance Plan, or which information or opinions relate to the question of consistency of the financing mechanism with the North Natomas Finance Plan. If a financing mechanism is proposed for adoption by CITY, which mechanism both: (i) directly and significantly conflicts with the language and the intent of the North Natomas Finance Plan, as amended; and (ii) directly and significantly conflicts with the North Natomas Nexus Study adopted by the City Council in connection with establishment of development fees for the North Natomas Finance Plan Area, LANDOWNER shall have the right to protest only the actual amount of the directly and significantly conflicting proposed fee, charge, special tax, or assessment proposed to be levied, charged, assessed or taxed against the Property by virtue of the proposed financing mechanism. Provided, however, that LANDOWNER's said right to protest, together with any right to object, shall be waived unless LANDOWNER's protest of objection is made at or before the time of the public hearing wherein the proposed financing mechanism, together with the fee, charge, special tax or assessment is established by the City Council. LANDOWNER's right to judicial challenge of any such mechanism, and the fees, charges, assessments or special taxes imposed or to be imposed in connection therewith, shall be limited to review of the decision of the City Council establishing the said mechanism and the said fees, charges, assessments or special taxes; LANDOWNER shall not have the right, in connection with any land use entitlement proceeding with respect to the Property, to judicially challenge the financing mechanism or the fees, charges, assessments or special taxes as applied to the Property,

and waives any statutory or common law right to pay such fees, charges, assessment or special taxes under protest. For purposes of this Agreement, "fees, charges, assessments or special taxes" shall include any monetary exaction or payment required to be paid by LANDOWNER by virtue of or relating to development of the Property.

Without limiting the generality of the foregoing, LANDOWNER for itself, its constituents, successors and assignees specifically, as to the Property, agrees to the following which are adopted by the City Council pursuant to the North Natomas Finance Plan:

(1) Waives, and hereby grants advance consent to the formation and implementation of any and all special assessment districts, tax districts (such as Mello-Roos Community Facilities Districts), fee districts or other financing mechanisms of a similar nature recommended or established by CITY for the purpose of financing Infrastructure, public improvements and facilities (including land transfers as set forth in the>NNLAP).

Without limiting the generality of the foregoing, LANDOWNER specifically waives: (i) the provisions of the Special Assessment Investigation, Limitation and Majority Protest Act of 1931 (Division 4 of the Streets and Highways Code, beginning at Section 2800), together with associated provisions of the California Constitution; (ii) the provisions of any other statute designed to provide a protest or contest procedure in connection with formation and implementation of a district or similar financing mechanism; and (iii) the provisions of any procedure embodied in the Sacramento City Code designed to provide a protest or contest procedure in connection with formation and implementation of a district or similar financing mechanism.

(2) Waives, and hereby grants advance consent to the formation and implementation of any and all special fees, exactions, development fees, assessments, taxes or other charges established by CITY for the purpose of financing Infrastructure, public improvements and facilities (including land transfers as set forth in the>NNLAP). Without limiting the generality of the foregoing, LANDOWNER specifically waives: (i) to the extent applicable, those statutory and constitutional provisions specified in paragraph (1) above; and (ii) the provisions of Government Code Sections 66000, et seq., or any other provision of law providing a procedure for contest or protest of establishment or imposition of special fees, exactions, development fees, assessments, taxes or other charges of a similar nature.

(3) Agrees to: (i) affirmatively petition CITY, where applicable, for the formation of all special districts and other financing mechanisms that have been or will be in the future selected or recommended by CITY in order to implement the North Natomas Finance Plan; (ii) execute an irrevocable proxy or proxies when necessary (such as in the formation of, or imposition of taxes relative to, a Mello-Roos Community Facilities District) authorizing a representative designated by CITY, who will vote in favor of establishing the specific financing mechanism in question; and (iii) execute immediately upon presentation

any document which is required or convenient for the formation of the district or facilitation of the particular financing mechanism.

LANDOWNER agrees and specifically represents to CITY that it is fully aware of all of its legal rights relative to the waivers, advance consents and other agreements set forth herein, having been fully advised by its own independent attorneys. Having such knowledge and understanding of its rights, LANDOWNER has nevertheless voluntarily entered into the Agreement, of which this Exhibit is a material part. LANDOWNER is aware that CITY is relying on the representations contained in this Exhibit in entering into the Agreement.

ORDINANCE NO. 99-050

SEP 28 1999

EXHIBIT G

IRREVOCABLE OFFER OF DEDICATION FORM

SEE ATTACHED

ORDINANCE NO. 99-050
SEP 28 1999

RECORDED FOR THE BENEF. OF
THE CITY OF SACRAMENTO

WHEN RECORDED RETURN TO:

DEPARTMENT OF PUBLIC WORKS
ENGINEERING SERVICES
1231 "I" STREET, SUITE 200
SACRAMENTO, CA 95814

SAMPLE

ACCEPTANCE OF OFFER OF DEDICATION

IRREVOCABLE OFFER OF DEDICATION OF _____ INTERESTS IN REAL PROPERTY
HAVING BEEN MADE BY _____ TO CITY OF SACRAMENTO
AND RECORDED IN THE OFFICE OF THE RECORDER OF SACRAMENTO COUNTY, STATE OF
CALIFORNIA, IN BOOK _____ OF MAPS, AT PAGE _____ (*subdivision name*)

THE UNDERSIGNED OFFICER HAVING BEEN AUTHORIZED TO ACCEPT DEDICATION PURSUANT
TO THE AUTHORITY CONFERRED BY RESOLUTION NO. 84-537, ADOPTED ON JUNE 26, 1984
BY THE CITY COUNCIL OF THE CITY OF SACRAMENTO:

NOW, THEREFORE, THE UNDERSIGNED OFFICER HEREBY ACCEPTS SAID OFFER OF DEDICATION
IN FEE TITLE, REFERENCE TO SAID OFFER AND THE RECORD THEREOF BEING MADE FOR A
DESCRIPTION OF THE PROPERTY.

DATED: _____

MICHAEL KASHIWAGI
DIRECTOR OF PUBLIC WORKS,
TECHNICAL SERVICES,
CITY OF SACRAMENTO

STATE OF CALIFORNIA) SS

COUNTY OF _____)

ON THIS _____ DAY OF _____, 19____, BEFORE ME _____
PERSONALLY APPEARED _____ PERSONALLY KNOWN TO ME (OR
PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE) TO BE THE PERSON(S) WHOSE
NAME(S) IS/ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME
THAT HE/SHE/THEY EXECUTED THE SAME IN HIS/HER/THEIR AUTHORIZED CAPACITY(IES),
AND THAT BY HIS/HER/THEIR SIGNATURE(S) ON THE INSTRUMENT THE PERSON(S), OR THE
ENTITY UPON BEHALF OF WHICH THE PERSON(S) ACTED, EXECUTED THE INSTRUMENT.

WITNESS MY HAND AND OFFICIAL SEAL,

SIGNATURE: _____

ORDINANCE NO. 99-050

SEP 28 1999

EXHIBIT H

MAP AND CATEGORICAL LISTING OF LAND AND INFRASTRUCTURE

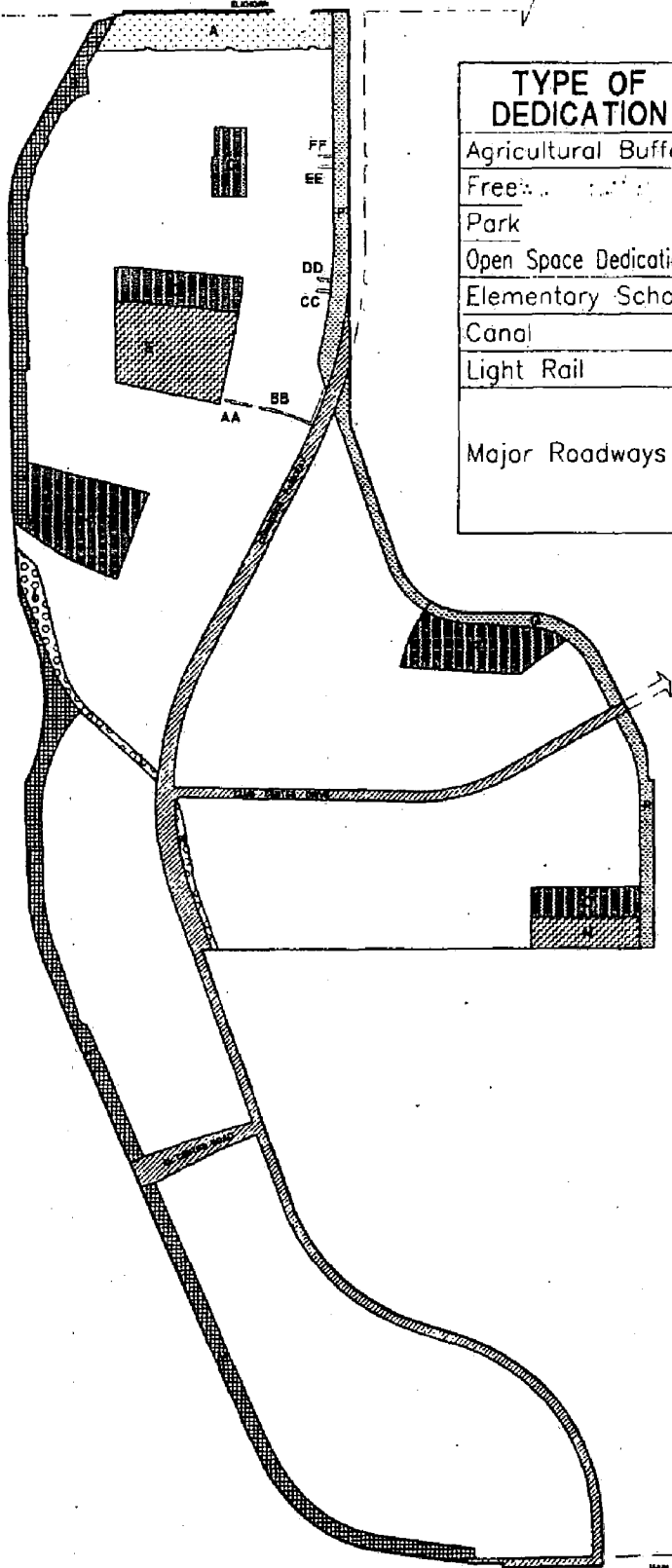
SEE ATTACHED

ORDINANCE NO. 99-050

SEP 28 1999

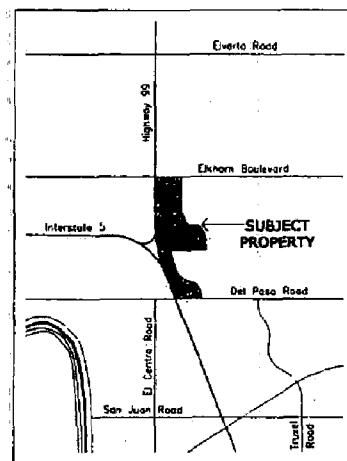
Exhibits

EXHIBIT H



TYPE OF DEDICATION	KEY	LOT #	ACREAGE
Agricultural Buffer	[Pattern]	Lot A	8.9
Free Space	[Pattern]		
Park	[Pattern]		
Open Space Dedication	[Pattern]	Lots AA, BB, CC, DD, EE & FF	0.5
Elementary School	[Pattern]	Lots E & N	14.6
Canal	[Pattern]	Lots F, Q & P	16.6
Light Rail	[Pattern]	Lots I, J & K	4.3
Major Roadways	[Pattern]	El Centro Road Club Center Drive Commerce Parkway Elkhorn Blvd. Main Ave.	46.6

TOTAL 146.6 AC.



VICINITY MAP

Not to Scale

ORDINANCE NO. 09-050
SEP 28 1999

NOLTE

BEYOND ENGINEERING

1750 CREEKSIDE OAKS DR. SUITE 200, SACRAMENTO, CA 95833
916.641.1500 TEL. 916.641.9222 FAX WWW.NOLTE.COM

SCHUMACHER PROPERTY

PREPARED FOR: KERN SCHUMACHER

DATE SUBMITTED: 7/30/99

SHEET NUMBER

OF 1 SHEETS

JOB NUMBER
SA1047

Appendix - Exhibit B

Shea Homes Commerce Station PUD Residential Development Standards and Design Guidelines

Exhibit 1C – Proposed PUD Schematic Plan Amendment

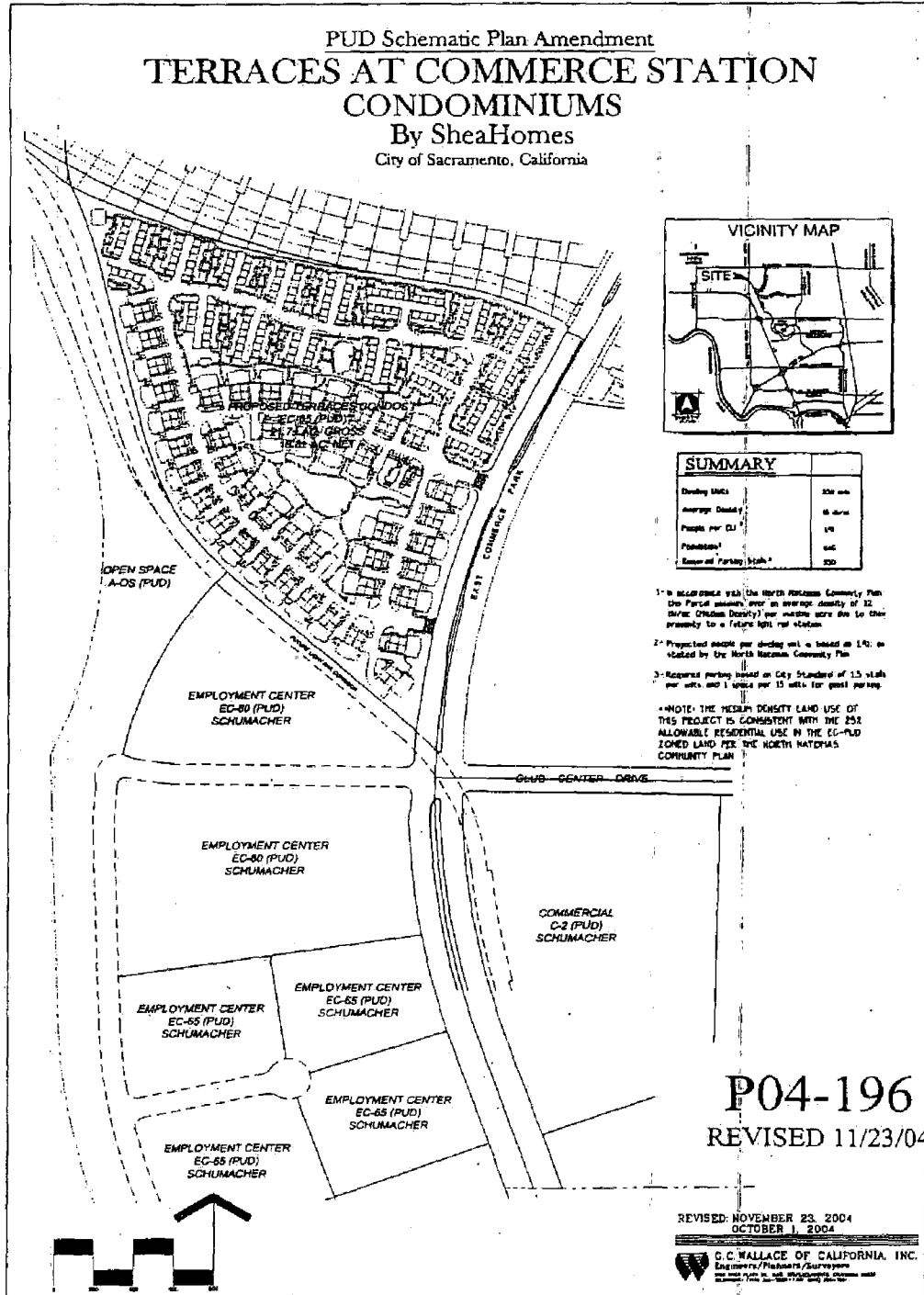


Exhibit 1D – Draft PUD Guidelines Amendment

**DRAFT****P04-196**
REVISED 11/23/04**SECTION II. RESIDENTIAL USES
(MEDIUM AND HIGH DENSITY)****A. Permitted Uses**

The Employment Center designation allows up to 25% of the employment center acreage to be developed as multi-family product.

Multi-family permitted uses within the overall PUD may include townhouses, condominiums, garden apartments, conventional apartments, senior citizen housing, and all other uses permitted by City ordinances, resolutions and other documents. In addition, small retail commercial uses such as a coffee shops, newsstands and other local serving businesses are permitted on the ground floor of the multi-family uses as a convenience to the local residents.

B. Density

The mix of residential opportunities within the Commerce Station PUD area will meet the needs of a broad range of people on the socio-economic scale. Residential neighborhoods will be safe for residents, particularly for children; quiet and buffered from noise and other nuisance factors; convenient in terms of access to services, schools and shopping; pedestrian-friendly; protected from through vehicular traffic; and clearly defined with a central focus on neighborhood activity.

A specific number of units are assigned to each parcel. Medium density parcels range from 7-21 units per net acre, with a target density of 12 dwelling units per net acre. High-density parcels range from 11-29 units per net acre, with a target density of 22 dwelling units per net acre, and may exceed more than 29 units per acre near public transit. Projects of relatively small scale, up to 12 units, shall generally conform to the Single-Family Building Standards.

Multi-family parcels may be a maximum of 200 units and eight acres. If larger, the parcel must be divided by a public street or pedestrian access. Larger multi-family parcels shall avoid massive structures, using a scale compatible with neighboring parcels.

As detailed plans are prepared and PUD schematic plans are submitted, the actual number of units may vary from what is proposed by the Land Use Plan.

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C. Setbacks and Building Orientation

Medium and high-density buildings are encouraged to be oriented to the public street by providing windows, front doors and other entry features along the street. For security, landscaping or other suitable barriers shall be provided between sidewalk and entrances or windows.

Units will have a minimum setback of 12'-6" from the street (from back of walk where there are no split sidewalks). In the case of split sidewalk, the minimum setback shall be 7'-6" from back of walk, to the extent consistent with the public utility easement.

Site design is expected to encourage orientation to the street and ease of access. Unobstructed walkways are encouraged to allow for ease of pedestrian movement between uses such as multi-family, neighborhood commercial and employment center. Side yard setbacks shall be 5'-0" for up to three stories in height. Rear yard setbacks shall be 15'-0".

D. Landscaping**1) Street Trees**

The Commerce Station area shall be defined by its comfortable, tree-lined streets. All streets bounded by multi-family housing within Commerce Station shall be lined with shade trees, planted in a linear pattern along the sidewalk, to provide a cool and comfortable environment for residents. Particularly in the current era of mass construction, the consistent use of shade trees, with species pre-selected for each street, will provide a cohesive appearance to the community while improving the aesthetic environment and air quality. The multi-family buildings will serve as a "backdrop" to the tree-lined streets.

With the intent to create this shade tree canopy over the sidewalk, the parcel builder shall provide and install, at minimum, 5-gallon size trees at an average spacing of 30' on center, as measured along the entire length of the street, according to the Street Tree List in Table VIII.3. Street trees shall be located 4'-0" in distance behind the back of the sidewalk.

Where there are split sidewalks (sidewalks not abutting the back of the curb), there shall be a continuous planter, 5'-0" in width, inside

dimension, on designated streets between the sidewalk and the curb, within which the street trees shall be planted.

If spacing is interrupted by street lights or driveways, trees shall be re-spaced to accommodate required clearances while keeping required quantity of trees on average. Under trees along split sidewalk and non-split sidewalk streets, install turf or low-growing groundcover. All planting shall conform to City standards for sight line requirements at intersections and driveways.

2) On-Site Open Space Landscaping

The site plan for each multi-family parcel shall address landscaping for both active and passive open space uses. Open spaces possibly consisting of playgrounds, picnic areas, tot lots, pools, and/or recreation rooms are strongly encouraged.

3) Other Multi-Family Parcel Landscaping

Landscaping is required in front and street side yard setback areas.

Planting next to the foundations of the buildings are encouraged, with plants selected with consideration for their mature size and height. Planting location, size and shape should be considered so as not to hide the front of the building and thereby decrease security.

Plants should be selected which are tolerant of Sacramento's climate. Low-maintenance plant materials are encouraged to reduce pruning, spraying and litter clean-up. Plants chosen should be pest and disease resistant.

4) Landscaping as a Visual Screen

All open areas visible from a public area shall have ground cover and vertical landscape elements to screen yards, patios and decks. All privacy fences shall have a minimum 2'-0" deep consistent landscape strip in front to soften the fencing.

5) Irrigation and Drainage

Sprinkler/irrigation systems are required. Systems should be automatic, controlled by a timer, and not subject to easy vandalism. Pop-up heads recessed into the round or drip systems are strongly

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encouraged. Sprinkler systems should be designed so that they do not spray onto sidewalks (which interferes with pedestrians) or walls of buildings (which leads to staining). Sprinkler controls shall be screened from street view.

Grading of multi-family sites shall provide for storm drainage to either on-site systems, or to the street, if appropriate. Grading shall always be away from buildings. Downspouts should terminate in underground piping to the storm system or to splash blocks or swales. All roof drainage should terminate in established storm drainage systems.

E. Building Height

Multi-family buildings shall be limited to three (3) stories in height, with design elements such as chimneys, roof peaks and cupolas projecting up to ten (10) feet higher.

F. Building Design

Within the Commerce Station area overall, architectural diversity is important and is strongly encouraged. The use of different "styles" and materials is intended to add variety to the buildings. Streetfront elevations shall be varied in mass, depth, wall elements, entrance doors, window treatment and roof forms. To balance this diversity, the public design features (street landscaping, visible fencing, arcades, entries, esplanades, and public buildings) will be treated with an eye to unity and consistency.

It is anticipated that in general, each multi-family development within the Commerce Station area will have its own consistent architectural style, with some variation.

Large structures are to be avoided. Long, uninterrupted wall surfaces are strongly discouraged. Individual units should be suitably identified by staggered exterior walls, details or other means.

Street elevations should be broken with reveals, recesses, trim elements and other architectural features to provide visual interest. Details that can add interest and texture include posts or columns, shutters, windows boxes, etc.

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1) Porches and Entries

Front porches and patios are encouraged on street front units to create a human-scale buffer between the sidewalk and the dwelling unit, and an area in which people can "see and be seen." The porch can be integrated with second floor elements to provide balconies and decks. Addresses should be aligned with entry doors and located for visibility from the street.

2) Roofs

The pitch of a roof shall be at least five feet in twelve feet. Roofs with a pitch of less than five in twelve may be permitted if the roof is harmonious with the overall design of the proposed improvement and is aesthetically pleasing. Porches should be the same roof pitch as the rest of the unit; flat roofs are to be avoided.

3) Projections and Bays

In order to encourage variety and scale, bays and projections will be permitted to project up to 3'-0" on the front of the building, and up to 2'-0" on the side and rear of the building.

4) Gutters and Downspouts

Fascia gutters are appropriate for new construction. Downspouts should be located away from the building for the best drainage, in the least noticeable areas. They should be avoided on street fronts, if possible.

5) Mechanical

All electric, gas, television, radio and telephone lines shall be placed underground. Large visible satellite dishes and telephone receiving equipment are not permitted or, if visible from streets or public areas, must be screened from view. Mechanical equipment will be installed consistent with the Comprehensive Flood Management Plan.

Utility meters must be visible for meter reading, but be either integrated into the design or be surrounded by suitable landscaping. Antennas for satellite TV should be located in areas not visible from adjoining properties, streets or public areas. Antennas mounted on towers must have City approval.

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6) Recycling

Floor plans and internal and external features shall be designed to facilitate recycling, including provisions for recycling enclosures. Recycling and trash enclosures shall comply with the City Zoning Ordinance.

G. Building Materials and Colors

1) Materials

Within each multi-family project, building materials can be consistent, with different colors and accents. Materials can include, but are not limited to, stucco, wood siding, stone, brick, cedar shingles or other natural materials. Horizontal siding is preferred over vertical siding. In general, high quality materials are encouraged, and pre-fabricated inexpensive materials are discouraged; exterior plywood, such as T-111, is prohibited.

Shutters, trim, canvas awnings and moldings on windows are encouraged. Larger trim, such as 1x4's and 1x6's, are preferable to thin 1x2's. Aluminum windows in stucco walls without trim or stucco molding are not permitted. Raw or clear anodized aluminum window frames are strongly discouraged. Operable windows shall have screens so that they can be used for ventilation. Entry doors must meet the City Security Code, requiring viewports for safety.

"Permanent" roof materials such as concrete and clay tile are encouraged because of their low maintenance and consistent appearance over time. Wood shake or shingle roofing is also acceptable. When composition shingles are used, they should be the heavy laminated dimensional type, and be of at least 25-year quality.

2) Colors

There shall be color variation within each multi-family project, with a minimum of two colors plus a third color for accent or trim. For townhouses or detached units, color should vary for each side-by-side unit. For multi-family and stacked units, colors should vary within the building using bays, offsets and returns as break lines. A variety of wall textures are encouraged. Monotone wall surfaces without texture or color differentiation are discouraged.

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3) Building Corners

In order to avoid the appearance of a false appliqué, no material change is allowed at corners. Material changes must occur at reverse corners or must return on the sidewall to the privacy fence. In no case shall this return be less than 4'-0".

4) Fencing

Fencing shall be constructed of wrought iron, concrete block or wood. Wrought iron, when used, shall be painted black or a compatible color with the building(s). Concrete block, when used, shall be split-faced and of a similar and compatible design to the conceptual community-wide walls or consistent with the building materials. Wood fencing shall be constructed of a minimum of 75 percent Western Red Cedar or Redwood. In general, chain link fencing is not permitted. All wooden fencing visible from public areas shall have a double rail and may be stained with a neutral semi-transparent stain compatible with the development.

5) Gates

Wrought iron or quality wood gates may be provided to allow access from yards to public ways. Although the City recognized the need for security measures, it is not recommended that multi-family projects become walled-in enclaves with few connections to the surrounding neighborhood or streets. Security gating is not encouraged, although special considerations will be made dependent upon final design of the site.

6) Accessories

Special attention should be paid to accessories on street frontages such as fencing, signage, mail slots, light fixtures, address numbers, hose bibs, railings, etc. Design of railings and steps should be compatible from unit to unit, with an overall consistency of theme and/or materials.

H. Parking, Storage and Trash Enclosures

In terms of design, to the greatest extent possible, buildings shall address the street frontage and parking shall be internalized within the site plan. Parking

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directly against buildings is strongly discouraged. Landscaping or walkways should be provided between buildings and paved parking areas.

A minimum of 1.5 parking spaces is required for each dwelling unit, provided at curbside or in gathered parking areas within approximately 200 yards of the unit. Guest parking areas must also be provided at the rate of 1 space per 15 units, clearly marked.

Surface parking areas shall have landscaped islands and shade trees, in compliance with City of Sacramento standards, with a minimum of one tree per five parking stalls. Stalls shall be sized in accordance with City standards. Long runs of parking places should be discouraged, regardless of how they are covered; and flat aluminum carport structures are strongly discouraged. Carport roofs should reflect the design of the buildings, and materials and colors should be compatible.

Parking areas visible from the right-of-way shall be landscaped for visual screening. When visible from the right-of-way, parks and other public areas, storage for boats, recreational vehicles, and trailers, as well as storage sheds, shall be fully enclosed.

Resident storage areas should be integrated into the building design to avoid cluttered patios and porches. Storage facilities integral with carports require architectural treatment consistent with the buildings, using similar design elements.

Trash storage areas should not be visible from public streets or other public areas. Trash enclosures should be constructed of concrete block or other durable material; wood is prohibited. Trash enclosures shall meet City standards for design and compliance with the City's recycling ordinance.

I. Air Quality Mitigation and Transportation Systems Management Strategies

Please see Section IX.

At full build-out, the highest concentration of people in the Commerce Station area will be located in the multi-family areas. Residents of this areas will have easy and convenient access to transit, as well as shopping at future neighborhood and convenience commercial developments without needing to get in their cars for each trip.

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Builders are encouraged to design multi-family parcels and units to provide for innovations of the future. With the increasing use of electric cars, builders are encouraged to make their parcels flexible to accommodate on-site recharging stations.

J. Toxic and Hazardous Material Handling

Multi-family projects applicants are encouraged to design facilities that maximize recycling opportunities.

K. Signage

Multi-family housing projects may have entry directories, directional signs, street identification, regulatory signs and building addressing. The design and color of the signage package shall be coordinated and subject to approval.

1) Detached Monument Signs

- a) Function: to identify multi-family projects by name.
- b) Location: ground-mounted in appropriate landscape area.
If sign is located in grass area, the base must have a concrete mowstrip, flush with grade. Large landscape elements such as trees should serve as backdrop to the sign and should not obstruct the view of the sign face. Signs shall satisfy City requirements for visibility.
- c) Quantity: two (2) sign per street frontage per parcel.
- d) Size: no larger than 32 square feet, with a maximum height of 8'-0", including base.
- e) Material: may be constructed of painted metal; porcelain enamel, Lexan or similar high density plastic, or other high quality material. Sign base shall be constructed of masonry, including brick or the split-face block found throughout the community.
- f) Copy: shall include only the project name, address and/or logo. Signs perpendicular to the street shall be double-faced and have the same copy on both sides.
- g) Illumination: signs may be ground-lit or may have illuminated characters/designs.

2) Attached Identifications Signs

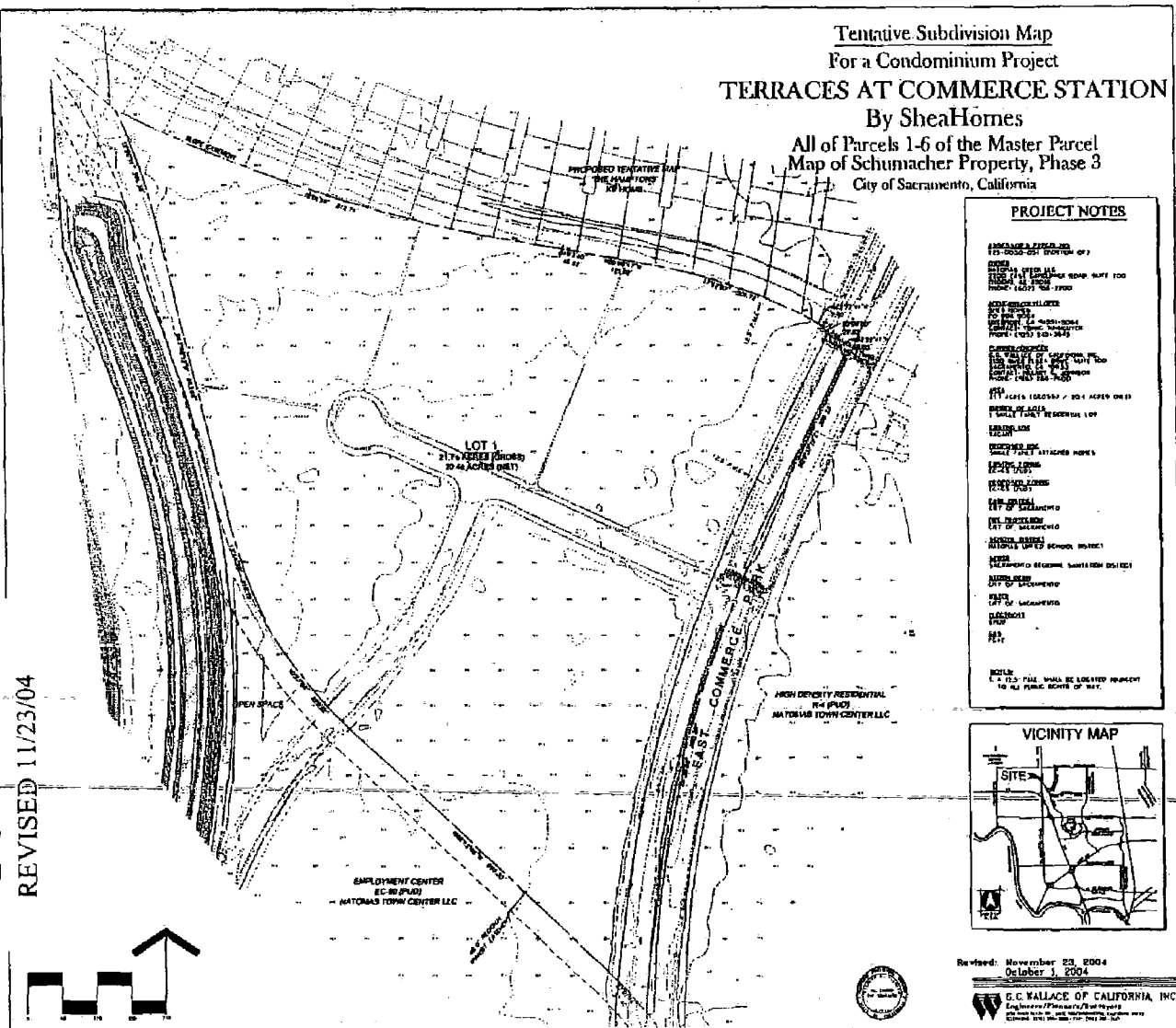
- a) Function: to identify building address(s).

- b) Location: bottom of sign may be no closer than 3'-0" from the ground. Sign may not be located closer than 1'-0" from the sides of the walls or roofline. No sign shall be higher than the roofline.
- c) Quantity: one (1) sign per street frontage per building.
- d) Size: Sign materials shall not exceed 5 square feet.
- e) Materials: signs shall be comprised of individual letters or logo sections, with no exposed mounting hardware. All type of graphics shall have a minimum thickness of 2" and be of a color that contrasts with the background. Suitable materials include acrylic, aluminum, brass and painted steel, painted metal, porcelain enamel, or a high-quality plastic. Wood and painted backgrounds are prohibited. Sign background must be the building surface finish.
- f) Copy: address only.
- g) Illumination: address numbers should be lighted and readable from the street.

L. Lighting

Every multi-family parcel shall have adequate lighting to provide for security and visibility. Site lighting should not be pervasive, or impact surrounding or neighboring properties. Decorative lighting along walkways and driveways is strongly encouraged.

**Tentative Subdivision Map
For a Condominium Project
TERRACES AT COMMERCE STATION
By SheaHomes
All of Parcels 1-6 of the Master Parcel
Map of Schumacher Property, Phase 3
City of Sacramento, California**



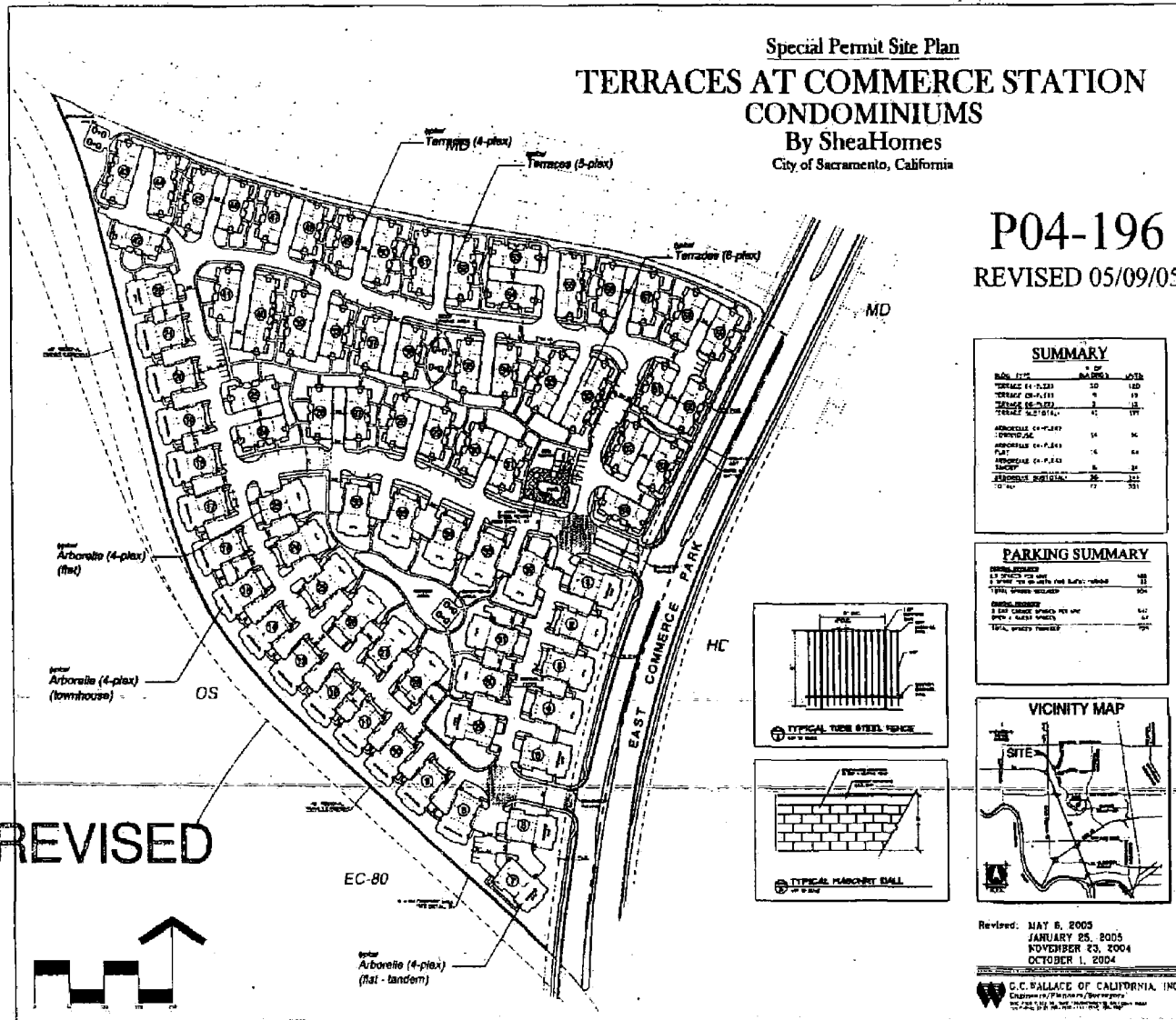
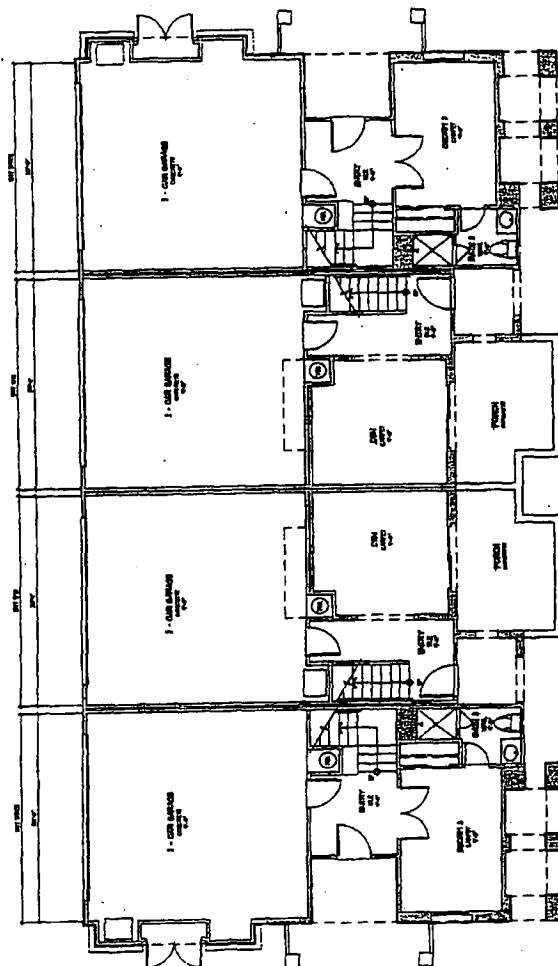


Exhibit 1H – Terraces – Fourplex – Floor Plans, Roof Plans, and Elevations

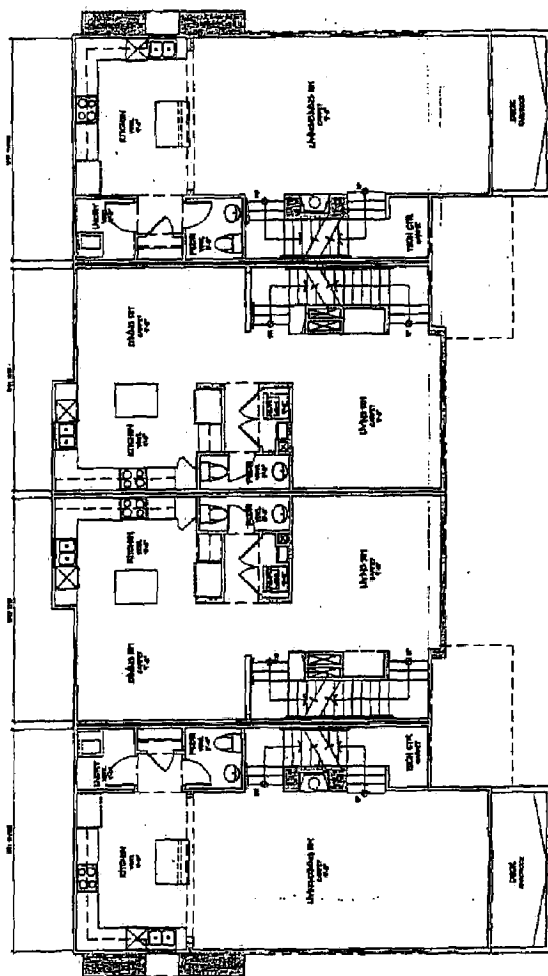


NATOMAS
SHEA HOMES
FOURPLEX - FIRST FLOOR



SEPTEMBER 16, 2004

P04-196
10-06-04



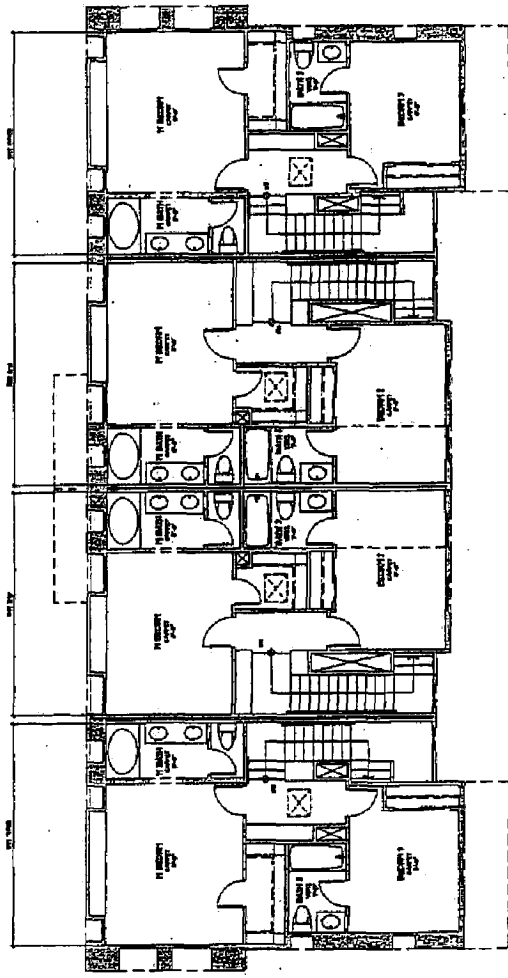
SECOND FLOOR PLAN
SHEA HOMES

NATOMAS
SHEA HOMES
FOURPLEX - SECOND FLOOR



SEPTEMBER 16, 2004

P04-196
10-06-04



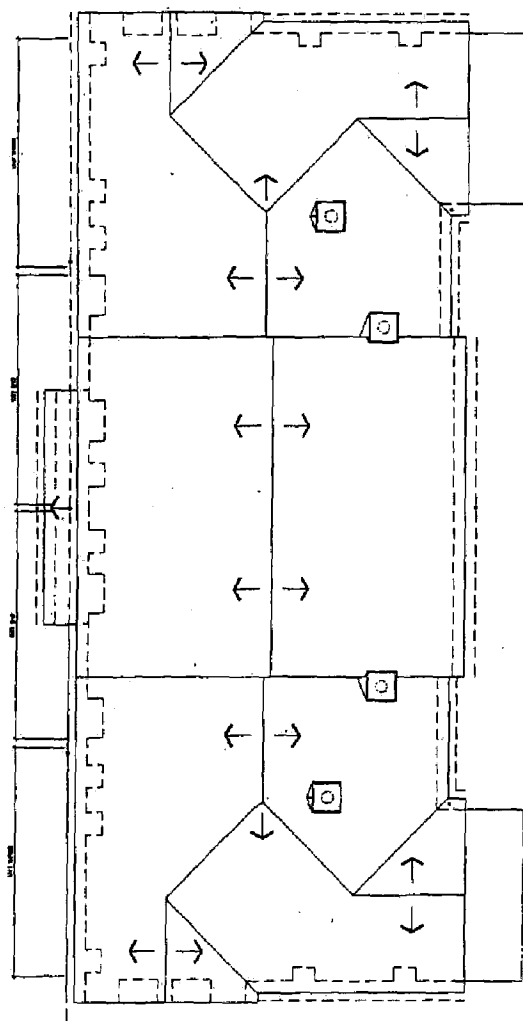
THIRD FLOOR PLAN

NATOMAS
SHEA HOMES
FOURPLEX - THIRD FLOOR



SEPTEMBER 16, 2004

P04-196
10-06-04



ROOF PLAN - A

NATOMAS
SHEA HOMES
FOURPLEX - ROOF PLAN A



SEPTEMBER 16, 2004

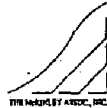
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10-6-01



FRONT ELEVATION - A
SCALE 1/8" = 1'-0"

NATOMAS
SHEA HOMES
FOURPLEX - FRONT ELEVATION A



THE MARKLEY & REED, INC.
ARCHITECTS & PLANNERS

SEPTEMBER 16, 2004

P04-196

JUNE 9, 2005

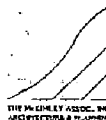
ITEM # 5
PAGE 77



LEFT & RIGHT SIDE ELEVATION A

TERRACES AT COMMERCE STATION
SHEA HOMES
FOURPLEX - SIDE ELEVATIONS A

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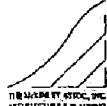
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FRONT ELEVATION - A

NATOMAS
SHEA HOMES
FOURPLEX - REAR ELEVATION A

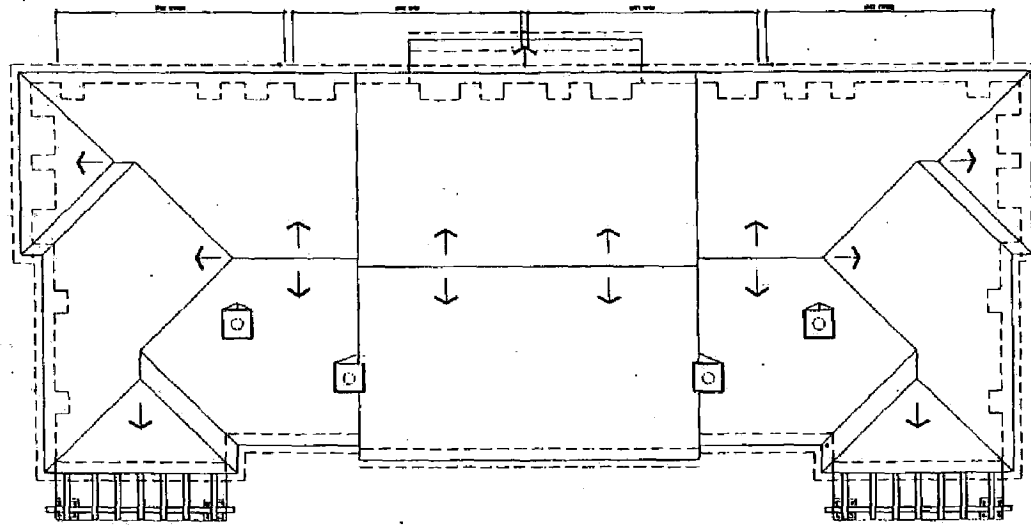


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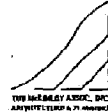
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ROOF PLAN - B
SCALE: 1/4" = 1'-0"

NATOMAS
SHEA HOMES
FOURPLEX - ROOF PLAN B



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10-90-01

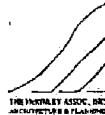
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10-06-04



FRONT ELEVATION - B

NATOMAS
SHEA HOMES
FOURPLEX - FRONT ELEVATION B



THE POTBURY ASSOC., INC.
ARCHITECTURE & PLANNING
SEPTEMBER 16, 2004

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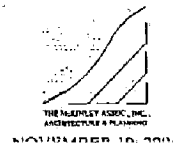
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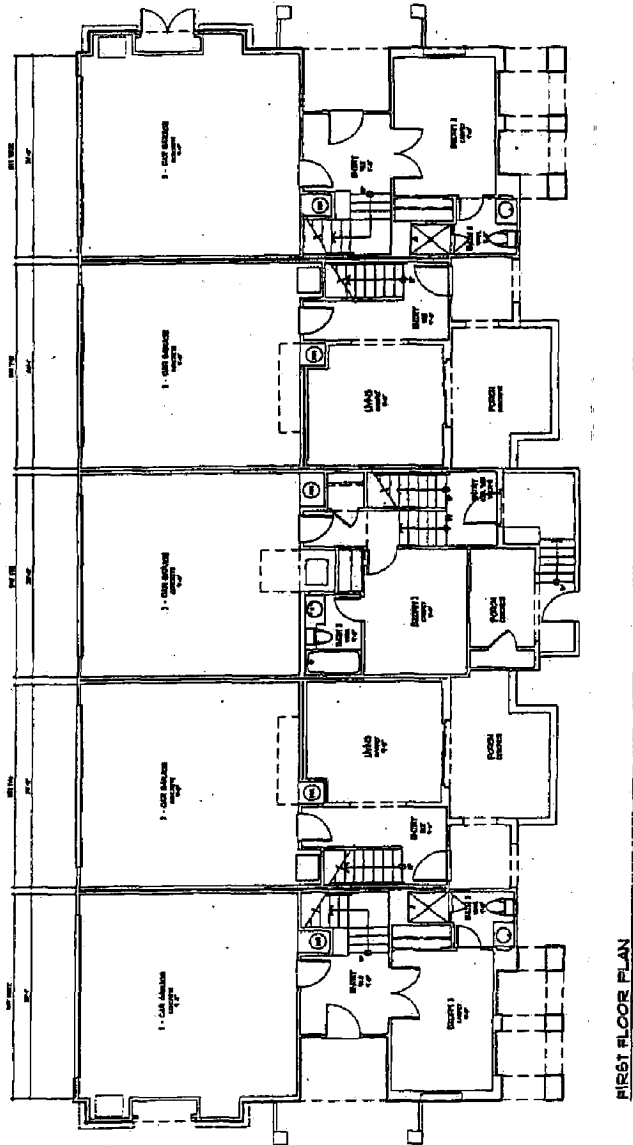
LEFT & RIGHT SIDE ELEVATION B

TERRACES AT COMMERCE STATION
SHEA HOMES
FOURPLEX - SIDE ELEVATIONS B



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REVISED 11/23/04

Exhibit 11 – Terraces – Fiveplex – Floor Plans, Roof Plans, and Elevations

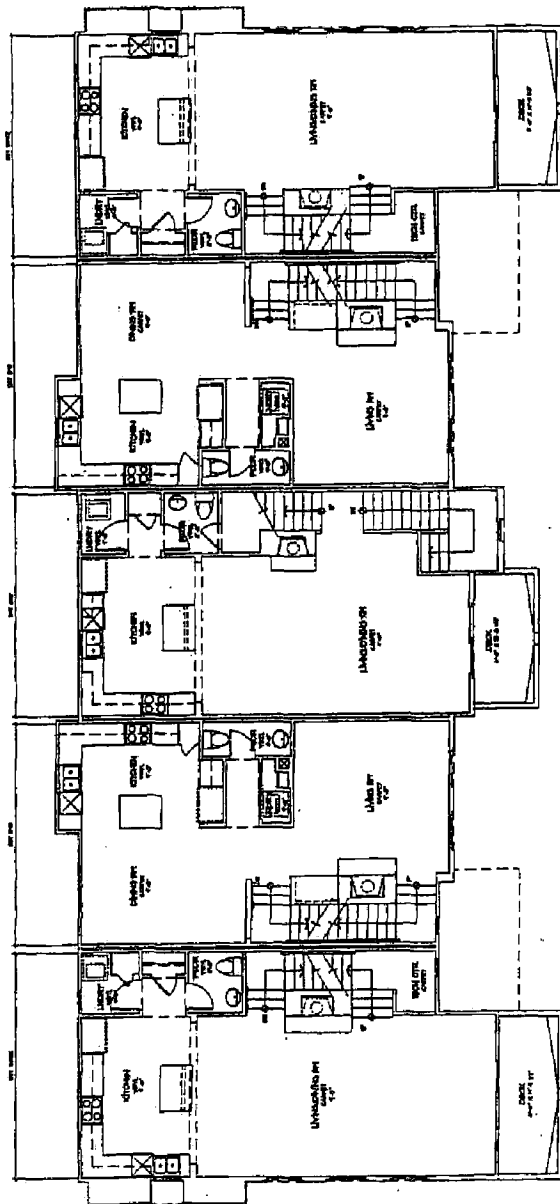


NATOMAS
SHEA HOMES
FIVEPLEX - FIRST FLOOR



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10-06-04



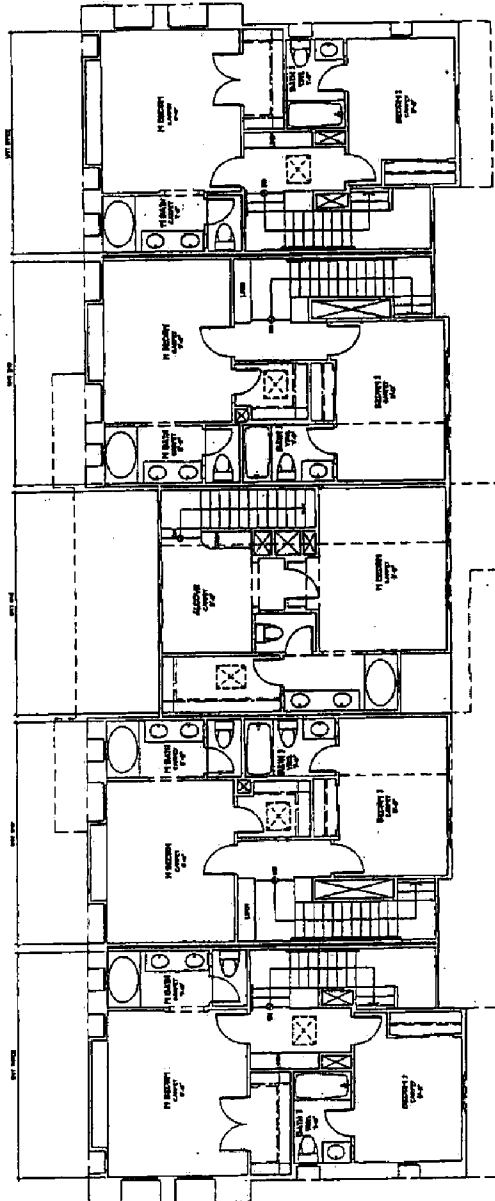
SECOND FLOOR PLAN
SCALE 1/8" = 1'-0"

NATOMAS
SHEA HOMES
FIVE - SECOND FLOOR



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P04-196
10-06-04



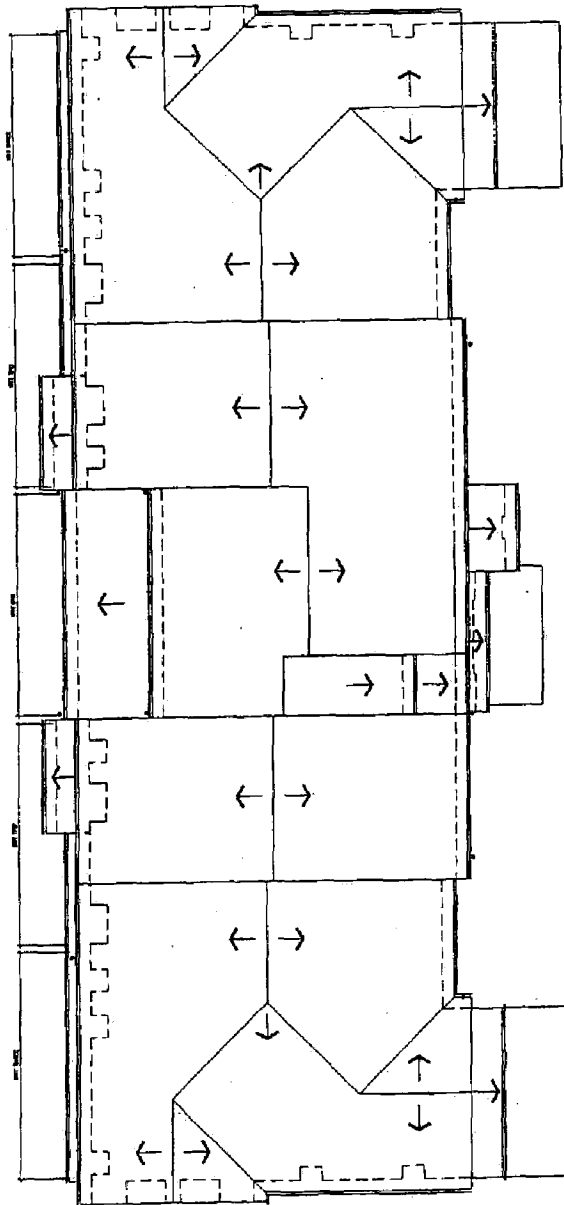
THIRD FLOOR PLAN
SCALE: 1/8" = 1'-0"

NATOMAS
SHEAFLEX
FIVEPLEX - THIRD FLOOR



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10-06-04



ROOF PLAN - A
10-06-04

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10-06-04

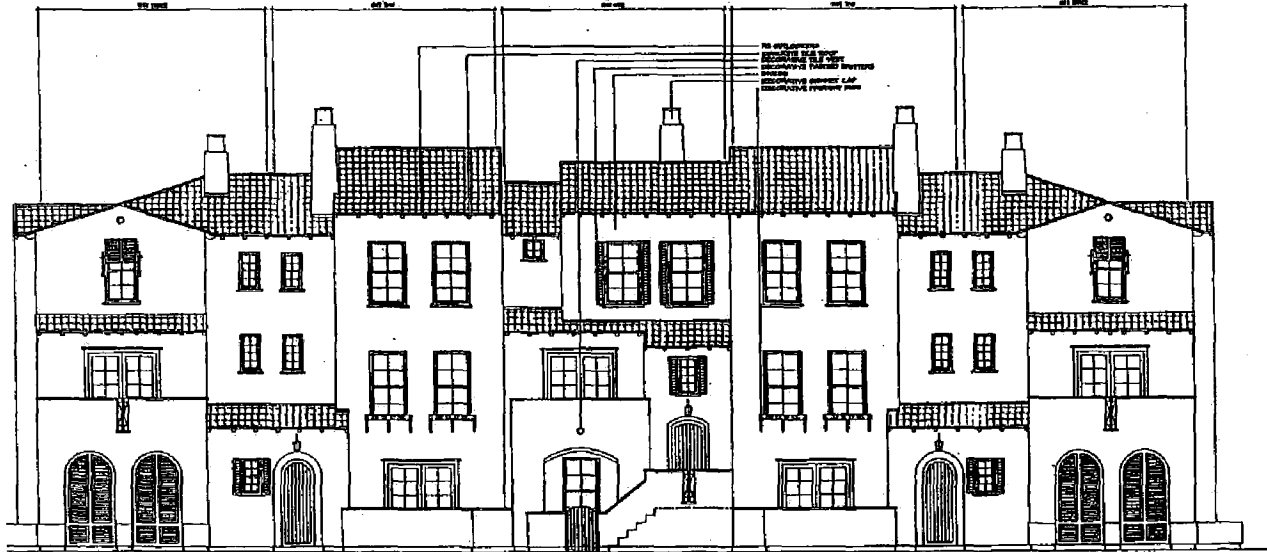
NATOMAS
SHEA HOMES
FIVEPLEX - ROOF PLAN A



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10-06-04



FRONT ELEVATION - A
SCALE: 1/8" = 1'-0"

NATOMAS
SHEA HOMES
FIVEPLEX - FRONT ELEVATION A



THE SHEPLEY ASSOC., INC.
ARCHITECTS & PLANNERS
SEPTEMBER 15, 2004

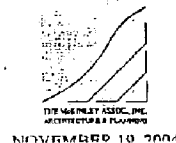


LEFT & RIGHT SIDE ELEVATION A

SCALE 1/8" = 1'-0"

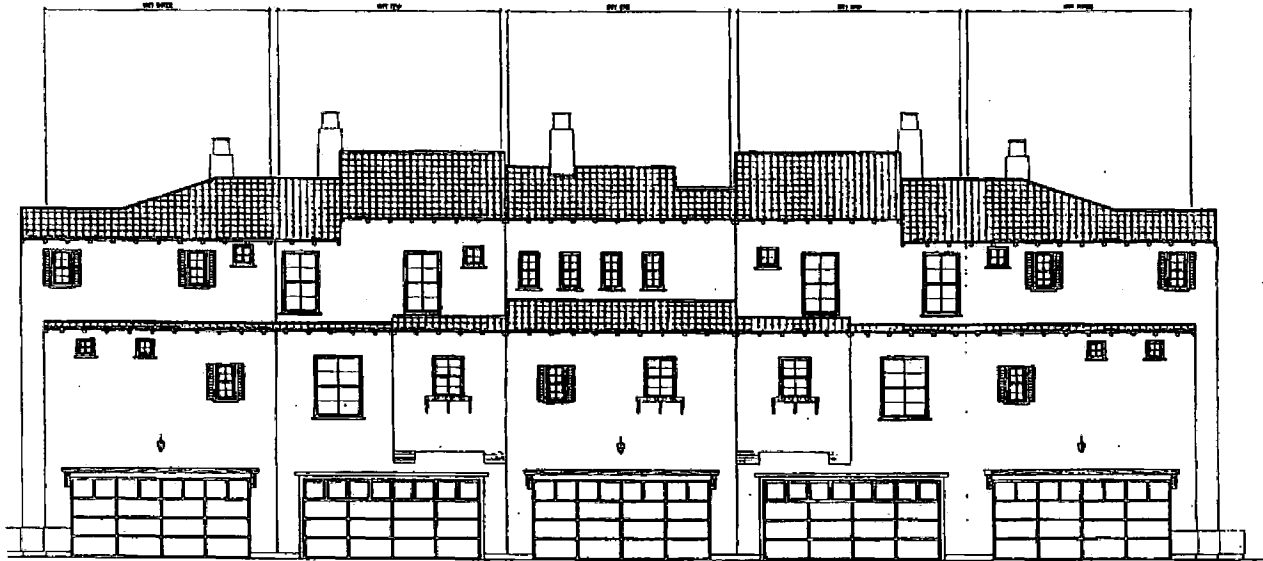
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TERRACES AT COMMERCE STATION
SHEA HOMES
FIVEPLEX - SIDE ELEVATIONS A



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REAR ELEVATION - A
SCALE: 3/4" = 1'-0"

NATOMAS
SHEA HOMES
FIVEPLEX - REAR ELEVATION A

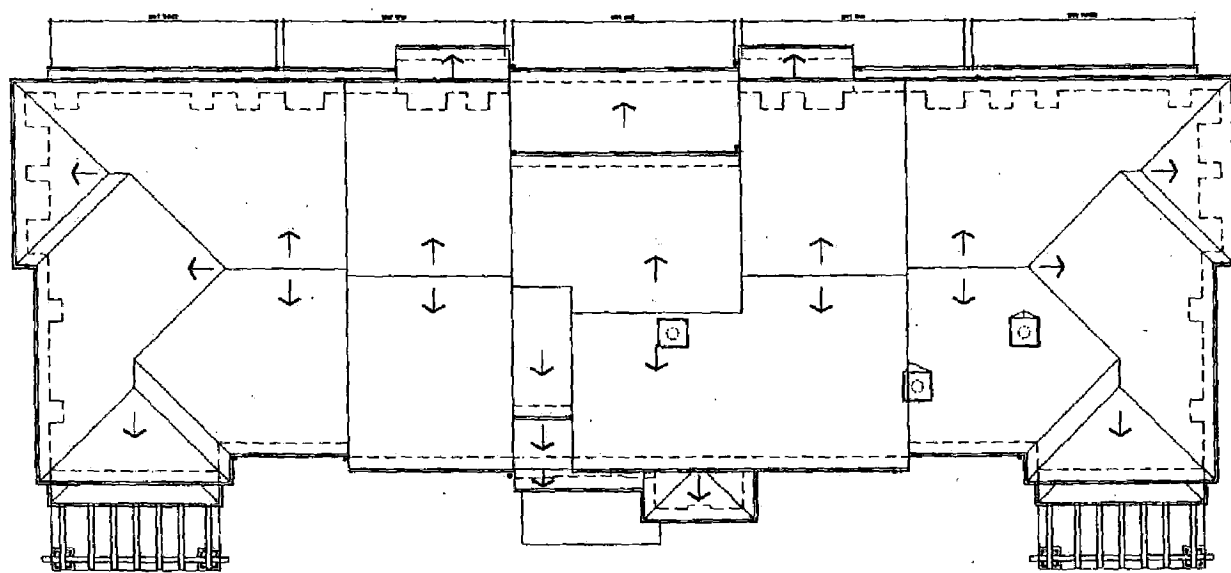


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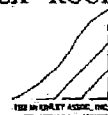
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ROOF PLAN - B
SCALE 1/4" = 1'-0"

NATOMAS
SHEA HOMES
FIVEPLEX - ROOF PLAN B



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FRONT ELEVATION - B

**NATOMAS
SHEA HOMES
FIVEPLEX - FRONT ELEVATION B**



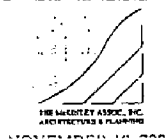
SEPTEMBER 16, 2004



LEFT & RIGHT SIDE ELEVATION B
SCALE: 1/8" = 1'-0"

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TERRACES AT COMMERCE STATION
SHEA HOMES
FIVEPLEX - SIDE ELEVATIONS B



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REAR ELEVATION - B
SCALE 1/8" = 1'-0"

NATOMAS
SHEA HOMES
FIVEPLEX - REAR ELEVATION B



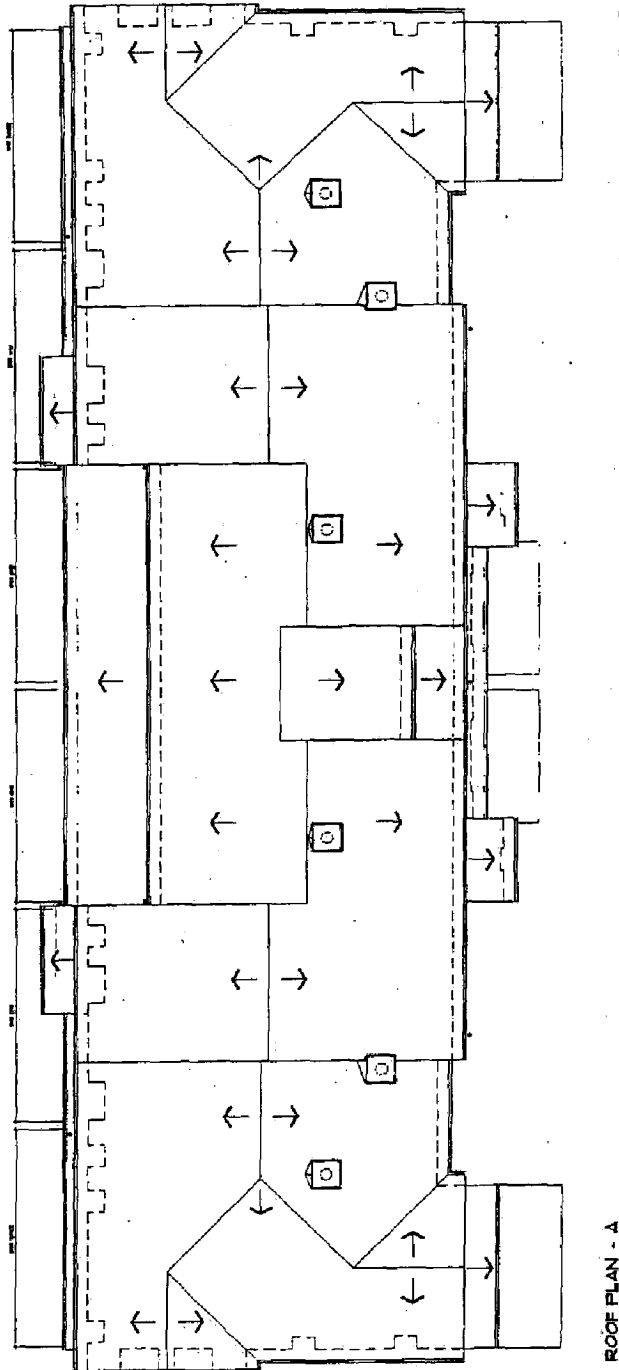
THE SACRAMENTO AREA, INC.
ARCHITECTURE & PLANNING
SEPTEMBER 16, 2004

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Exhibit 1J - Terraces - Sixplex - Roof Plan and Elevations



NATOMAS
SHEA HOMES
SIXPLEX - ROOF PLAN A



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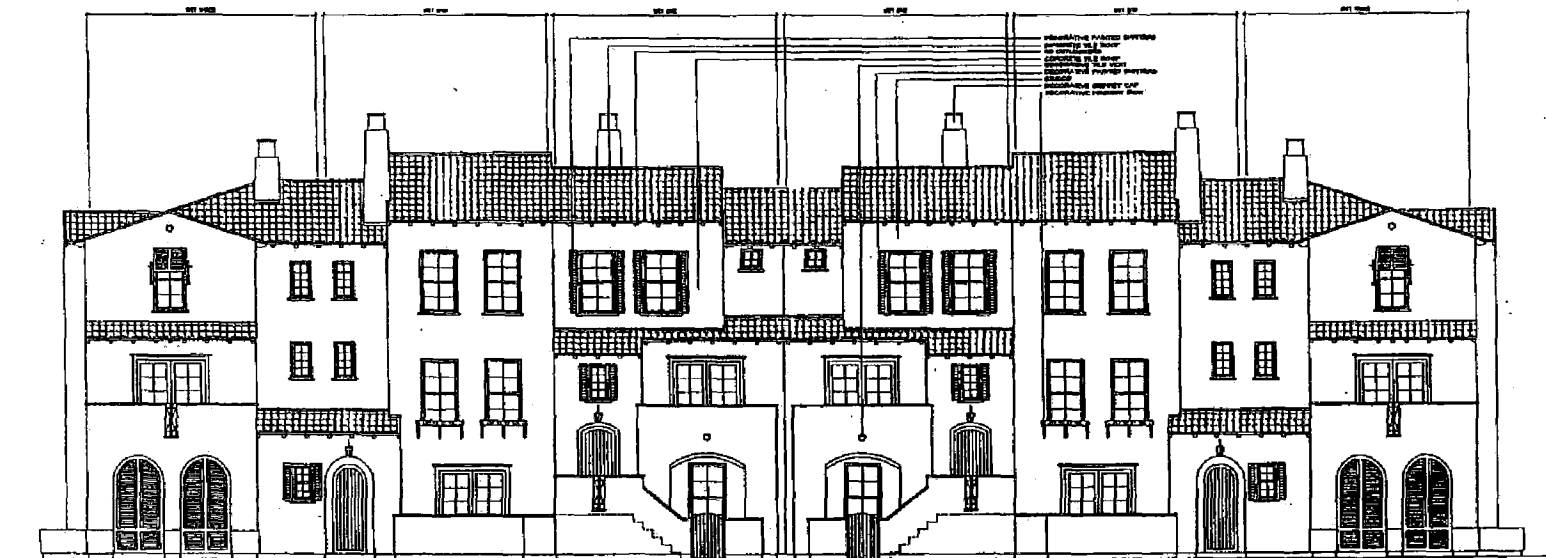
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P04-196

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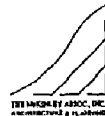
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FRONT ELEVATION - A

NATOMAS
SHEA HOMES
SIXPLEX - FRONT ELEVATION A



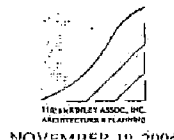
SEPTEMBER 16, 2004

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LEFT & RIGHT SIDE ELEVATION B
SCALE: 1/8" = 1'-0"

TERRACES AT COMMERCE STATION
SHEA HOMES
SIXPLEX - SIDE ELEVATIONS B



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REAR ELEVATION - A
SCALE 1/4" = 1'-0"

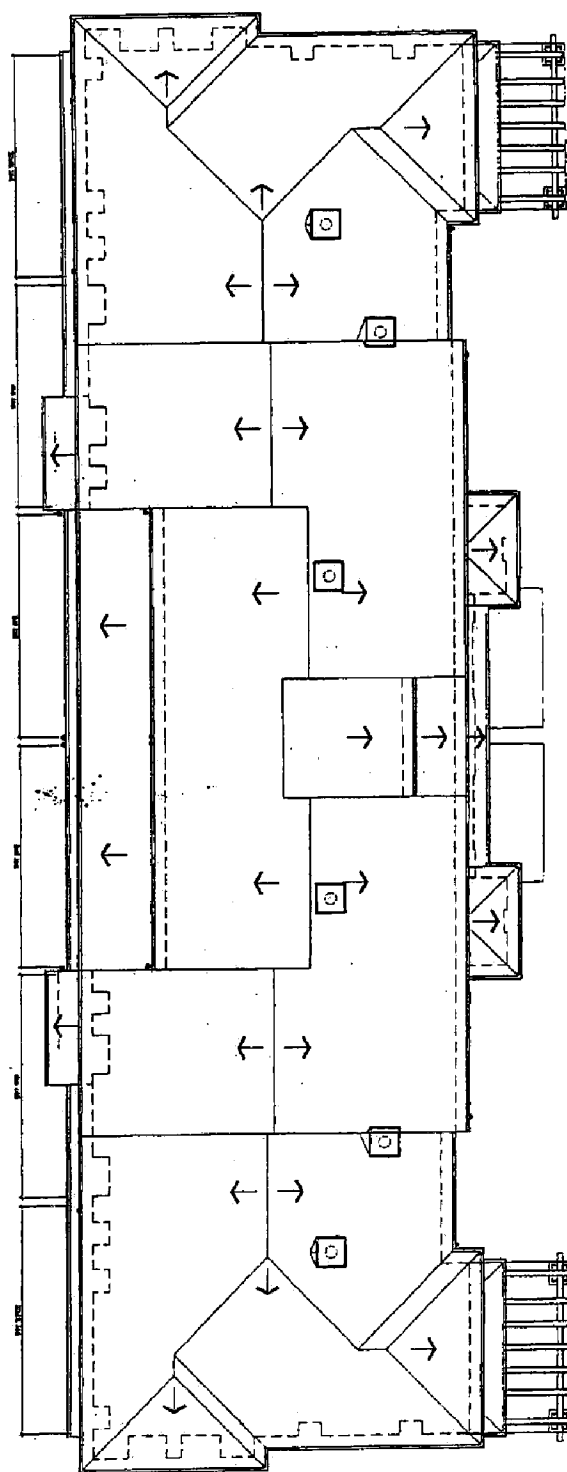
NATOMAS
SHEA HOMES
SIXPLEX - REAR ELEVATION A



THE LANDMARK GROUP, INC.
ARCHITECTS & PLANNERS
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ROOF PLAN - B

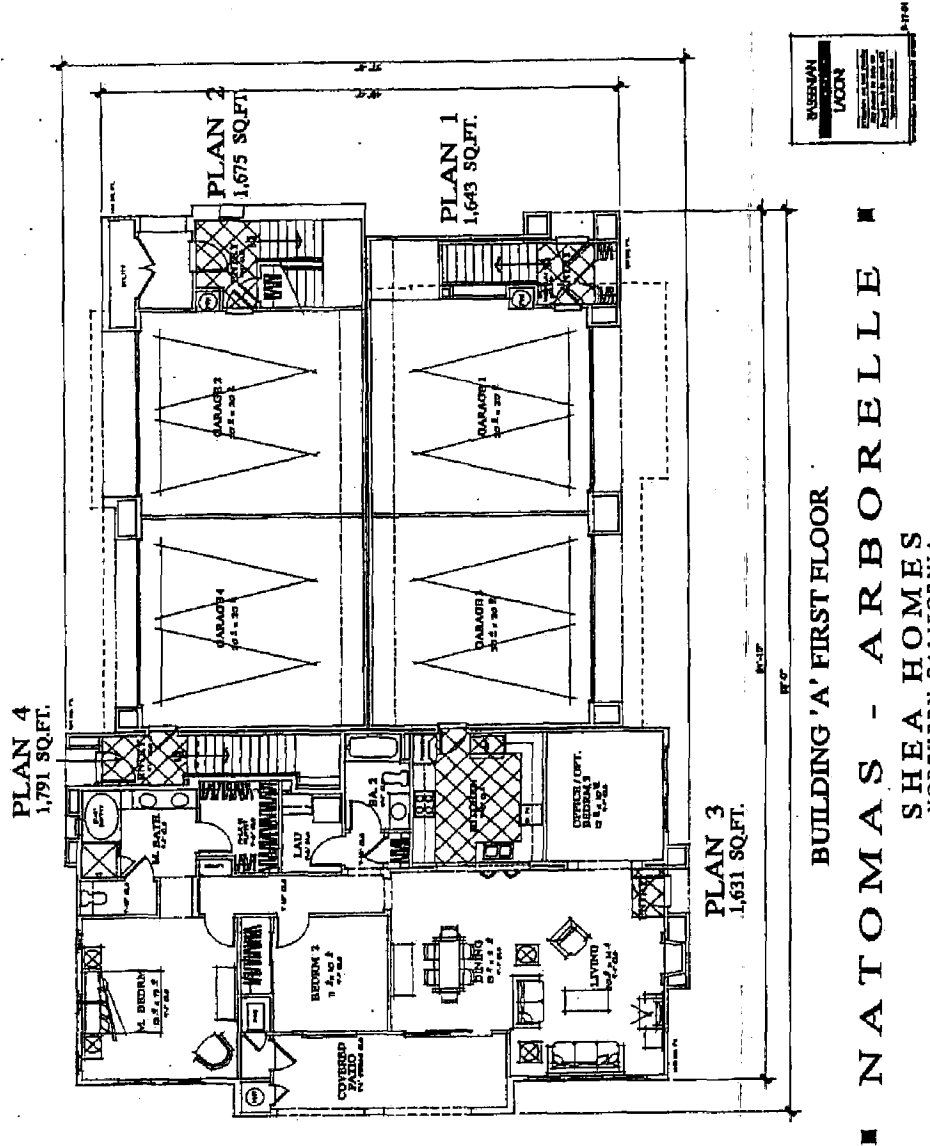
NATOMAS
SHEA HOMES
SIXPLEX - ROOF PLAN B



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10-06-04

Exhibit 1K - Arborelle - Building A - Floor Plans and Elevations

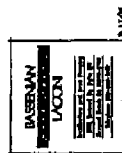
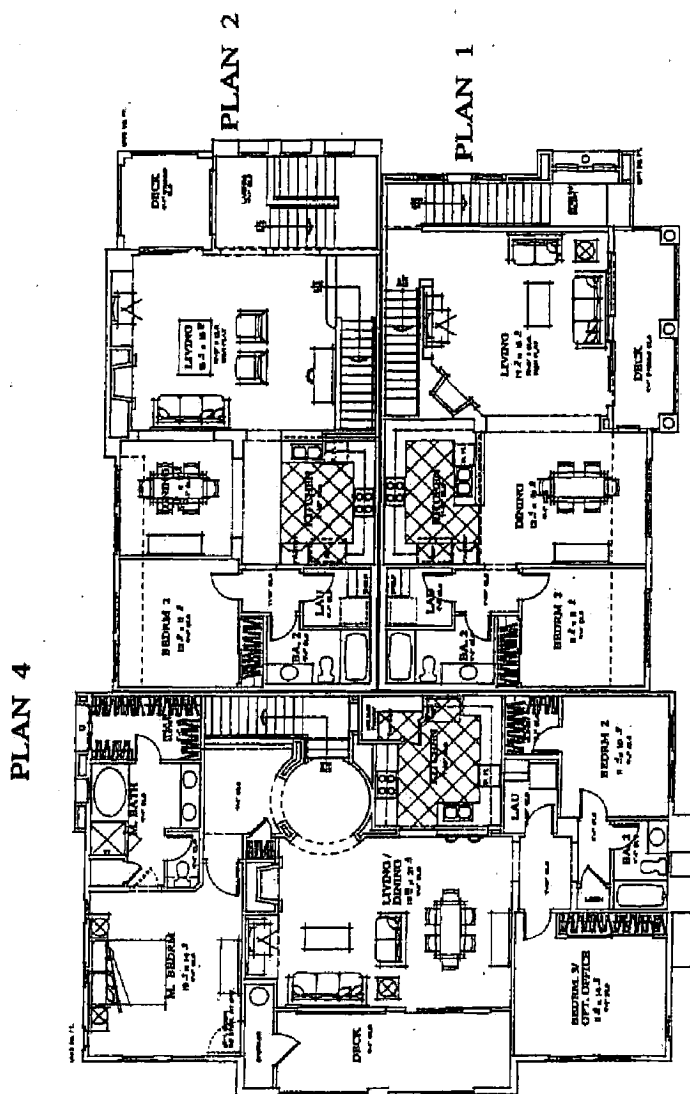


BUILDING 'A' FIRST FLOOR

■ NATOMAS - ARBORELLE ■

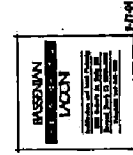
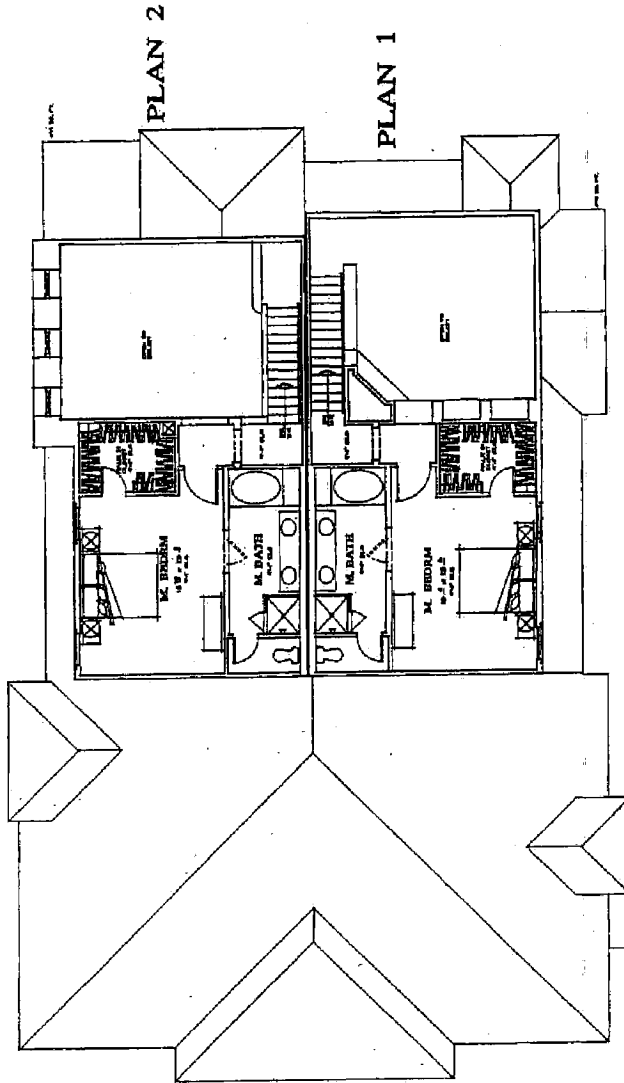
SHEA HOMES
NORTHERN CALIFORNIA

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BUILDING 'A' SECOND FLOOR
 ■ NATOMAS - ARBORELL ■
 SHEA HOMES
 NORTHERN CALIFORNIA

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BUILDING 'A' THIRD FLOOR

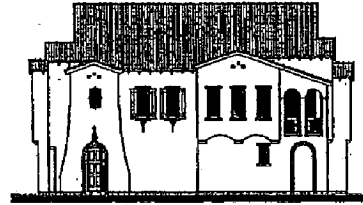
■ NATOMAS - ARBORELL ■

SHEA HOMES
NORTHERN CALIFORNIA

P04-196
10-06-04



LEFT



FRONT



RIGHT

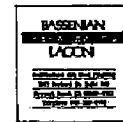


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BUILDING 'A' SPANISH ELEVATIONS
■ NATOMAS - ARBORELLA ■
SHEA HOMES
NORTHERN CALIFORNIA

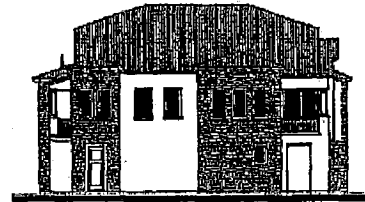


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LEFT



FRONT



RIGHT



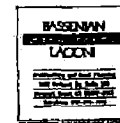
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BUILDING 'A' TUSCAN ELEVATIONS

■ NATOMAS - ARBORELLE ■

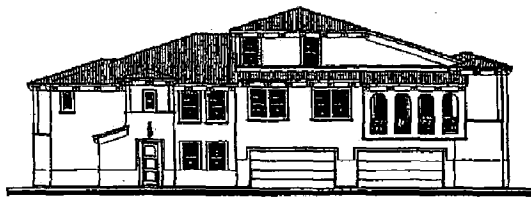
SHEA HOMES
NORTHERN CALIFORNIA



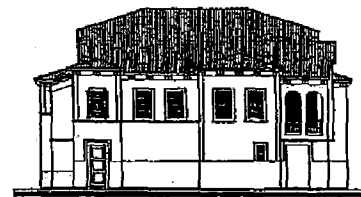
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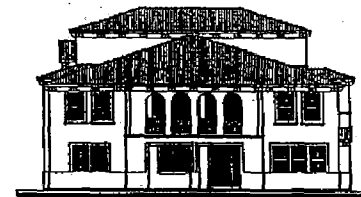
LEFT



FRONT



RIGHT

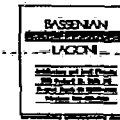


REAR

BUILDING 'A' ITALIAN ELEVATIONS

■ ARBORELLE ■

SHEA HOMES



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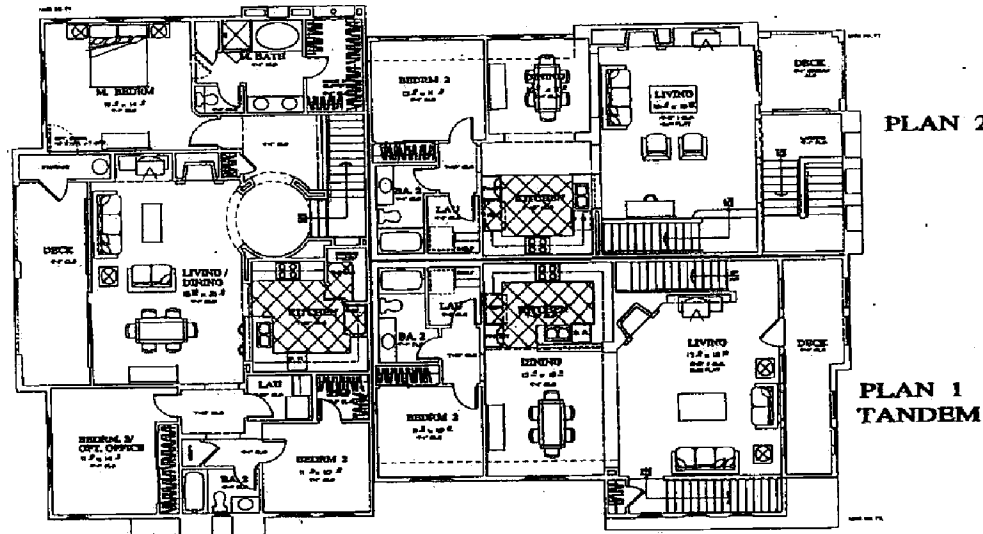
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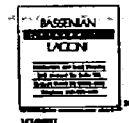
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PLAN 4



BUILDING 'A' SECOND FLOOR
■ ARBORELLE ■
SHEA HOMES

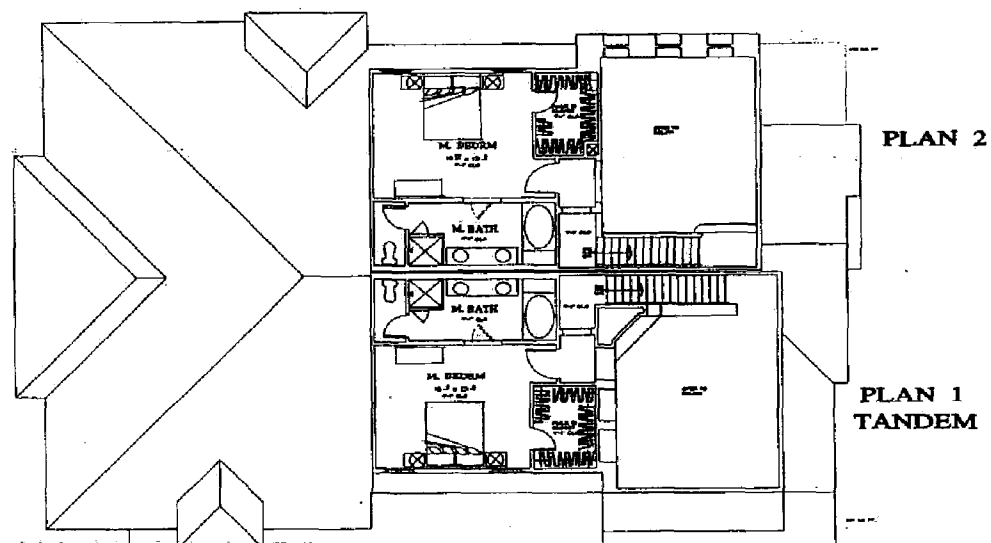


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RECEIVED 05/16/05

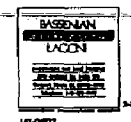
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BUILDING 'A' THIRD FLOOR
■ ARBORELLÉ ■
SHEA HOMES



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RECEIVED 05/16/05

P04-196
RECEIVED 05/16/05



LEFT



FRONT



RIGHT

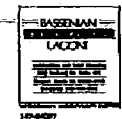


REAR

BUILDING 'A' SPANISH ELEVATIONS
W/ TANDEM GARAGES

■ ARBORELLE ■

SHEA HOMES



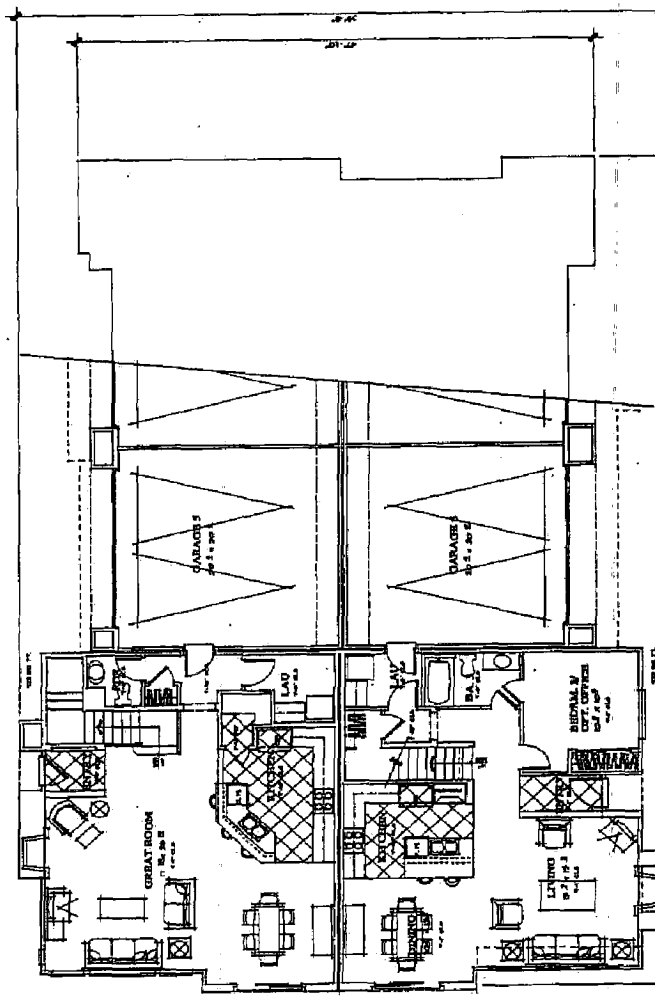
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Exhibit 1M – Arborelle – Building B – Floor Plans and Elevations

PLAN 5
1,736 SQ.FT.



PLAN 6
1,763 SQ.FT.

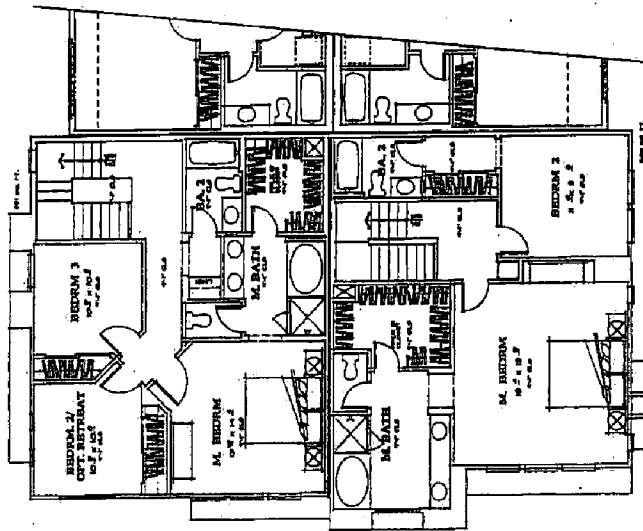
BUILDING 'B' FIRST FLOOR



■ NATOMAS - ARBORELLE ■
SHEA HOMES
NORTHERN CALIFORNIA

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10-06-04

PLAN 5



PLAN 6

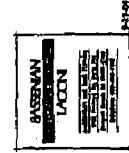
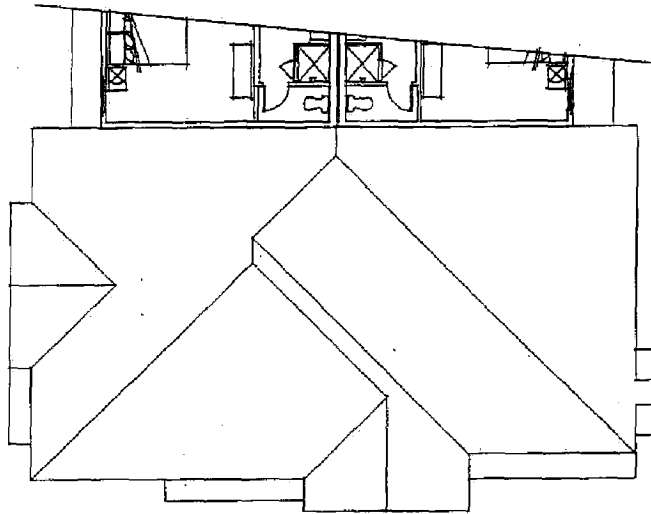


BUILDING 'B' SECOND FLOOR

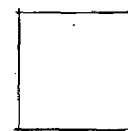
■ NATOMAS - ARBORELLER ■

SHEA HOMES
NORTHERN CALIFORNIA

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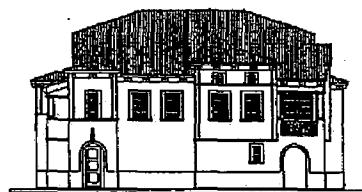
■ BUILDING 'B' THIRD FLOOR ■
■ NATOMAS - ARBORELL E ■
SHEA HOMES
NORTHERN CALIFORNIA



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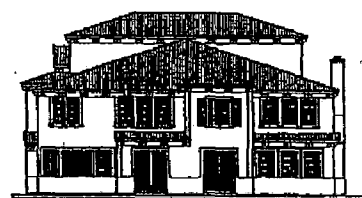
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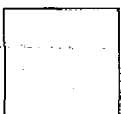
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RIGHT



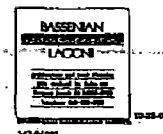
REAR



BUILDING 'B' ITALIAN ELEVATIONS

■ ARBORELLE ■

SHEA HOMES



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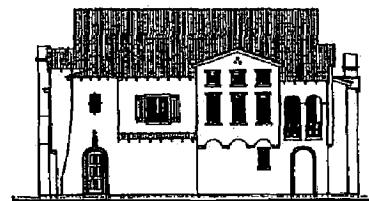
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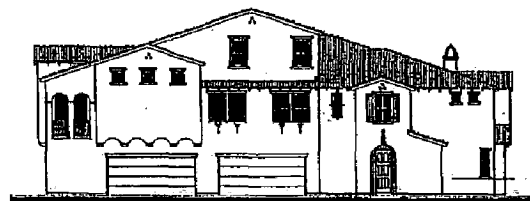
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LEFT



FRONT



RIGHT

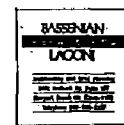


REAR

BUILDING 'B' SPANISH ELEVATIONS

■ NATOMAS - ARBORELLE ■

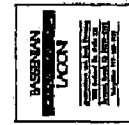
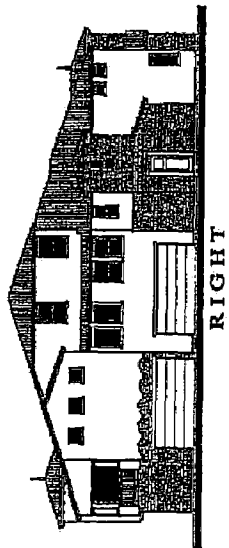
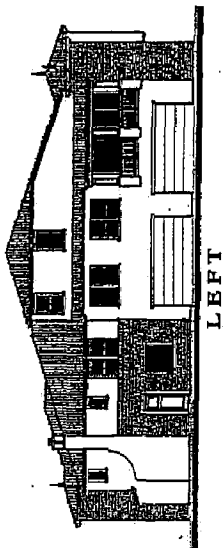
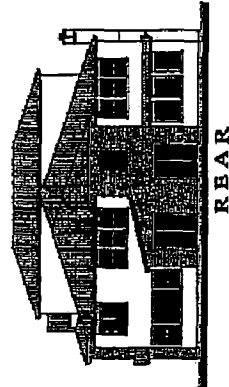
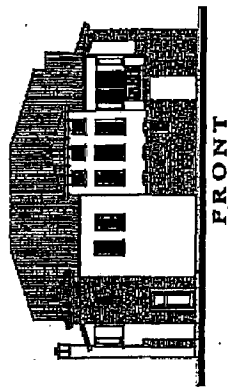
SHEA HOMES
NORTHERN CALIFORNIA



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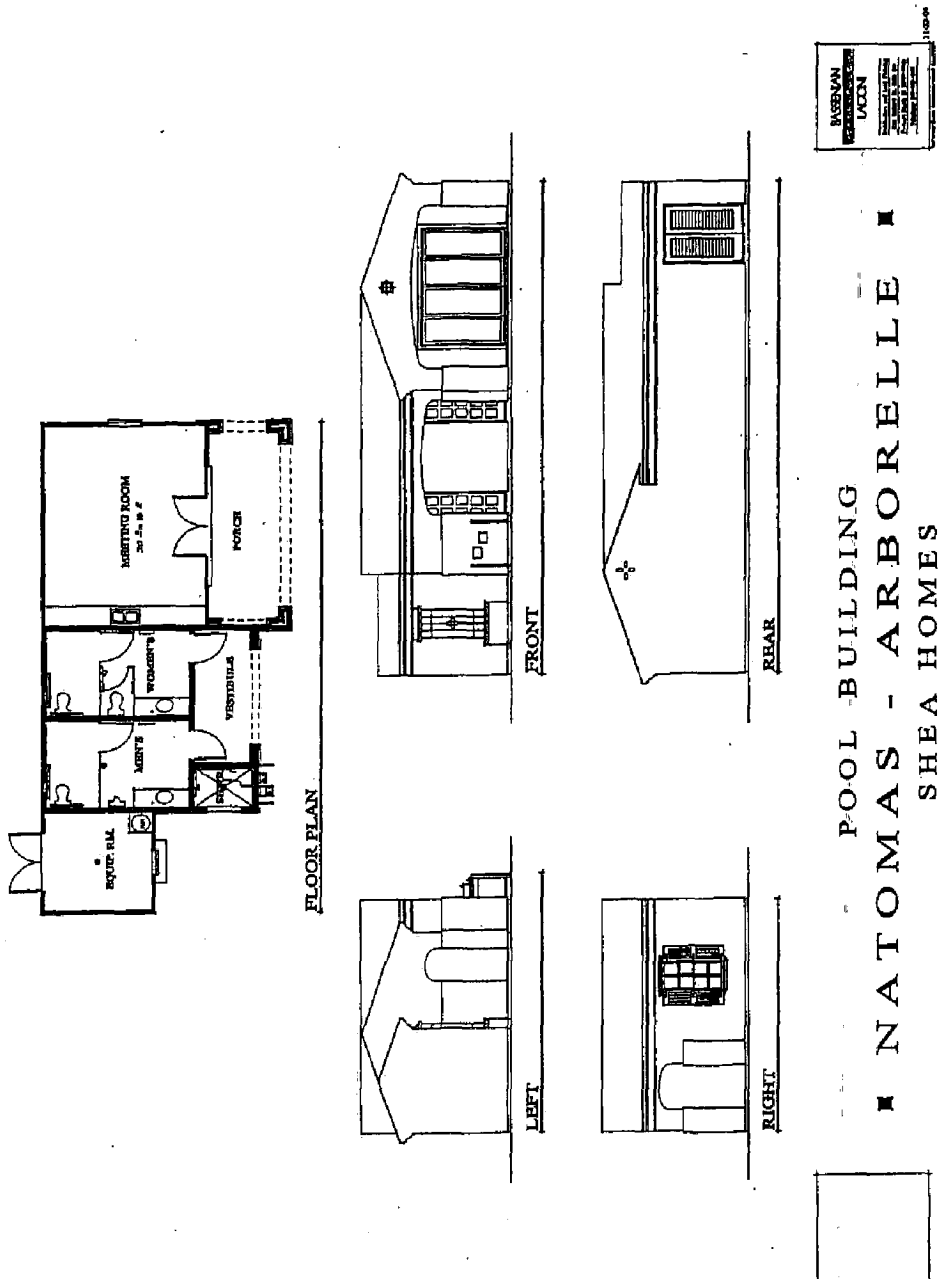
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BUILDING 'B' TUSCAN ELEVATIONS
■ NATOMAS - ARBORELL E ■
SHEA HOMES
NORTHERN CALIFORNIA

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Exhibit 1N – Pool Building – Floor Plans and Elevations



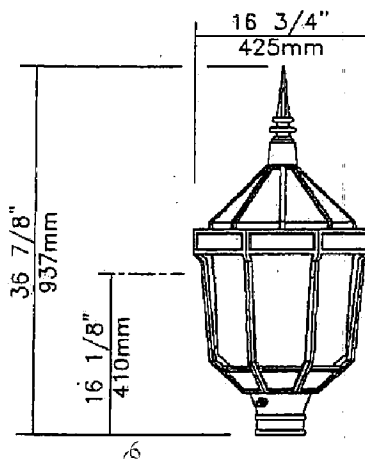
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Exhibit 10 – Lighting Examples



640, Chûn-Bôhm
Boisbriand (Québec)
Canada, J7G 2A7

Specification



"NOVATO BROWN"



Qty 60 Luminaire Z42G-100HPS-3-AC-120-SFZ4-HS-PH7

Description of Components:

Finial: Decorative cast 356 aluminum, mechanically assembled.

Hood: In an octagonal tapered shape, this hood is made of an one-piece cast 356 aluminum mechanically assembled to the luminaire.

Guard: In an octagonal tapered shape, this guard is a two-pieces cast 356 aluminum mechanically assembled to the fitter.

Globe: (AC). Made of one-piece seamless injected-molded clear acrylic having a prismatic exterior surface. The globe is mechanically assembled on the access-mechanism.

Lamp: 100 watts high pressure sodium (not included), ED 23 1/2 bulb, mogul base.

Optical System: I.E.S type III (asymetrical). Optical system using the luminaire globe as refractor, complete with an (HS) house side shield.

Ballast: High power factor of 90%. Primary voltage 120 volts. Lamp starting capacity -40F(-40C) degrees. Assembled on a unitized removable tray with quick disconnect plug.

Access-Mechanism: Rotomatic, die-cast A380 aluminum quarter-turn mechanism with constant-pressure spring-loaded points. The mechanism shall offer toolfree access to the inside of the luminaire. An embedded memory-retentive gasket shall ensure weatherproofing. A red key on the unit shall indicate point of engagement.

Fitter: (SFZ4), Cast 356 aluminum c/w 4 set screws 3/8-16 UNC. Slip-fits on a 4" (102mm) outside diameter x 4" (102mm) long tenon.

Luminaire Options: (PH7), Button-type photocell.

SPEC20040713_163733_10361_1

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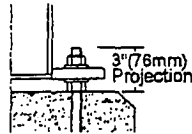
07-14-2004
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640, Curé-Boivin
Boisbriand (Québec)
Canada, J7G 2A7

Specification

Base & Bolts Information

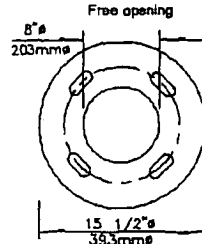


Comes with 4 steel anchor bolts, 3/4" X 17" + 3" Fully Galvanized, 8 nuts and 8 washers. Important: Do not obstruct space between anchor plate and concrete base.

Anchor Plate

- B.C.: 12 1/2" 318mm

- Material: Cast Aluminum



Qty 60 Pole R80A-15-TBC1

Description of Components:

Pole Shaft: Shall be made from a 4" (102mm) 8 fluted round extruded 6061-T6 aluminum tubing, having a 0.167" (4.2mm) wall thickness, welded to the pole base.

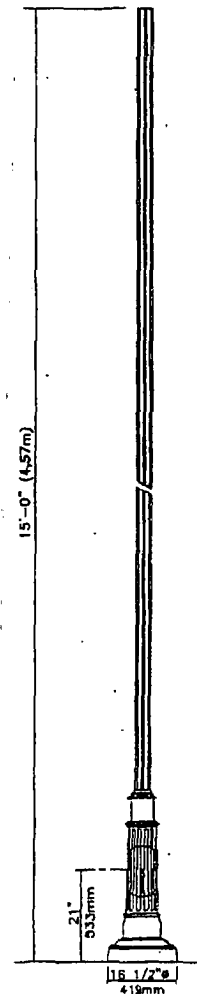
Joint Cover: One-piece round joint cover made from cast 356 aluminum, mechanically fastened with stainless steel screws.

Pole Base: Shall be made from a round fluted cast 356 aluminum base having a 0.375" (9.5mm) wall thickness, complete with a cast-in anchor plate.

Maintenance Opening: The pole shall have a 4" x 9" (102mm x 229mm) maintenance opening centered 21" (533mm) from the bottom of the anchor plate, complete with a weatherproof cast 356 aluminum cover and a factory assembled copper ground lug.

Base Cover: Two piece round base cover made from cast 356 aluminum, mechanically fastened with stainless steel screws.

"NOVATO BROW"





640, Curé-Bolvin
Boisbriand (Québec)
Canada, J7G 2A7

Specification

Miscellaneous

Description of Components:

Wiring: Gauge (#14) TEW wires, 6" (152mm) minimum exceeding from luminaire.

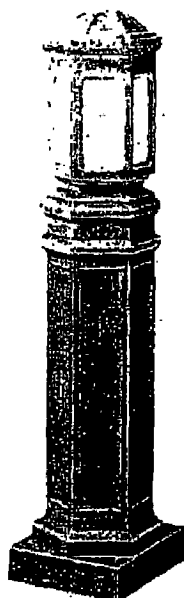
Hardware: All exposed screws will be in stainless steel. All seals and sealing devices are made and/or lined with EPDM and/or silicone.

Finish: Color to be "NOVATO BROWN", Application of a polyester powder-coat paint. (4 mils/100 microns). The chemical composition provide a highly durable UV and salt spray resistant finish in accordance to the ASTM-B117-73 standard and humidity proof in accordance to the ASTM-D2247-88 standard.

"NOVATO" BROWN

PROJECT NAME: _____

XTURE TYPE: _____

HADCO TB361 BOLLARD SPECIFICATION SHEET

For a classic design with modern illumination, the TB361 Bollard provides a certain charm that is unmatched by more contemporary styles. The TB361 offers a wide selection of optic and lamping options available in durable black, white, green, verde or bronze finishes.

model TB361

SPECIFICATIONS

HOUSING: Housing constructed of cast aluminum with removable cast top for easy relamping.

OPTICAL ASSEMBLY: Acrylic opal, clear and refractive lenses are available as well as louvers.

ELECTRICAL ASSEMBLY: All electrical components are mounted on a modular ballast assembly which is installed into the bollard head using a keyslotted ballast bracket and quick disconnect wire connectors. All HID ballasts are regulated with power factors better than 90% (HPF). Ballasts shall provide $\pm 5\%$ lamp power regulation with $\pm 10\%$ input voltage regulation. Medium base porcelain socket will include nickel-plated screw shell center contact, 4kv pulse rated. HID ballast is core and coil HPF available in 120/208/240/277/347 volt. A 28 watt fluorescent ballast is core and coil 120 volt and socket is GX32d-3. A 32 watt and 42 watt fluorescent ballast

is electronic HPF in 120/208/240/ 277 volt and sockets are GX24q-3 and GX24q-4.

WARNING: Some local interpretations of the National Electrical Code, Section 210-6, only permit the use of 120 volt fixtures when they are mounted below 8 feet. Check with local authorities before specifying alternate voltages.

MOUNTING ASSEMBLY: Mounting plate is attached directly to four 1/2" dia. galvanized steel anchor rods. Bollard housing is mounted directly to the plate with (4) external screws. Contact factory for latest mounting template. Modular ballast assembly is installed into bollard head using a keyslotted ballast bracket and quick disconnect wire connectors.

FINISH: Thermoset polyester powder-coat, laboratory tested for superior weatherability and fade resistance in accordance with ASTM B-117-64 and ANSI/ASTM G53-77 specifications.

WARRANTY: Three year limited warranty.

CERTIFICATIONS: UL Listed for wet locations (120, 208, 240, 277). cUL Listed for wet locations (120, 277, and 347V only).

WEIGHT: 34 lbs.

P04-196

REVISED 11/23/04

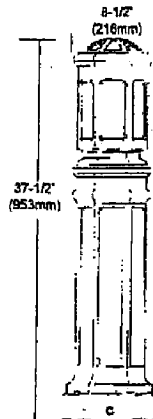
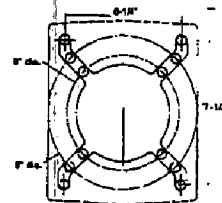
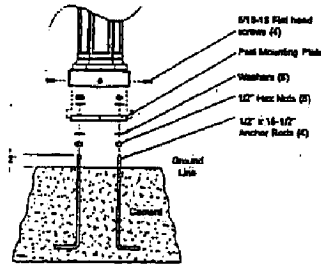
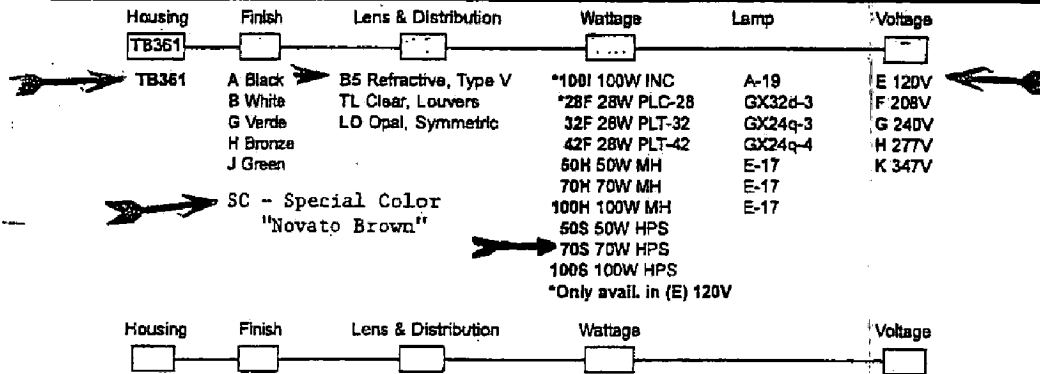
HADCO®

PROJECT NAME: _____

FIXTURE TYPE: _____

DIMENSIONS & MOUNTING DETAILS

MAX. WEIGHT: 34 lbs.

**Mounting Template****ORDERING LOGIC****PROJECT NOTES**

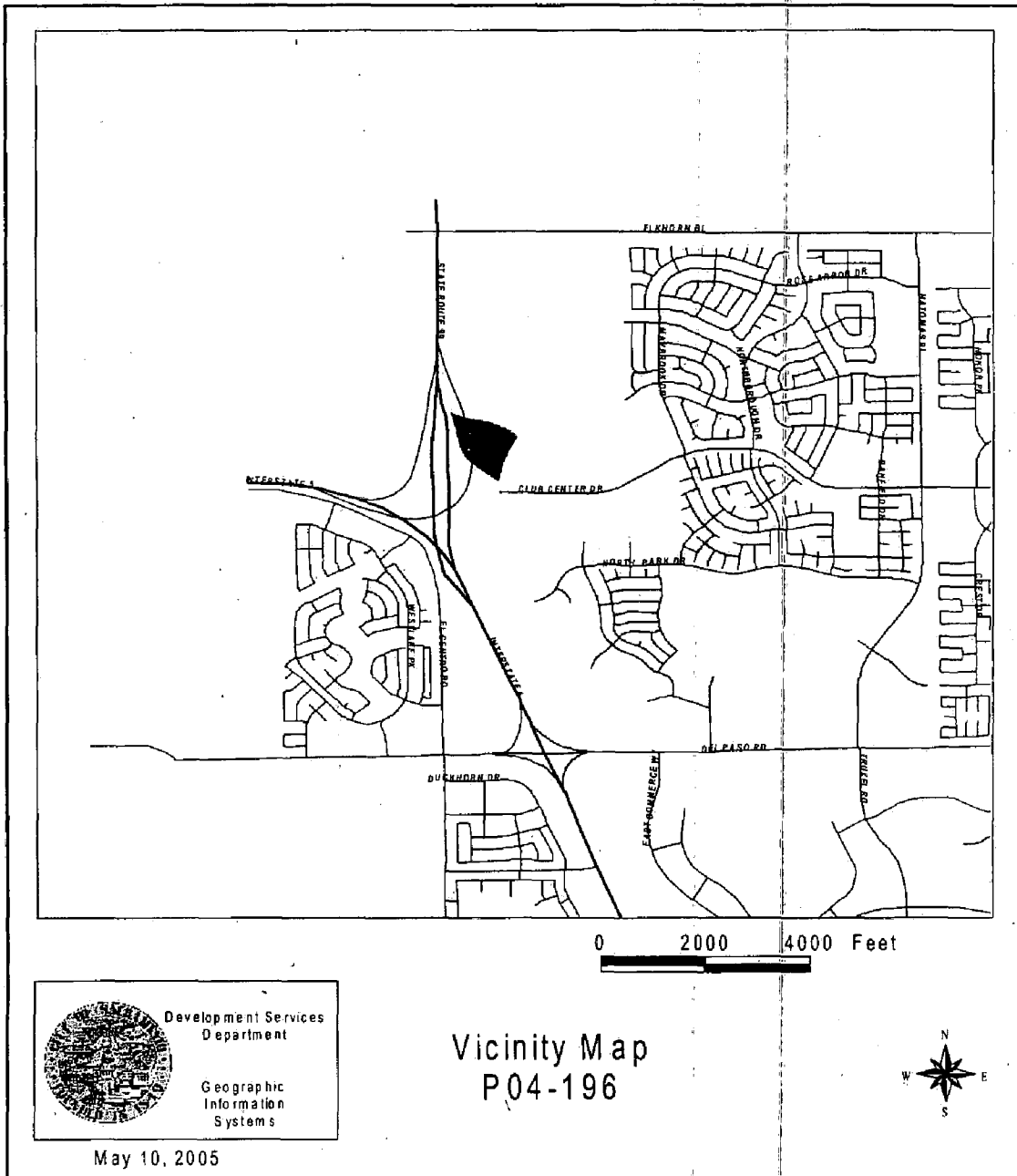
TB361-SC-B5-70HPS-E

HADCO®**APPROVAL**

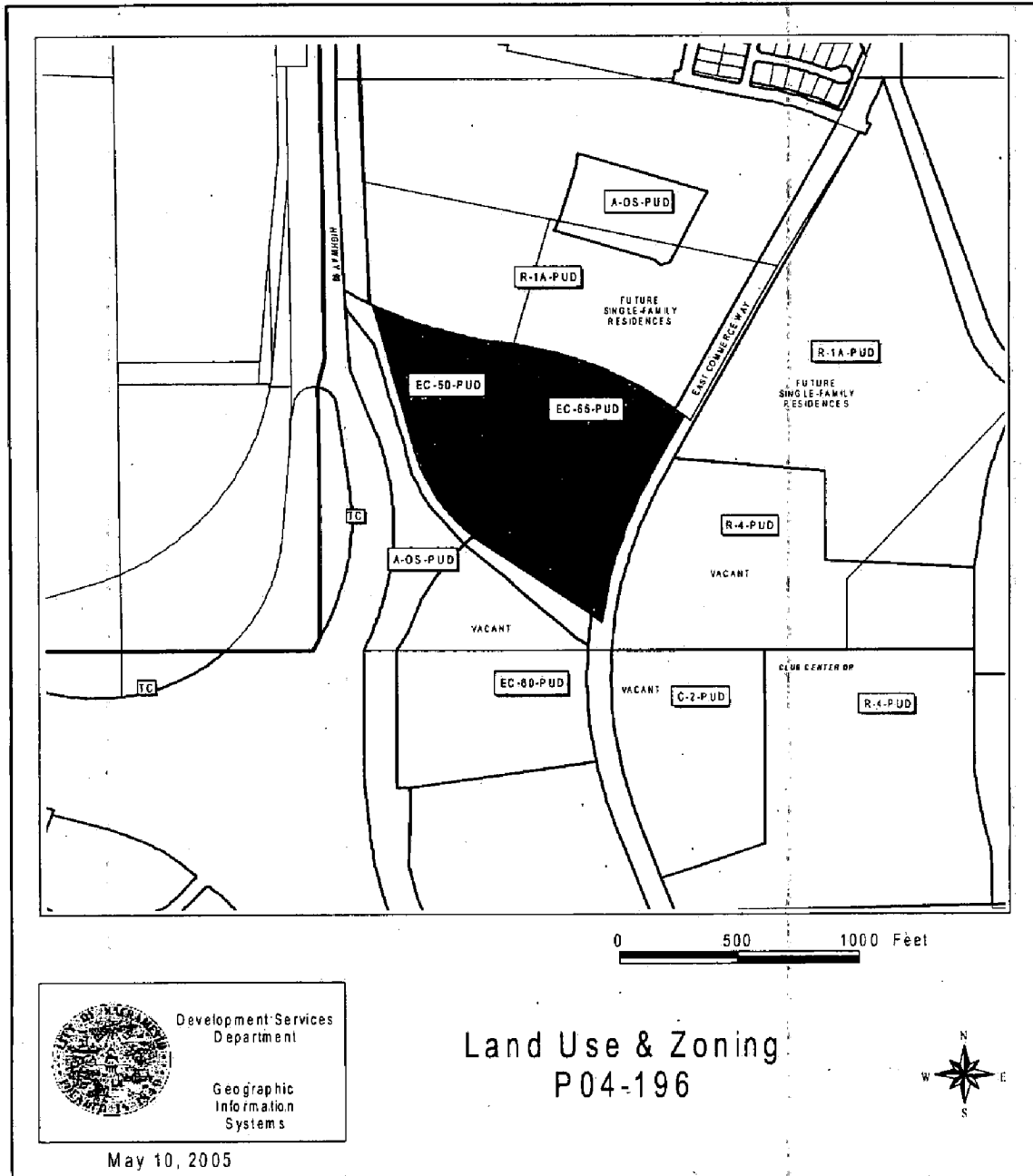
P04-196

REVISED 11/23/04

Attachment 3 - Vicinity Map



Attachment 4 - Land Use & Zoning Map



Appendix - Exhibit C

**Sacramento City Code Title 17 ZONING,
Division V, Special Districts**

**Chapter 17.180
Planned Unit Developments (PUDS)
Regulations and Maps**

Chapter 17.180 PLANNED UNIT DEVELOPMENTS (PUDS) REGULATIONS AND MAPS

17.180.010 Purpose.

The purpose of this chapter is to provide for greater flexibility in the design of integrated developments than otherwise possible through strict application of zoning regulations. It is the intent of this chapter to encourage the design of well-planned facilities which offer a variety of housing or other land uses through creative and imaginative planning, among them the following types of developments:

- A. Residential. Residential subdivision developments which may include a variety of housing types and site plans, accessible open "green spaces," or common recreational areas, an attractive and well-oriented community meeting place or recreational facility, and other features of substantial benefit to a viable and balanced community.
- B. Residential-Business Development. Mixed residential-business developments combining among other things, apartments, convenience shopping facilities, motel-hotel combinations, offices, commercial recreation facilities, or other compatible uses grouped in a well-designed and coordinated site development.
- C. Industrial Development. Well-designed and controlled groupings of research, service, or light industrial uses within an area containing visual and operational amenities and features, such as selective occupancies, setbacks, landscaping, and bulk and building material controls. (Ord. 99-015 § 5-4-A)

17.180.020 General provisions.

A. General Criteria. In administering the provisions of this chapter, the extent to which the proposed planned unit development (PUD) generally promotes the purpose of this chapter shall be taken into consideration. It is intended that this chapter be utilized for large acreage developments capable of achieving the distinct environmental characteristics intended by the PUD criteria set forth in this chapter.

- 1. It is not intended to encourage or permit a property owner to increase the development potential of his or her property merely by increasing the density of his or her project, contrary to the regulations imposed by the zoning applicable to the property.
- 2. It is not intended that this chapter shall be used solely to create a development potential for small or difficult parcels of property created or remaining as a result of subdividing, freeway construction, or other contributing factors.
- 3. It is not intended to allow the provisions of this chapter to be used to create incompatible uses within a general neighborhood, notwithstanding the quality of the particular planned unit development proposed.

B. Issuance of Building Permits. No building permit shall be issued for any building or structure within the boundaries of a PUD until the plans submitted for the building permit have been reviewed by the planning director to determine that the plans conform to the schematic plan and development guidelines adopted for the PUD and the planning director plan review approved for the project. No building or structure within a PUD may be occupied until an inspection of the project has been made by the planning director to see that all conditions of the plan review have been complied with.

C. Authority to Adopt Rules. Without limiting in any way the general and implied authority of the planning commission to adopt rules and statements of policy and guidance for the administration of other provisions of this title, the planning commission may by resolution adopt such rules and regulations not inconsistent with the provisions of this section as it deems necessary or desirable to carry out the intent of this chapter. (Ord. 2005-051 § 3; Ord. 99-015 § 5-4-B)

17.180.030 Planning director plan review required for development within a PUD.

To ensure consistency with the adopted schematic plan and development guidelines for a PUD, a development project within a PUD shall be subject to a planning director's plan review under Chapter 17.220, unless the proposed project otherwise requires a special permit. (Ord. 2005-051 § 4; Ord. 99-015 § 5-4-C)

17.180.040 PUD designation.

The PUD designation appearing on the official zoning map indicates that the property so classified is subject to the requirements and restrictions set forth in this chapter in addition to the indicated land use zone (underlying zone).

A. Criteria. The PUD designation may be applied to all areas of the city for which the council determines that the purpose and general criteria of this chapter are met or that, due to the mixture of conditions or the relation of the property to adjacent land uses and its community, development in accordance with the requirements and restrictions of this chapter is necessary in order to properly evaluate the interrelationships of land uses, buildings, structures, and other features of the area and to provide design and other controls as may be necessary to insure that the development of the area will be consistent with the general plan and all applicable specific plans, will not be injurious to the public welfare, nor to other property in the vicinity of the development and will be in harmony with the general purposes and intent of this title.

B. Application—Procedure—Notice—Fees. Planned unit development (PUD) designation shall be adopted or removed in accordance with the provisions pertaining to rezoning set forth in Chapter 17.208 of this title. An application for a PUD designation shall be subject to a filing and investigation fee as established in the fee and charge report.

C. Areas in Single Ownership. The planning commission, the city council, or the property owners may initiate the PUD designation of any single parcel of property or to any contiguous parcels of property which are owned by the same person or persons.

D. Property in Multiple Ownership. The PUD designation of property that is not all in the same ownership may only be initiated by a petition submitted on behalf of the owners of all of the property within the area.

E. Effect of PUD Designation. A PUD designation constitutes an overlay zone. However, approval of a PUD designation does not establish an underlying zone or enlarge the uses provided by a zoning classification. (Ord. 2005-051 § 5: Ord. 99-015 § 5-4-D)

17.180.050 PUD schematic plan and development guidelines.

No development within a PUD shall be approved until the city council has approved, by resolution, a schematic plan and development guidelines for the entire area.

A. Contents of the Schematic Plan and Development Guidelines.

1. The schematic plan and development guidelines shall contain the development standards applicable to development within the PUD and shall include specific details, elements, conditions and restrictions as the council may deem warranted to carry out the purpose of this chapter, including conditions and restrictions related to size, timing and sequence of development.
2. In approving a schematic plan and development guidelines for a PUD, the city council may modify zoning regulations relating to height, setback and area requirements, and other provisions of this title otherwise applicable to the property; provided that the following standards shall be applied:
 - a. Design Standards. The schematic plan and development guidelines provide overall standards of open space, circulation, off-street parking and other conditions in such a way as to form a harmonious, integrated project of such quality to justify exceptions to the normal regulations of this title.
 - b. Sign Program. In order to preserve the design and character of the PUD, the schematic plan and development guidelines adopted for the PUD may specify a sign program that allows for signage that otherwise would be prohibited under Chapter 15.148 of this code (Signs) or that prohibits signage that otherwise would be allowed under this title.
 - c. Density Standards. The density standards of the zone in which the property is located shall apply to residential uses except that the schematic plan and development guidelines may authorize a greater density if the proposed design will result in a development project that provides greater open spaces and other desirable features not a regular requirement of the zone.
 - d. Uses. Except as provided in this subsection, property within a PUD may be used only for the uses that are permitted in the underlying zone in which it is located and that are authorized by the schematic plan and development guidelines adopted for the property.
 - i. Accessory Uses. Accessory uses as defined in this paragraph that are primarily for the convenience of the occupants of the development and that either have their principal access located within the building or which are oriented internal to the overall development, may be allowed as part of a planned unit development, provided that such uses are authorized by the development guidelines adopted for the property; and provided further that the square footage devoted to such accessory uses may not exceed ten (10) percent of the total square footage of the planned unit development. For purposes of this provision, accessory uses are the uses allowed in the limited commercial (C-1) zone under this title.

ii. Child Care Centers. Child care centers to serve primarily the occupants of a planned unit development are a permitted accessory use, subject to a special permit, provided that such use is authorized by the development guidelines adopted for the property. In office or business park PUDs for which maximum building square footage limits have been established, the square footage of the building devoted to a child care center shall not be included when calculating the building square footage for the PUD.

iii. OB-PUD Support Commercial Uses. Support commercial uses as defined in this paragraph may be allowed, subject to a special permit, as part of an office building (OB) planned unit development, provided that such uses are authorized by the development guidelines adopted for the property; and provided further that not more than twenty (20) percent of the total square footage of the planned unit development may be devoted to such uses. For purposes of this provision, support commercial uses are the following: hotels, motels, print shops, and the uses allowed in the limited commercial (C-1) zone under this title, provided that drive-through or drive-up windows or facilities shall not be allowed.

B. Notice and Hearing for Adoption of Schematic Plan and/or Development Guidelines. The planning commission and city council shall each hold a hearing on the adoption of a schematic plan and/or guidelines. The procedural requirements for a schematic plan and/or guidelines adoption hearing shall be governed by the provisions of Chapter 17.200 of this title to the extent that the provisions of Chapter 17.200 of this title do not conflict with this section, and notice of the hearing shall be provided in the same manner and to the same extent as required for rezoning of property pursuant to Chapter 17.208 of this title.

C. Fees for Adoption of Schematic Plan. A schematic plan and/or guidelines for a PUD shall be filed with the planning commission and shall be subject to a filing and investigation fee as established in the fee and charge report.

D. Amendment of a PUD Schematic Plan and/or Guidelines. An amendment to the PUD schematic plan and/or guidelines may be initiated by the city council, the planning commission, or by the owner of any parcel of property within the planned unit development. An application for such amendment to the PUD schematic plan and/or guidelines shall be filed with the planning commission and shall be subject to a filing and investigation fee as established in the fee and charge report.

1. Determination by Planning Commission.

a. The planning commission may grant the amendment of a PUD schematic plan and/or guidelines provided that the proposed amendments to the PUD schematic plan and/or guidelines do not change the intensity of land uses by more than ten (10) percent.

b. The procedural requirements for the hearing and appeal of a PUD schematic plan amendment and/or development guidelines amendment under this subsection 17.180.050(D)(1) shall be governed by the provisions of Chapter 17.200 of this title as they apply to the city planning commission to the extent that Chapter 17.200 provisions do not conflict with this chapter, and notice of the hearing shall be provided in the same manner and to the same extent as required for rezoning of property pursuant to Chapter 17.208 of this title. An amendment to a schematic plan and/or guidelines under this subsection (D)(1) of this section shall be subject to city council call-up review under Section 17.200.040.

Sacramento City Code, Title 17 ZONING, Division V, Special Districts

2. Determination by the City Council. If the conditions in subsection (D)(1)(a) of this section are not met, the planning commission and the city council shall hold a hearing on the amendment to the PUD schematic plan and/or guidelines. The procedural requirements for a schematic plan amendment or PUD guidelines amendment hearing shall be governed by the provisions of Chapter 17.200 of this title to the extent that Chapter 17.200 provisions do not conflict with this chapter, and notice of the hearing shall be provided in the same manner and to the same extent as required for rezoning of property pursuant to Chapter 17.208 of this title. If the PUD schematic plan or PUD guidelines amendment is approved or conditionally approved by the planning commission, the planning director shall immediately make a written report of such approval to the city council. (Ord. 2005-051 § 6; Ord. 99-015 § 5-4-E)

17.180.060 Preliminary review.

Prior to submission of an application for a PUD designation, adoption of a schematic plan and/or guidelines, or other entitlement for development within a PUD, preliminary plans shall be submitted to the planning director for preliminary review. The required preliminary review may be waived by the planning director at his or her discretion. The contents and process for preliminary review are set forth in Section 17.196.050 of this title. (Ord. 2005-051 § 7; Ord. 2003-018 § 3; Ord. 99-015 § 5-4-F)

17.180.070 Map of designated PUD's.

The maps attached to the ordinance codified in this chapter are on file in the planning division and delineate the designated PUD's in the city. (Ord. 99-015 § 5-4-G)

Attachment 9: Resolution for the Development Project

RESOLUTION NO. 2008-

Adopted by the Sacramento City Council

May 20, 2008

**RESOLUTION TO APPROVE THE DEVELOPMENT PROJECT
IN THE COMMERCE STATION PUD LOCATED NORTHWEST INTERSECTION OF
DEL PASO ROAD AND EAST COMMERCE WAY (P06-018)**

BACKGROUND

- A.** On April 17, 2008, the Planning Commission conducted a public hearing on, and forwarded to the City Council its recommendation for approval of the Commerce Station PUD Project, and
- B.** On May 20, 2008, the City Council conducted a public hearing, for which notice was given pursuant to Sacramento City Code sections 16.24.0907, 17.204.020(C), 17.208.020(C) 17.180.050(D), 17.220.035, and 17.200.010(C)(2)(a), (b), and (c)(publication, posting, and mail 500'), and received and considered evidence concerning the Commerce Station PUD Project.

**BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL
RESOLVES AS FOLLOWS:**

Section 1 Based on the verbal and documentary evidence received at the hearing on the Commerce Station Project, the City Council approves the Project entitlements based on the findings of fact and subject to the conditions of approval as set forth below.

Section 2 The City Council approves the Project entitlements based on the following Findings of Fact:

- A. Tentative Master Parcel Map** to subdivide ten (10) parcels totaling 180.5± acres into seventy-three (73) parcels for residential, park, open space, commercial, office, and mixed-use **is approved** based on the following Findings of Fact:
 - 1.** None of the conditions described in Government Code Section 66474, subsection (a) through (g), inclusive, exist with respect to the proposed subdivision as follows:
 - a.** The proposed subdivision, together with the provisions for its design and improvement, is consistent with the City's General Plan, all

applicable community and specific plans, and Title 16 of the City Code, which is a specific plan of the City;

- b. The site is physically suitable for the type of development proposed and suited for the proposed density;
 - c. The design of the subdivision and the proposed improvements are not likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife their habitat;
 - d. The design of the subdivision and the type of improvements are not likely to cause serious public health problems;
 - e. The design of the subdivision and the type of improvements will not conflict with easements, acquired by the public at large, for access through or use, of, property within the proposed subdivision.
- 2. The proposed subdivision, together with the provisions for its design and improvement, is consistent with the City General Plan and Title 16 Subdivisions of the City Code, which is a specific plan of the City (Gov. Code §66473.5);
 - 3. The discharge of waste from the proposed subdivision into the existing community sewer system will not result in a violation of the applicable waste discharge requirements prescribed by the California Regional Water Quality Board, Central Valley Region, in that existing treatment plants have a design capacity adequate to service the proposed subdivision (Gov. code §66474.6);
 - 4. The design of the proposed subdivision provides, to the extent feasible, for future passive or natural heating and cooling opportunities (Gov. Code §66473.1);
 - 5. The City Council has considered the effect of the approval of this tentative subdivision map on the housing needs of the region and has balanced these needs against the public service needs of its residents and available fiscal and environmental resources (Gov. Code §66412.3).

B. Subdivision Modification to allow non-standard street sections and elbows is approved based on the following Findings of Fact:

- 1. That the property to be divided is of such size or shape, or is affected by such topographic conditions, or that there are such special circumstances or conditions affecting the property that it is impossible, impractical, or undesirable in the particular case to conform to the strict application of these regulations;

2. That the cost to the subdivider of strict or literal compliance with the regulation is not the sole reason for granting the modification;
3. That the modification will not be detrimental to the public health, safety or welfare or be injurious to other properties in the vicinity;
4. That granting the modification is in accord with the intent and purposes of these regulations and is consistent with the general plan and with all other applicable specific plans of the city.

C. PUD Plan Review for the development of two (2) two-story office buildings (43,509± square feet and 59,251± square feet) and two (2) two-story mixed use (office or residential and support retail) buildings (30,762± square feet and 35,263± square feet) in the proposed Employment Center Planned Unit Development (EC-50-PUD) zone **is approved** based on the following Findings of Fact:

1. The proposed development, including but not limited to the density of a proposed residential development, is consistent with the general plan and any applicable community or specific plan;
2. Facilities, including utilities, access roads, sanitation and drainage are adequate and consistent with city standards, and the proposed improvements are properly related to existing and proposed streets and highways;
3. The property involved is of adequate size and shape to accommodate the proposed use and required yard, building coverage, setback, parking area and other requirements of this title; and
4. Approval of the plan review will not be contrary to the public health or safety or injurious to the property or improvements of adjacent properties.

Section 3 The City Council approves the Project entitlements for the subject to the following Conditions of Approval:

A. Tentative Master Parcel Map to subdivide ten (10) parcels totaling 180.5± acres into seventy-three (73) parcels for residential, park, open space, commercial, office, and mixed-use **is approved** based on the following Conditions of Approval:

NOTE: With the exception of approved Subdivision Modifications these conditions shall supersede any contradictory information shown on the Tentative Map or any contradictory provisions in the PUD guidelines approved for this project (P06-018). The design of any improvement not covered by these conditions or the PUD Guidelines shall be to City standard.

The applicant shall satisfy each of the following conditions prior to filing the Parcel Map unless a different time for compliance is specifically stated in these conditions. Any condition requiring an improvement that has already been designed and secured under a City Approved improvement agreement may be considered satisfied at the discretion of the Development Engineering Division

The City strongly encourages the applicant to thoroughly discuss the conditions of approval for the project with their Engineer/Land Surveyor consultants prior to City Planning Commission approval. The improvements required of a Tentative Map can be costly and are completely dependent upon the condition of the existing improvements. Careful evaluation of the potential cost of the improvements required by the City will enable the applicant to ask questions of the City prior to project approval and will result in a smoother plan check process after project approval:

DEVELOPMENT ENGINEERING:

- A1 In accordance with City Code Section 40.609(c)(1), approval of this map by the Planning Commission is contingent upon approval by the City Council of all required Plan Amendments (if any), Zoning changes, and the Development Agreement. The Final Map may not be recorded unless and until such time as the City Council approves such required Plan Amendments (if any), Zoning changes, and the Development Agreement.
- A2 The applicant shall participate in the North Natomas Financing Plan, adopted by Resolution No. 94-495 on August 9, 1994, and updated by Resolution No. 2002-373 on June 11, 2002, and shall execute any and all agreements, which may be required in order to implement this condition.
- A3 Comply with and meet all the requirements of the Development Agreement to the satisfaction of the City of Sacramento.
- A4 Comply with the North Natomas Development Guidelines and the PUD guidelines approved for this project (P06-018) to the satisfaction of the Planning Director and Development Engineering Division.
- A5 Multiple Final Maps may be recorded. Prior to recordation of any Final Map all infrastructure/improvements necessary for the respective Final Map must be in place to the satisfaction of the Departments of Utilities, and Development Engineering.
- A6 Comply with requirements included in the Mitigation Monitoring Plan developed by, and kept on file in, the Planning Division Office (P06-018).
- A7 Dedicate and Construct East Commerce Way to a North Natomas 6-lane street standard (Half Street only). To the satisfaction of the Development Engineering

- Division.
- A8 Dedicate and Construct all internal subdivision streets as shown on the Tentative Parcel Map.
- A9 Dedicate and Construct Del Paso Road to a North Natomas 6-lane street standard (Half Street only) to the satisfaction of the Development Engineering Division. Half-Street construction will include installation of a raised center median as well as any restriping necessary for the median installation. The sidewalk on Del Paso shall be widened to 10' extending from the termination of the freeway buffer to the corner of East Commerce and Del Paso and will function as a shared ped/bike facility.
- A10 The six internal traffic circles shall be constructed to the satisfaction of the Department of Transportation.
- A11 The design of walls and fences near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 38.02.022 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height. The area of exclusion shall be determined by the Development Engineering Division.
- A12 Provide additional right-of-way for expanded intersections at intersections to be signalized and other locations specified by the Development Engineering Division:
- a. East Commerce Way/Club Center Drive
 - b. East Commerce Way/Street 2
 - c. East Commerce Way/El Centro Road/North Park Drive
 - d. East Commerce Way/Ottumwa Drive
 - e. East Commerce Way/New Market Drive
 - f. East Commerce Way/Del Paso Road
- A13 Construct (new) or modify (existing) traffic signals at the following intersections when required by the Development Engineering Division:
- a. East Commerce Way/Club Center Drive
 - b. East Commerce Way/Street 2

- c. East Commerce Way/El Centro Road/North Park Drive
- d. East Commerce Way/Ottumwa Drive
- e. East Commerce Way/New Market Drive
- f. East Commerce Way/Del Paso Road

NOTE: The Development Engineering Division shall determine the need for signals, based on Caltrans signal warrants and known pending development projects prior to the issuance of any building permit. If required, signals shall be constructed as part of the public improvements for the Special Permit. Signal design and construction shall be to the satisfaction of the Development Engineering Division and may be subject to reimbursement as set forth in the Development Agreement. The applicant shall provide all on-site easements and right-of-way needed for turn lanes, signal facilities and related appurtenances. The applicant shall install CCTV cameras and all necessary appurtenances if deemed necessary by and to the satisfaction of the Department of Transportation.

- A14 The applicant shall submit a signal design concept report (SCDR) per section 15.18 of the Cities Design and Procedures Manual to the Development Engineering Division for review and approval prior to the submittal of any improvement plans involving traffic signal work. The SCDR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.
- A15 The applicant shall enter into an agreement with the City stating that the City shall use its best efforts to obtain a fair share contribution from future development projects within the area around the abovementioned signals. Said contributions, if obtained, shall be used to reimburse the applicant.
- A16 The applicant shall pay a fare share fee towards the future construction of the Del Paso Interchange Off-Ramp signals to the satisfaction of the Development Engineering Division. Fare share will be based on trip generation of the entire project.
- A17 Multiple access points will be required for all phases of the Final Parcel Map to the satisfaction of the Development Engineering. Dead end streets must be less than 500' in length and must include a turn-around approved by the Fire Department and Development Engineering. Certain exceptions may be considered by Development Engineering division and the Fire Department on a case-by-case basis.
- A18 City standard ornamental street lights (acorn style or alternate decorative style

approved by the Planning and Electrical Divisions) shall be designed and constructed by the applicant in accordance with Electrical Division requirements.

- A19 Developer is required to install permanent street signs to the satisfaction of the Development Engineering Division, including advanced street name signs on major streets.
- A20 Dedicate slope easements and right-of-way necessary, for the El Centro Road overcrossing, to the satisfaction of the Development Engineering Division. The appropriate slope easements will be determined during the plan check phase of the improvement plans for this map.
- A21 Conveyance of title for the open space parcels east of Interstate 5/99(Freeway Buffer) shall occur upon recordation of any map adjacent to those parcels. City and developer may agree to conveyance at an earlier time.
- A22 The applicant shall make provisions for bus stops, shelters, etc. in accordance with Regional Transit standards.
- A23 The applicant shall dedicate (if necessary) and construct bus turn-outs for all bus stops adjacent to the subject site to the satisfaction of the Development Engineering Division

SPECIAL DISTRICTS:

- A24 Pay off existing assessments, or file the necessary segregation requests and fees to segregate existing assessments, in accordance with the Development Agreement.

SMUD

- A25 **Dedicate a 12.5' Public Utility Easement (PUE) for underground facilities and appurtenances adjacent to all public street rights of ways.**

CSD-1

- A26 Connection to the district's sewer system shall be required to the satisfaction of CSD-1. Sacramento County Improvement Standards apply to sewer construction.
- A27 Each lot and each building with a sewage source shall have a separate connection to the CSD-1 sewer system.
- A28 In order to obtain sewer service, construction of CSD-1 sewer infrastructure is expected to be required. Interim connection facilities may be required. These

facets of this development will require further study and evaluation.

- A29 CSD-1 shall require an approved sewer study prior to the approval of Final Map or submittal of improvement plans for plan check to CSD-1, which ever comes first. The sewer study shall demonstrate the quantity of discharge and any "flow through sewage" along with appropriate pipe sizes and related appurtenances from this subject and other upstream areas and shall be done in accordance with the District's "Minimum Sewer Study Requirements" of June 15, 2005. The study shall be done on a no "Shed-Shift" basis unless approved by the district in advance and in compliance with Sacramento County Improvement Standards. The sewer study shall demonstrate how interim services, where required, will be provided to the project prior to the completion of District trunk line installations to these new areas.
- A30 On-site sewer collector systems will be required on the various parcels ultimately established. All lines serving more than one building or separate sewer source shall be minimum 8-inch collectors in public easements.
- A31 Sewer easements will be required. All sewer easements shall be dedicated to CSD-1 in a form approved by the District Engineer. All CSD-1 sewer easements shall be at least 20 feet in width and ensure continuous access for installation and maintenance.
- A32 CSD-1 will provide maintenance only in public right-of-ways and in minimum 20-foot wide easements dedicated to CSD-1 for the purpose of continuous access and maintenance.
- A33 Subject project owner(s) shall be responsible for repair and/or replacement of all non-asphalt and/or enhanced surface treatments of streets and drives within these easements damaged by District maintenance and repair operations. This requirement shall be set forth in easement grant documents and be a covenant running with the land, be responsibility of successors in interest in future land transfers and divisions and by language approved by the District. It shall also be shown on the Final Map in like language and in all residential tract Real Estate Commissioners Public reports. Surface enhancements include, but are not limited to non-asphaltic paving, landscaping, lighting, curbing and all non-drivable street appurtenances.
- A34 The District requires their sewers to be located a minimum of 10 feet (measured horizontally from edge of pipe to edge of pipe) from all potable water lines. Separation of sewer line from other parallel utilities, such as storm drain and other 'dry' utilities (electrical, telephone, cable, etc.) shall be a minimum of 7 feet (measured horizontally from the center of pipe to the center of pipe). Any deviation from the above separation due to depth and roadway width must be approved by the District on a case by case basis. Prior to recording the Final Map, the applicant shall prepare a utility plan that will demonstrate that this

condition is met.

- A35 All structures along private drives shall have a minimum 10-foot setback so CSD-1 can properly maintain sewer services.
- A36 Private drives and parking areas over easements shall have structural street sections that meet City of Sacramento Improvement Standards. This will prevent pavement damage by CSD-1 maintenance and repair operations.

CITY UTILITIES

- A37 The applicant shall annex to the existing district for Basin 1 and pay the fair share contribution of common drainage facilities (pump station, detention basin, trunk lines, etc.) for Basin 1.
- A38 The applicant shall construct drainage facilities for this project to include storm drain pipes serving all parcels. The applicant shall comply with the requirements of drainage agreement 2003-0850 recorded on September 24, 2003 to the satisfaction of DOU.
- A39 The applicant shall construct drainage facilities for the freeway buffer area adjacent to the project. The construction shall include grading of the buffer area and the installation of drain inlets, drainage pipes and stub-outs for irrigation facilities and shall be approved by the DOU.
- A40 Provide financial assurances for the construction and maintenance of landscaping within the freeway buffer per the North Natomas Landscape Corridor Guidelines. Financial assurance may be in the form of Public Facilities Financing (PFF) fees or CFD.
- A41 An assessment district, community facilities district or other financing mechanism approved in writing by the City must be formed for the purpose of constructing all common drainage facilities within the project area and any additional drainage capacity or facilities required to accommodate development of the subject area in accordance with the drainage master plan for the project area and other applicable drainage plans and criteria for North Natomas. For this purpose "other financing mechanism" includes but is not limited to a fully executed agreement approved as to form by the City Attorney, which provides for funding and construction of the said facilities, and which provides for posting or depositing with the City of unconditional security for performance of the landowner's obligations, which security is adequate in the sole and exclusive discretion of the City, and which is in a form acceptable to the City Attorney.
- A42 Construct water pipes and appurtenances and, construct storm drain pipes and appurtenances in all internal streets shown on the Tentative Parcel Map. The

construction shall be to the satisfaction of the DOU.

- A43 Decorative paving which is removed by the City while repairing, maintaining and/or replacing surface and subsurface water, and drainage facilities will be repaved with asphalt concrete (AC). A business association and/or homeowners association shall be responsible for replacing the decorative paving at no cost to the City. The business and/or homeowners associations shall enter into and record a Hold Harmless Agreement, in a form acceptable to the City Attorney, regarding the removal and replacement of decorative paving by the City.
- A44 Two points of service for the water distribution system for this subdivision or any phase of this subdivision are required. All water lines shall be placed within the asphalt section of public right-of-ways as per the City's Design and Procedures Manual.
- A45 The proposed development is located within Reclamation District 1000 (RD 1000). The applicant shall comply with all RD 1000 requirements and pay all required fees.
- A46 Per Sacramento City Code, water meters shall be located at the point of service which is the back of curb for separated sidewalks or the back of walk for connected sidewalks or the back of curb where no sidewalk is constructed.
- A47 Public and private streets with City maintained water, City maintained drainage facilities or CSD1 maintained sewer facilities shall have a minimum paved width of 25-feet from lip of gutter to lip of gutter and the street section, curb, gutter and drain inlets shall be constructed to City standards.
- A48 Surface and subsurface drainage facilities located within alleys shall be private facilities maintained by a homeowners association, business association or a privately funded maintenance district. Private easements shall be dedicated for these facilities.
- A49 Provide standard subdivision improvements per Section 16.48.110 of the City Code. Construct water, sewer, and drainage facilities to the satisfaction of the Department of Utilities. Off-site main extensions may be required.
- A50 Properly abandon under permit, from the County Environmental Health Division, any well or septic system located on the property.
- A51 A grading plan showing existing and proposed elevations is required. Adjacent off-site topography shall also be shown to the extent necessary to determine impacts to existing surface drainage paths. No grading shall occur until the grading plan has been reviewed and approved by the DOU.
- A52 Post construction, stormwater quality control measures shall be incorporated into

the development to minimize the increase of urban runoff pollution caused by development of the area. Since the project is in an area that is served by a regional water quality control facility (Basin 1), only source control measures are required. Specific source controls are required for (1) commercial/industrial material storage, (2) commercial/industrial outdoor loading/unloading of materials, (3) commercial/industrial vehicle and equipment fueling, (4) commercial/industrial vehicle and equipment maintenance, repair and washing, (5) commercial/industrial outdoor process equipment operations and maintenance and (6) commercial/industrial waste handling. Storm drain message is required at all drain inlets. Improvement plans must include the source controls measures selected for the site. Refer to the latest edition of the "Guidance Manual for On Site Stormwater Quality Control Measures", for appropriate source control measures.

- A53 This project is greater than 1 acre. Therefore, the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items, but not limited to, shall be included in the SWPPP: (1) vicinity map, (2) site map, (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.
- A54 The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance requires the applicant to show erosion and sediment control methods on the subdivision improvement plans. These plans shall also show the methods to control urban runoff pollution from the project site during construction.
- A55 Dedicate to the City as an Irrevocable Offer of Dedication (IOD) in fee title the 100-foot wide freeway buffer lot adjacent to the project to the satisfaction of the DOU.
- A56 Dedicate all necessary easements, IOD easements right-of-way, fee title property, and IOD in fee title property on the final map as required, per each approving agency requirements. Easements shall be dedicated for the off-site water and storm drain main extensions. Street right-of-way shall be dedicated for common drainage pipes identified in the master drainage plan. All dedications shall be at no cost to the City, shall be free and clear of all encumbrances and liens, and shall be to the satisfaction of the DOU.
- A57 The applicant is responsible for obtaining all necessary permits, easements and

approvals from federal, state and local agencies for the construction of this project.

- A58 Surface drainage facilities (pavement, curbs, gutters, v-gutters, drop inlets and the like) located within private streets, drive aisles and alleys shall be private facilities maintained by a homeowners association (HOA) or a privately funded maintenance district. Private easements shall be dedicated for these facilities. If required by the DOU, the responsible maintenance agency shall enter into and record an agreement with the City regarding the maintenance of these facilities. The agreement shall be to the satisfaction of the DOU and the City Attorney.

PARKS

- A59 **Park Dedication – IOD:** Pursuant to Sacramento City Code Chapter 16.64 (Parkland Dedication) the applicant shall provide on City's form an irrevocable offer of dedication (IOD) for the urban plaza park site identified on the tentative map as Lot 82 comprising 3.1+/- gross acres. Prior to provision of the IOD, the applicant shall provide an exhibit showing the net acreage of the Lot; the net acreage shall also be shown on the final map. At the time of delivery of the IOD, the applicant shall (1) provide to City a title report demonstrating that it holds full and clear title to Lot 82, including all interests necessary for maintenance and access; (2) provide a Phase 1 environmental site assessment of Lot 82; (3) if the environmental site assessment identifies any physical conditions or defects in Lot 82 which would interfere with its intended use as a park, as determined by PPDS in its sole discretion, applicant shall complete a supplemental assessment and remedy any such physical condition or defect, to the satisfaction of PPDS; and (4) take all actions necessary to ensure that Lot 82 are free and clear of any wetland mitigation, endangered or threatened animal or plant species, sensitive habitat or other development restrictions. The applicant shall be solely responsible, and at its sole cost, for any required mitigation costs or measures associated with Lot 82.
- A60 **Payment of In-lieu Park Fee:** Pursuant to Sacramento City Code Chapter 16.64 (Parkland Dedication) the applicant shall pay to City an in-lieu park fee in the amount determined under SCC §§16.64.040 and 16.64.050 equal to the value of land prescribed for dedication under 16.64.030 and not satisfied by dedication. (See Advisory Note)
- A61 **Maintenance District:** The applicant shall initiate and complete the formation of a parks maintenance district (assessment or Mello-Roos special tax district), or annex the project into an existing parks maintenance district. The applicant shall pay all city fees for formation of or annexation to a parks maintenance district. (Contact Development Services Department, Special Districts, Project Manager. In assessment districts, the cost of neighborhood park maintenance is equitably spread on the basis of special benefit. In special tax districts, the cost of neighborhood park maintenance is spread based upon the hearing report, which

specifies the tax rate and method of apportionment.)

A62 **Improvements:** The applicant shall construct the following public improvements prior to and as a condition of City's acceptance of the park site:

- a. Full street improvements for Parcel 82 including but not limited to curbs, gutters, accessible ramps, street paving, streetlights, and sidewalks; and improved surface drainage through the site.
- b. A concrete sidewalk and vertical curb along all street frontages that open onto Parcel 82. The sidewalk shall be contiguous to the back of curb unless otherwise approved by PPDS.
- c. A twelve inch (12") storm drain stub and six inch (6") sanitary sewer stub to the back of the sidewalk at Parcel 82 at a location approved by PPDS for future service. Number of stubs and locations to be approved by PPDS. Storm Drain and Sewer stubs are to be marked with a 3' high, white 4" x 4" post indicating stub or service location.
- d. One water tap for irrigation, one water tap for domestic water, and electrical and telephone service to Parcel 82, quantity and location as approved by PPDS. The irrigation water tap shall be 4 inches for parkland 4 acres and over, and 2-1/2 inches for parkland less than 4 acres; and the domestic water tap shall be 1 inch. Water taps and telephone and electrical services shall be marked with a 3' high, white 4" x 4" post indicating stub or service location.
- e. A ten-foot (10') wide driveway into Parcel 82 at a location approved by PPDS. The driveway is to provide future maintenance access to the park.
- f. The Applicant shall rough grade Parcel 82 as required by City Code to provide positive drainage as approved by PPDS.

A63 **Turn Key Park Development:** The applicant has indicated their intention to develop the park as a turn key park. Prior to recording the final map, the Applicant shall formalize the notification to PPDS in writing no later than approval of the final subdivision map for the first phase of the project and shall enter into a City standard turn key park construction agreement to construct the park improvements to the satisfaction of the City's PPDS. The park construction agreement shall address (1) the preparation and approval of the park design and improvement plans, (2) time for completion of the park (or of each phase of the park if the park is not to be completed in one phase) as a function of build-out of the subdivision or issuance of occupancy permits, (3) any credits to be awarded to the applicant against the City's Park Development Impact Fee (PIF) that would be payable as a condition of issuance of building permits for the dwelling units to be constructed in the subdivision, (4) maintenance of all improvements to be

accepted into the park maintenance financing district for a minimum of one year and until a minimum of 50% of the residential units to be served by the park have received occupancy permits, unless the City agrees to accept park maintenance into the District at an earlier date. The one-year maintenance period shall begin following the issuance by the City of a notice of completion for the improvements.

- A64 **Park Construction Funding:** The applicant shall be responsible to fund all excess construction costs associated with the development of the urban plaza park on Parcel 82 that are over and above the standard cost per acre for neighborhood park development in effect at the time the Turn Key Park Construction Agreement is signed. The park design and amenities shall be approved by PPDS and adopted by Council, following the PPDS park master planning process.
- A65 **Park Maintenance Funding:** The applicant shall be responsible for funding the park maintenance cost for the urban plaza park (Parcel 82), over and above the City's standard per acre cost of maintenance for a neighborhood park.
- A66 **Site Plan:** The applicant shall submit a site plan and electronic file showing the location of all utilities on the park/parkway sites to the PPDS for review and approval.
- A67 **Design Coordination for PUE's and Facilities:** If a 12.5 foot public utility easement (PUE) for underground facilities and appurtenances currently exists or is required to be dedicated adjacent to a public street right-of-way contiguous to Parcel(s) 82 or an existing park site, the applicant shall coordinate with PPDS and SMUD regarding the location of appurtenances within the PUE to minimize visual obstruction in relation to the park(s) and to best accommodate future park improvements. The applicant shall facilitate a meeting(s) with SMUD and PPDS prior to SMUD's facilities coordinating meeting for the project.
- A68 **Pedestrian Light:** The Applicant shall provide a lighted pedestrian crossing at the intersection of Ottumwa Drive and East Commerce Way to facilitate pedestrian access from the project site to the City's Kokomo Park site.
- A69 **Multi-Use Trail:** A multi-use trail and adjacent landscaping shall be included within the open space buffer or dedicated as an easement as approved by PPDS. It shall be constructed as specified below and in compliance with the PPDS "Multi-Use Trail Design Guidelines" available by contacting PPDS:
- a. **Location of trail:** The trail shall be located within the freeway buffer area or the project site, running north/west from the intersection of East Commerce Way and Del Paso Road to the northernmost tip of the project within the freeway buffer area. When it is within the freeway buffer area, it shall be located along the eastern portion of the buffer area to maximize

the distance from the freeway travel lanes, unless otherwise approved by PPDS and DOT's Alternate Modes Coordinator.

- b. The proposed multi-use trail shall comply with Class I bike trail standards, including regulatory signage, as defined in Chapter 1000 of State Department of Transportation Highway Design Manual. The trail shall be 12' of asphalt concrete paving, with clear, graded shoulders that are a minimum of 2' in width. Shoulders should be decomposed granite or an alternate material approved by PPDS. Pavement sections shall be 3" minimum asphaltic concrete over 6" min of aggregate base, with a centerline stripe (refer to PPDS Trail detail and specification).
- c. Vehicular access controls shall be placed at the entrance to all access points to the trail (refer to PPDS details and specifications for approved designs).
- d. Wherever possible and as approved by PPDS and the Department of Utilities, multi-use trails shall be designed as joint-use with utility service roads utilizing the service roads aggregate base as the trail's aggregate base course. Applicant shall design the pavement to meet all required design loads.
- e. Where a multi-use trail is located adjacent to any embankment with a greater than 4:1 slope, the Applicant shall, at his expense, install a post-and-cable fence along the top of the embankment, between the embankment and the multi-use trail.
- f. The Applicant shall disclose the location of the planned multi-use trail to all future/potential owners of parcels within the project boundaries.

FIRE

- A70 All turning radii for fire access shall be designed as 35' inside and 55' outside.
- A71 Roads used for Fire Department access shall have an unobstructed width of not less than 20' and unobstructed vertical clearance of 13'6" or more.
- A72 Where subdivision modifications are requested, curbs shall be marked no parking fire lane to accommodate the turning radius and minimum access road width (20').
- A73 Provide the required fire hydrants in accordance with CFC 903.4.2 and Appendix III-B, Section 5.
- A74 Fire service mains shall not cross property lines.

ADVISORY NOTES

1. Many projects within the City of Sacramento require on-site booster pumps for fire suppression and domestic water systems. Prior to design of the subject project, the DOU suggests that the applicant request a water supply test to determine what pressure and flows the surrounding public water distribution system can provide to the site. This information can then be used to assist the engineers in the design of the on-site fire suppression systems.
2. As per City Code, acreage within an existing or proposed drainage area, easement, public right-of-way, or areas with 10% and greater slopes shall not receive parkland dedication credit. Quimby parkland credit can be granted only to "buildable acres".
3. Special consideration should be given during the design phase of a development project to address the benefits derived from the urban forest by installing, whenever possible, large shade trees and thereby increasing the shade canopy cover on residential lots and streets. Trees in the urban environment reduce air and noise pollution, furnish habitat for wildlife, provide energy saving shade and cooling, enhance aesthetics and property values, and contribute to community image and quality of life.
4. The applicant should limit the use of palm trees in areas requiring a shade canopy such as walkways, trails, parks, parking lots, residential neighborhoods and locations where buildings require energy saving shade and cooling.
5. As per City Code, the applicant will be responsible to meet his/her obligations regarding:
 - a. Title 16, 16.64 Park Dedication / In Lieu (Quimby) Fees, due prior to approval of the final map. The Quimby fee due for this project shall be considered to be met by the dedication of Parcel. This is based on 124 multifamily residential units with a Quimby land dedication requirement of 1.092 acres less 2.73 (estimated net from 3.1 gross) acres in land dedication shown on the Tentative Master Parcel Map. Any change in these factors will change the amount of the Quimby/dedication due. The final fee/land dedication is calculated using factors at the time of payment or dedication.
 - b. Title 18, 18.44 Park Development Impact Fee, due at the time of issuance of building permit. The Park Development Impact Fee due for this project is estimated at \$984,154 for Phase I and \$759,080 for Phase II. This is based on (Phase I) 124 multifamily residential units at \$2,853 each (\$353,772); 682,260 square feet of office space at \$0.46 per square foot (\$313,840); and 931,008 square feet of retail / mixed use at \$0.34 per square foot (\$316,543). Phase II fees are based upon 1,639,900 square

feet of office at \$0.46 per square foot (\$754,354) and 13,900 square feet of support retail at \$0.34 per square foot (\$4,726). Any change in these factors will change the amount of the PIF due. The fee is calculated using factors at the time that the project is submitted for building permit.

- c. Community Facilities District 2002-02, Neighborhood Park Maintenance CFD Annexation.
6. The Developer shall be responsible for maintenance (weed abatement) of IOD Parcel 82 until the time that the City records acceptance of the IOD.
7. Developing this property will require the payment of sewer impact fees. Impact fees for CSD-1 shall be paid prior to filing and recording the Final Map or issuance of Building Permits, whichever is first. Applicant should contact the Fee Quote Desk at 876-6100 for sewer impact fee information.
8. If interim lifting and/or pumping station is required to serve this project, the applicant shall submit a Hazardous Materials Plan (HMP) to CSD-1. The HMP shall satisfy state and CSD-1 requirements, and shall be approved by CSD-1 prior to acceptance of the facility.
9. If a lifting and/or pumping stations are required to serve this project, the applicant shall install all necessary infrastructure (electrical power and wiring, telemetry, piping, manholes, wells, gates etc.) for the complete operation of the facility at full development and final maximum service capacity as identified in applicable approved sewer studies. The only exception to this requirement is the pump size, which shall be installed in accordance with the initial designed service capacity.
10. If interim sewer infrastructure (such as sewer pipes, manholes, and lifting and/or pumping stations) is required to serve this project, the applicant shall be responsible for the cost to CSD-1, to decommission, and abandon such interim sewer infrastructure. The mechanism to capture these costs shall be approved and accepted by CSD-1 prior to recordation of the Final Map or approval of Improvement Plans for plan check to CSD-1, whichever comes first.
11. Trunk sewer design and construction may be reimbursed by CSD-1 under the terms of a Reimbursement Agreement. Collector sewer design and construction may qualify for reimbursement under the terms of a Collector Sewer Reimbursement Agreement. Prior to initiating design of any sewer facility, contact CSD-1 for details. It will be necessary to schedule a meeting to discuss reimbursement requirements with appropriate CSD-1 staff prior to any design. Failure to strictly comply with the provisions of the CSD-1 Ordinances may jeopardize all sewer reimbursement.
12. Existing Sacramento Regional County Sanitation District (SRCSD) facilities

serving this proposed project are capacity constrained. Ultimate capacity will be provided by construction of the Lower Northwest and Upper Northwest Interceptors, currently scheduled for completion in 2010. SRCSD is working to identify potential interim projects to provide additional capacity. SRCSD and County Sanitation District 1 (CSD-1) will issue sewer permits to connect to the system if it is determined that capacity is available and the property has met all other requirements for service. This process is "first come, first served". There is no guarantee that capacity will be available when actual requests for sewer service are made. Once connected, the property has the entitlement to use the system. However, its entitlement is limited to the capacity accounted for by the payment of the appropriate SRCSD fees

B. Subdivision Modification to allow non-standard street sections and elbows is **approved** based on the following Conditions of Approval:

B1 The applicant shall comply with the conditions of approval on the Tentative Map (P06-018).

C. PUD Plan Review for the development of two (2) two-story office buildings (43,509± square feet and 59,251± square feet) and two (2) two-story mixed use (office or residential and support retail) buildings (30,762± square feet and 35,263± square feet) in the proposed Employment Center Planned Unit Development (EC-50-PUD) zone is **approved** based on the following Conditions of Approval:

PLANNING

C1 Development of the sites shall be in compliance with the attached exhibits except as conditioned. Any modification to the project shall be subject to review by Current Planning staff prior to the issuance of building permits. Any significant modifications to the project may require subsequent entitlements.

C2 The applicant shall comply with all requirements included in the Mitigation Monitoring Plan (Attachment 2) for P06-018.

C3 The applicant shall obtain all necessary building permits prior to construction.

C4 Minimum of 471 parking spaces shall be provided for all four buildings and an access agreement for reciprocal parking shall be recorded.

C5 The applicant shall comply with all applicable conditions of the Commerce Station Planned Unit Development.

C6 Trash enclosure shall meet all requirements of the Sacramento City Code, Chapter 17.72 (Recycling and Solid Waste Disposal Regulations), including, but not limited to, perimeter landscaping, masonry walls, solid metal gate, concrete

apron, overhead clearance, signs and setbacks. Planning Staff approval will be required prior to issuance of building permits.

- C7 Landscaping plans shall be submitted to the Building Division - Site Conditions Unit for review and approval by the Site Conditions Unit and the Landscape Architecture Section. In order to provide adequate surveillance opportunities, all plants and shrubs are to be maintained at maximum height of thirty inches (30"). Decorative planting shall be maintained so as not to obstruct or diminish lighting level throughout the project.
- C8 Lighting:
- a. Lighting shall be designed so as not to produce hazardous and annoying glare to motorists, adjacent properties, or the general public. All fixtures should be placed in a manner that avoids glare when observed from the street or other public areas.
 - b. All open parking lots shall be provided with a minimum intensity of 1.5 foot-candles per square foot of lighting from one half-hour before sunset until one half-hour after sunrise. All lighting devices shall be equipped with weather and vandal resistant covers. Lighting shall be engineered so as not to produce direct glare or "stray light" on adjacent properties.
 - c. Aisles, passageways and recesses related to and within the building complex shall be illuminated with an intensity of at least seventy-five one-hundredths minimum maintained footcandle of light as measured at ground level during the hours of darkness. These lighting devices shall be protected by weather and vandal resistant covers.
 - d. Applicant shall submit a lighting plan to Current Planning for review prior to the issuance of building permits.
- C9 All mechanical equipment shall be screened. All rooftop mechanical and communications equipment shall be completely screened from view from public streets by the building parapet, screen wall, and architectural projections which are integral to the building design.
- C10 The proposal is required to meet the Sacramento City Code regulations, regarding bicycle parking (Section 17.64.050) as well as the requirement stated in the Commerce Station Guidelines. Bicycle parking shall be located in a secure area in close proximity to public view.
- C11 All signage shall meet the Sacramento City Code regulations, (Section 15.148) as well as the requirement stated in the Commerce Station Guidelines. Sign permits shall be required for all new signage.
- C12 All building numbers and street addresses shall be clearly visible from all public or private access streets. The street and building numbers shall be no less than four inches in height and of a contrasting color to their background. All building numbers shall be illuminated during the hours of darkness.

- C13 Prior to issuance of a Building Permit the applicant shall submit the Air Quality Transportation Management Plan for review and approval by the City's Alternate Modes Coordinator and Planning Director.
- C14 The applicant shall submit a color/materials board of the proposed buildings for Planning Director's review prior to issue of the building permits.

DEVELOPMENT ENGINEERING

- C15 Construct standard subdivision improvements as noted in the Tentative Map conditions pursuant to section 16.48.110 of the City Code. Improvements shall be designed and constructed to City standards in place at the time that the Building Permit is issued. All improvements shall be designed and constructed to the satisfaction of the Development Engineering Division. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include any required street lights and the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk per City standards to the satisfaction of the Development Engineering Division.
- C16 Provide additional right-of-way for expanded intersections at intersections to be signalized and other locations specified by the Development Engineering Division:
- a. East Commerce Way/Club Center Drive
 - b. East Commerce Way/Street 2
 - c. East Commerce Way/EI Centro Road/North Park Drive
 - d. East Commerce Way/Ottumwa Drive
 - e. East Commerce Way/New Market Drive
 - f. East Commerce Way/Del Paso Road
- C17 Construct traffic signals at the following intersections when warranted, or when required by the Development Engineering Division (if not already in place):
- a. East Commerce Way/Club Center Drive
 - b. East Commerce Way/Street 2
 - c. East Commerce Way/EI Centro Road/North Park Drive

- d. East Commerce Way/Ottumwa Drive
- e. East Commerce Way/New Market Drive
- f. East Commerce Way/Del Paso Road

NOTE: The Development Engineering Division shall determine the need for signals, based on CalTrans signal warrants and known pending development projects prior to the issuance of any building permit. If required, signals shall be constructed as part of the public improvements for the Special Permit. Signal design and construction shall be to the satisfaction of the Development Engineering Division and may be subject to reimbursement as set forth in the Development Agreement. The applicant shall provide all on-site easements and right-of-way needed for turn lanes, signal facilities and related appurtenances.

- C18 The applicant shall submit a signal design concept report (SCDR) per section 15.18 of the Cities Design and Procedures Manual to the Development Engineering Division for review and approval prior to the submittal of any improvement plans involving traffic signal work. The SCDR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.
- C19 The applicant shall enter into an agreement with the City stating that the City shall use its best efforts to obtain a fair share contribution from future development projects within the area around the abovementioned signals. Said contributions, if obtained, shall be used to reimburse the applicant.
- C20 All new driveways shall be designed and constructed to City Standards to the satisfaction of the Development Engineering Division. Round corners are not standard on driveways within the City unless they are to be signalized at some point.
- C21 The minimum throat distance for all site driveways shall be determined during the driveway permit review phase. However, the minimum throat depth allowable is 25' (throat distance is that distance a vehicle can move from the public right-of-way into a given site before encountering a conflict with parking stalls, aisles, etc). Minimum throat depth on East Commerce shall be 150'
- C22 The site plan shall conform to A.D.A. requirements in all respects.
- C23 If appropriate the applicant shall record the Final Map, which creates the lot pattern shown on the proposed site plan prior to obtaining any Building Permits.
- C24 The site plan shall conform to the parking requirements set forth in chapter 17 of City Code (Zoning Ordinance).

- C25 The design of walls fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Development Engineering Division.

DOU

- C26 Any new domestic water services shall be metered. Only one domestic water service is allowed per parcel. Excess services shall be abandoned to the satisfaction of the Department of Utilities (DOU).
- C27 Each parcel shall have a separate, metered irrigation service; provided that an owner or entity possessing an easement or other property right authorizing a common irrigation service for multiple parcels may request a common irrigation service for such parcels, and the DOU may, in its sole discretion, approve a Utility Service Agreement to provide a common irrigation service, on such terms and conditions as may be determined by the DOU.
- C28 Where second floor high-density residential units are developed as condominiums:
- a. Any new domestic water services shall be metered. A separate single domestic water service is required for each condominium parcel.
 - b. Each condominium parcel shall have a separate street tap or public easement tap for a metered domestic water service.
 - c. Prior to the initiation of any water, sanitary sewer or storm drainage services to the condominium project, an ownership association shall be formed and C.C. & R.s shall be approved by the City and recorded assuring maintenance of sanitary sewer, water and storm drainage facilities within the condominium project. The onsite water, sewer and storm drain systems shall be private systems maintained by the association. The C.C.&R.s shall authorize the association to contract on behalf of all owners within the condominium project for sanitary sewer, water and storm drainage services for the condominium units, common area(s) and all other areas within the condominium project.
 - d. Prior to the initiation of any water, sanitary sewer or storm drainage services to the condominium project, the owner(s) and ownership association shall enter into a utility service agreement with the City to receive such utility services at points of service designated by the

Department of Utilities, provided that such agreement shall not apply to sanitary sewer service provided by County Sanitation District No. 1 instead of the City. Such agreement shall provide, among other requirements, for payment of all charges for the condominium project's water, sanitary sewer (if provided by City) and storm drainage services, shall authorize discontinuance of utility services at the City's point(s) of service in the event that all or any portion of such charges are not paid when and as required, shall require compliance with all relevant utility billing and maintenance requirements of the City, shall require sub-metering of water service to the condominium units if requested by the Department of Utilities or required by any other government agency, and shall be in a form approved by the City Attorney.

- e. The owner(s) and ownership association shall comply with all applicable requirements of Title 13 of the Sacramento City Code governing the provision of City utility service.
- C29 Multiple fire services are allowed per parcel and may be required.
- C30 All water connections shall comply with the City of Sacramento's Cross Connection Control Policy.
- C31 All onsite water, storm drain and sanitary sewer facilities shall be private facilities maintained by the property owners.
- C32 Per City Code, water meters shall be located at the point of service. For public streets, the point of service is the edge of the curb adjoining the property served when the sidewalk is separated from curb and gutter by a planter strip or the back of sidewalk when the sidewalk is attached to the curb.
- C33 A grading plan showing existing and proposed elevations is required. Adjacent off-site topography shall also be shown to the extent necessary to determine impacts to existing surface drainage paths. At a minimum, one foot off-site contours within 100' of the project boundary are required (per Plate 2, page 3-7 of the City Design and Procedures Manual). No grading shall occur until the grading plan has been reviewed and approved by the Department of Utilities.
- C34 This project is greater than 1 acre, therefore the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items shall be included in the SWPPP: (1) vicinity map, (2) site map,

- (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.
- C35 The lots shall be graded so that drainage does not cross property lines or the applicant shall provide private drainage easements.
- C36 Properly abandon under permit, from the County Environmental Health Division, any well or septic system located on the property.
- C37 An on-site surface drainage system is required and shall be connected to the common drainage facilities for this project. An on-site drainage study and shed map is required. This study and shed map shall be approved by the DOU. The onsite system shall be designed so the 10-year HGL is a minimum of 0.5 feet below the onsite drain inlets. The 10-year HGL shall be determined using the Sacramento Charts for Zone 2. Finished floor elevations shall be a minimum of 1.50 feet above the 100-year HGL and 1.70 feet above the controlling overland release elevation. All on-site systems shall be designed to the standard for private storm drainage systems (per Section 11.12 of the Design and Procedures Manual).
- C38 The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance will require the applicant to prepare erosion and sediment control plans for both during and after construction of the proposed project, prepare preliminary and final grading plans, and prepare plans to control urban runoff pollution from the project site during construction.
- C39 Post construction, stormwater quality control measures shall be incorporated into the development to minimize the increase of urban runoff pollution caused by development of the area. Since the project is served by a regional water quality control facility, only source control measures are required. Specific source controls are required for (1) commercial/industrial material storage, (2) commercial/industrial outdoor loading/unloading of materials, (3) commercial/industrial vehicle and equipment fueling, (4) commercial/industrial vehicle and equipment maintenance, repair and washing, (5) commercial/industrial outdoor process equipment operations and maintenance and (6) commercial/industrial waste handling. Storm drain message is required at all drain inlets. Improvement plans must include the source controls measures selected for the site. Refer to the latest edition of the "Guidance Manual for On Site Stormwater Quality Control Measures", for appropriate source control measures.
- C40 The proposed development is located within County Sanitation District No.1 (CSD1). The applicant shall comply with all CSD1 requirements.

- C41 Prior to design, the applicant is responsible for contacting Reclamation District 1000 (RD 1000) regarding the design, review and approval of this project.
- C42 The applicant is responsible for obtaining all local, state and federal permits and/or approvals required for the construction of this project.

FIRE

- C43 Timing and Installation. When fire protection, including fire apparatus access roads and water supplies for fire protection, is required to be installed, such protection shall be installed and made serviceable prior to and during the time of construction.
- C44 Provide a water flow test. (Make arrangements at the North Permit Center's walk-in counter: 2101 Arena Blvd., Suite 200, Sacramento, CA 95834)
- C45 Provide appropriate Knox access for site.
- C46 Roads used for Fire Department access that are less than 28 feet in width shall be marked "No Parking Fire Lane" on both sides; roads less than 36 feet in width shall be marked on one side.
- C47 Locate and identify Fire Department Connections (FDCs) on address side of building no further than 40 feet and no closer than 5 feet from a fire hydrant.

POLICE

- C48 In order to limit the potential for this site to become an attractive location for loitering and other inappropriate or illegal behavior, the Police Department:
 - a. Requires adequate signage be installed prohibiting trespassing, loitering, and noise in accordance with Section 602(k) of the California Penal Code and Section 9.16.140 of the Sacramento City Code.
 - b. Requires that no public pay telephones shall be installed on the exterior of the premises.
 - c. Requires that all public pay telephones be restricted from receiving incoming calls.
- C49 Businesses containing outdoor/sidewalk cafés who wish to serve alcohol in the outdoor/sidewalk area shall:
 - a. Have a fenced in area adjacent to the building.
 - 1) Access into the fenced area shall be controlled
 - 2) A clear pathway (minimum 48 inches) shall be maintained at all

- times between the fence and all other structures or obstacles in the public right-of-way such as tree wells, parking meters, signs, etc.
- 3) No lights or signs shall be attached or hung from the fencing, umbrellas or trees located in the sidewalk area.
- b. Leave windows unobstructed by signs, shelving, etc.
 - 1) To allow viewing of the interior by patrolling police and pedestrians.
 - 2) To allow monitoring of the outdoor seating area from inside the restaurant
 - a) Closed circuit television should be considered where windows are not appropriate for this purpose.
 - c. Limit consumption of alcohol to the enclosed area.
 - 1) Signs shall be posted and maintained on the premises prohibiting consumption of alcoholic beverages in the non-permitted sidewalk area, adjacent public area, and parking areas.
 - 2) Signs shall read; "It is unlawful to enter or remain on these premises, adjacent parking lot, or adjacent public sidewalk with an open alcoholic beverage container. P.C. 647e(a)". Lettering to be block style and a minimum of 2 ½ inches in height. Signs will be clearly visible to the patrons of the business parking lot and to persons on the public sidewalk.
 - d. Be prohibited from selling alcoholic beverages for consumption off of the premises.
 - e. Store all removable fixtures (i.e. chairs, planters, etc.) on the restaurant property when the sidewalk area is not in use for seating and service.
 - 1) None of the furniture shall block any exit.
 - f. Be responsible for keeping the sidewalk area (within 100 feet of the restaurant and café) clean of trash generated by the restaurant/sidewalk café.
 - 1) Employees and owners of the establishment shall be responsible for keeping this area clean.
- C50 All illegal activities observed on or around the businesses shall be promptly reported to the Police Department.
- C51 The applicant shall agree to a "good neighbor policy". The "good neighbor policy" shall require that if any significant problems arise and the City receives complaints about the use, the City will commence with Special Permit revocation hearings at the cost of the property owner. The revocation hearing shall be at the discretion and direction of the Planning Commission.

SOLID WASTE

- C52 Recycling capacity be met or exceeded.
- C53 A recycling program be established. The developer should send the name of the service provider, the frequency of service, and the processing facility to the Solid Waste Division to verify that service has been established.
- C54 This project be conditioned to divert construction waste. The project proponent should plan to target cardboard, wood waste, scrap metal, brick, concrete, asphalt, and dry wall for recovery. The developer should submit the following information to the Solid Waste Division:
- Method of recovery
 - Hauler information
 - Disposal facility
 - Diversion percentage
 - Weigh tickets documenting disposal and diversion

Advisory Notes

1. No condominium units (either office or residential) are approved per this application (P06-018). A condominium map will be required to create any condominium units.
2. Many projects within the City of Sacramento require on-site booster pumps for fire suppression and domestic water systems. Prior to design of the subject project, the DOU suggests that the applicant request a water supply test to determine what pressure and flows the surrounding public water distribution system can provide to the site. This information can then be used to assist the engineers in the design of the on-site fire suppression systems.
3. Underground utilities shall not cross property lines.
4. Exterior wall & opening protection requirements shall comply with CBC Tables 601 & 602.
5. Allowable building height & building areas shall comply with 2007 CBC Table 503, & Section 506.
6. Provide site accessibility from public ways to each building per 2007 CBC section 1127B.
7. Additional plan review comments could be generated during plan check.

Exhibit B Aerial Conceptual Site Plan



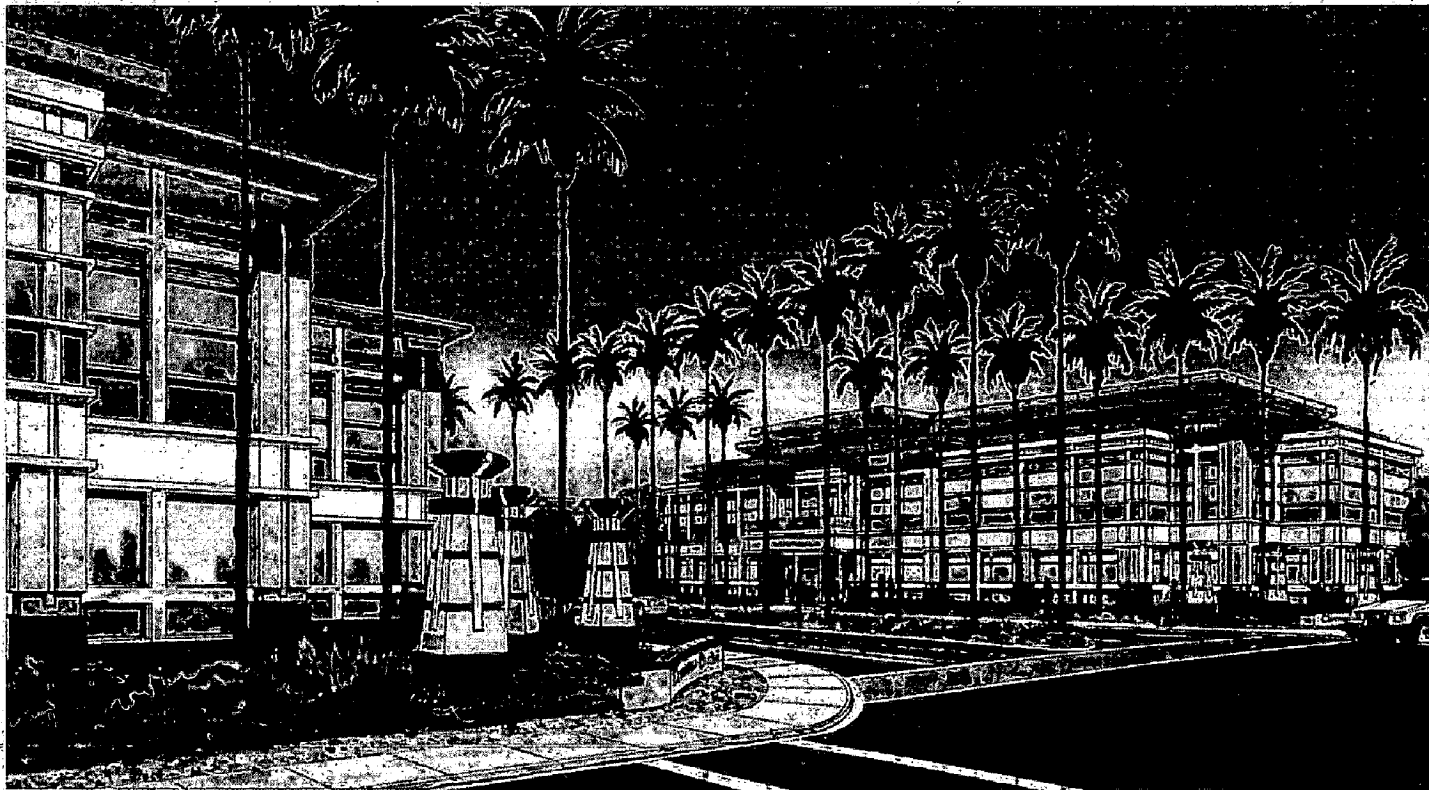
AERIAL SITE PLAN

COMMERCE STATION
02/19/08



PWA
PACIFIC WESTERN ARCHITECTURE
PACIFIC WESTERN ARCHITECTURE

Exhibit E South Gateway View Perspective



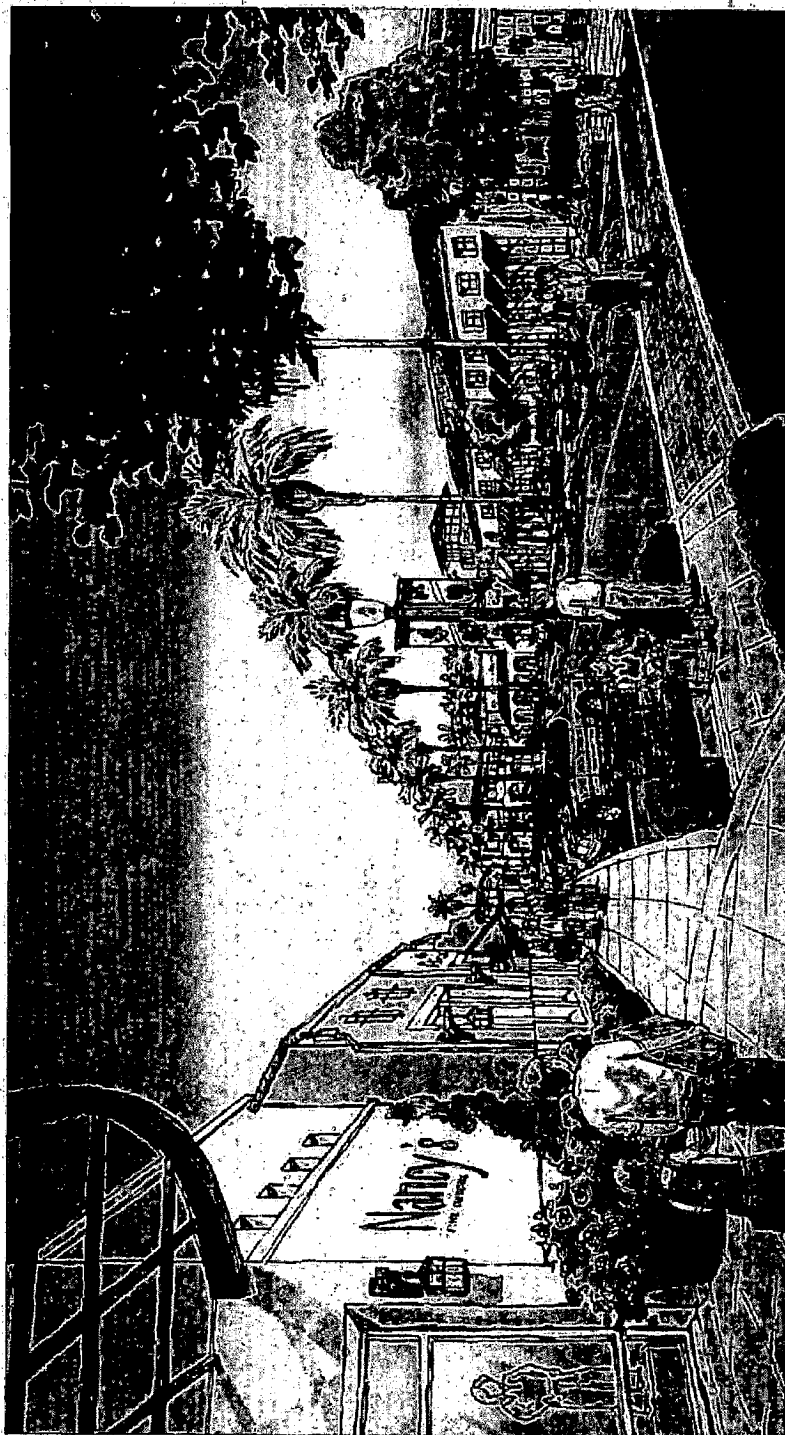
SOUTH GATEWAY VIEW

Exhibit F Middle Gateway View Perspective



PHASE 1 - MIDDLE GATEWAY VIEW

Exhibit G Mixed-Use View Perspective



MIXED-USE VIEW

COMMERCE STATION
05/19/08

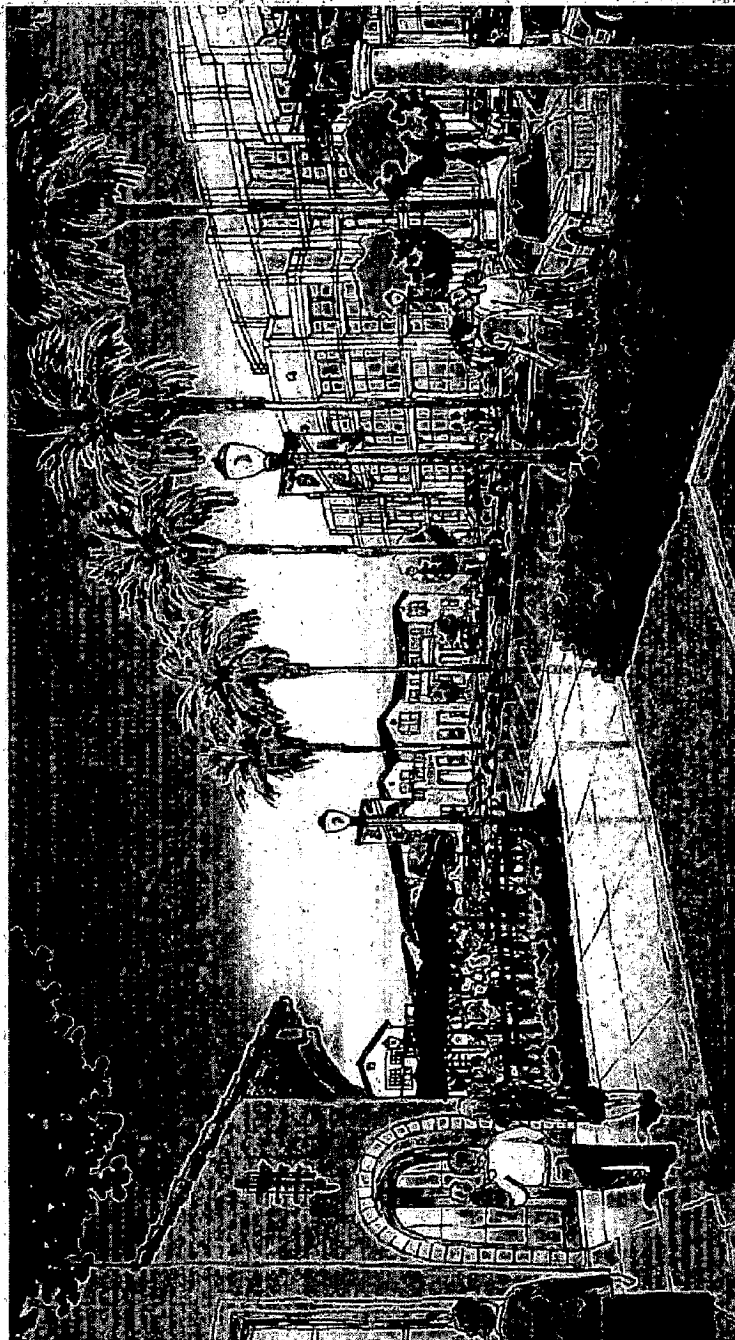
FMA
ARCHITECTURE PLANNING INTERIORS

Exhibit H Round-About View Perspective



ROUND-ABOUT VIEW

Exhibit I Office/Residential View Perspective

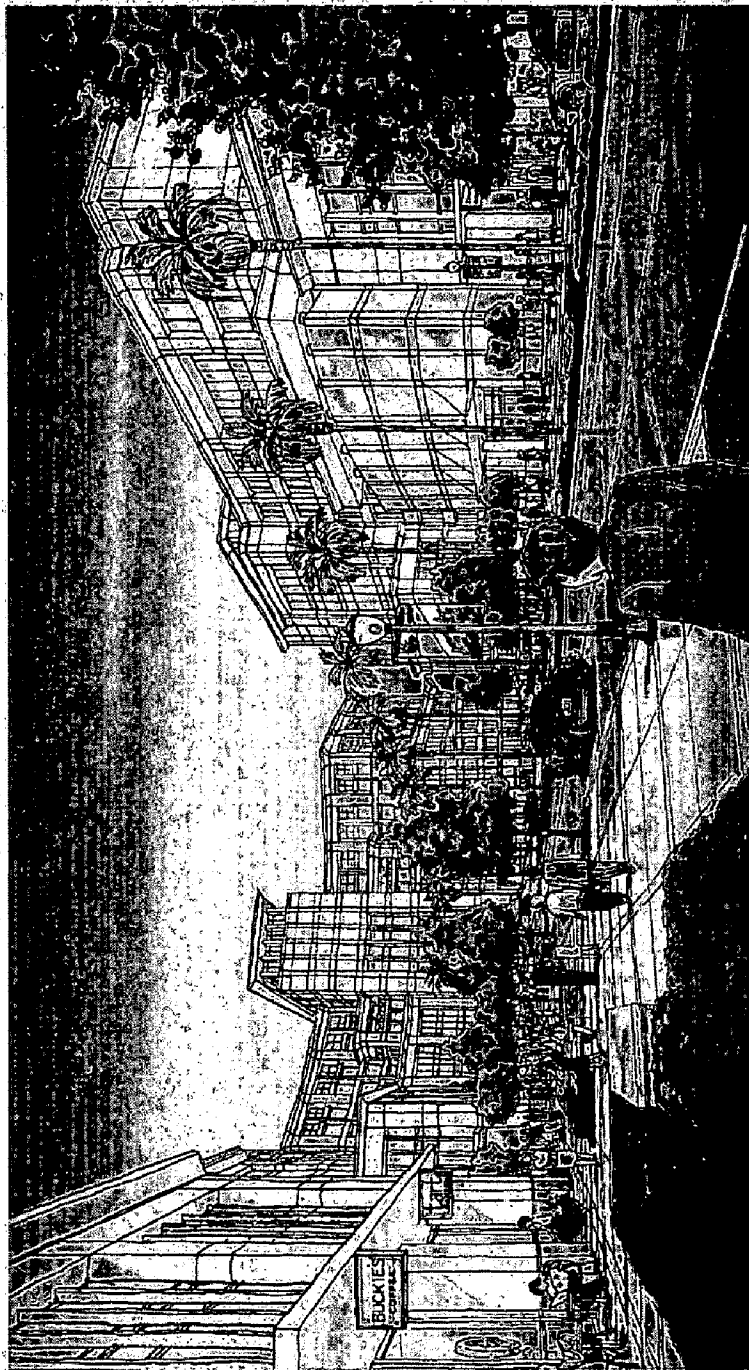


OFFICE / RESIDENTIAL VIEW

PWA
THE ARCHITECTURE PLANNING INTERIORS

COMMERCE STATION
05/19/08

Exhibit J North Gateway View Perspective



NORTH GATEWAY VIEW

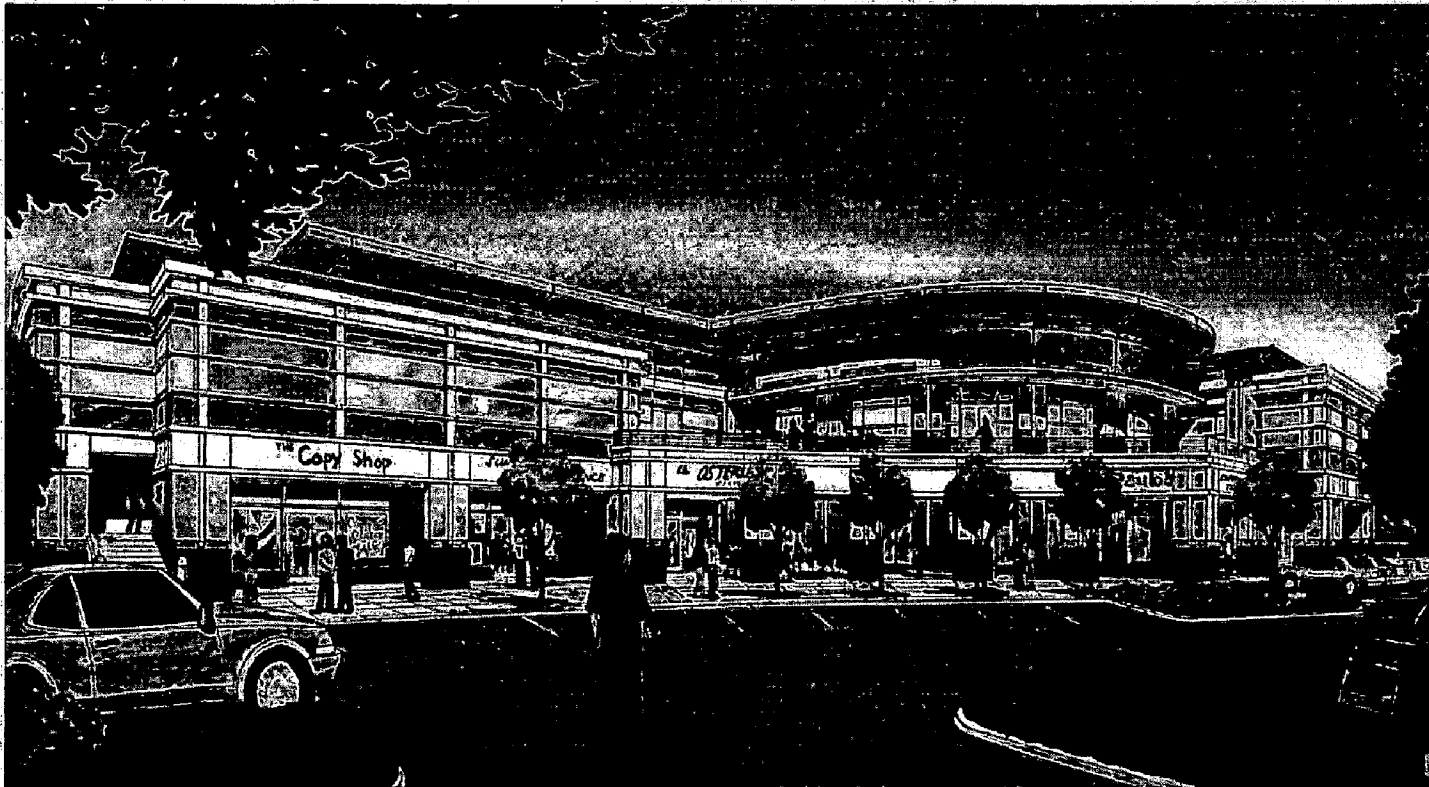
COMMERCE STATION
05/19/08

FVA
FVA ARCHITECTURE PLANNING INTERIORS

Exhibit K Support Retail View Perspective



SUPPORT RETAIL VIEW



BUILDING P1 - 2D VIEW



FWA ARCHITECTURE - PLANNING INTERIORS

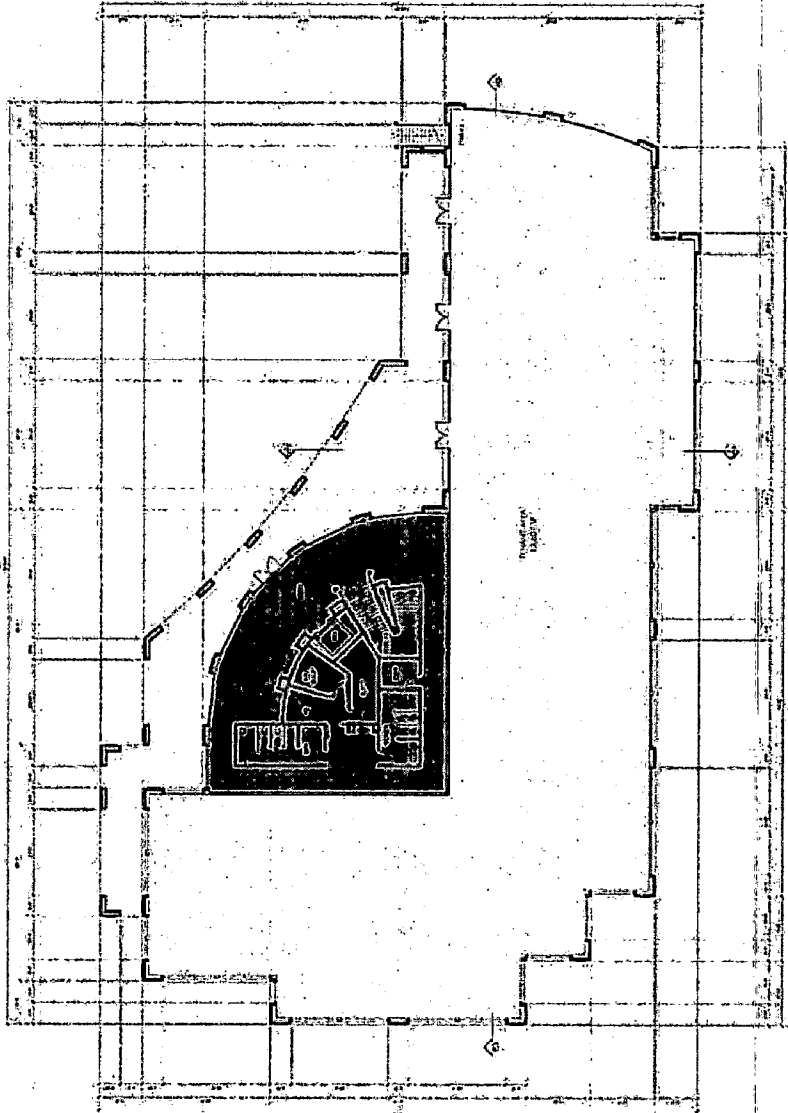
COMMERCE STATION

02/29/08

Exhibit N

Building P1-2D First Floor Plan

LEGEND:
BUILDING
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BUILDING P1-2D FIRST FLOOR PLAN

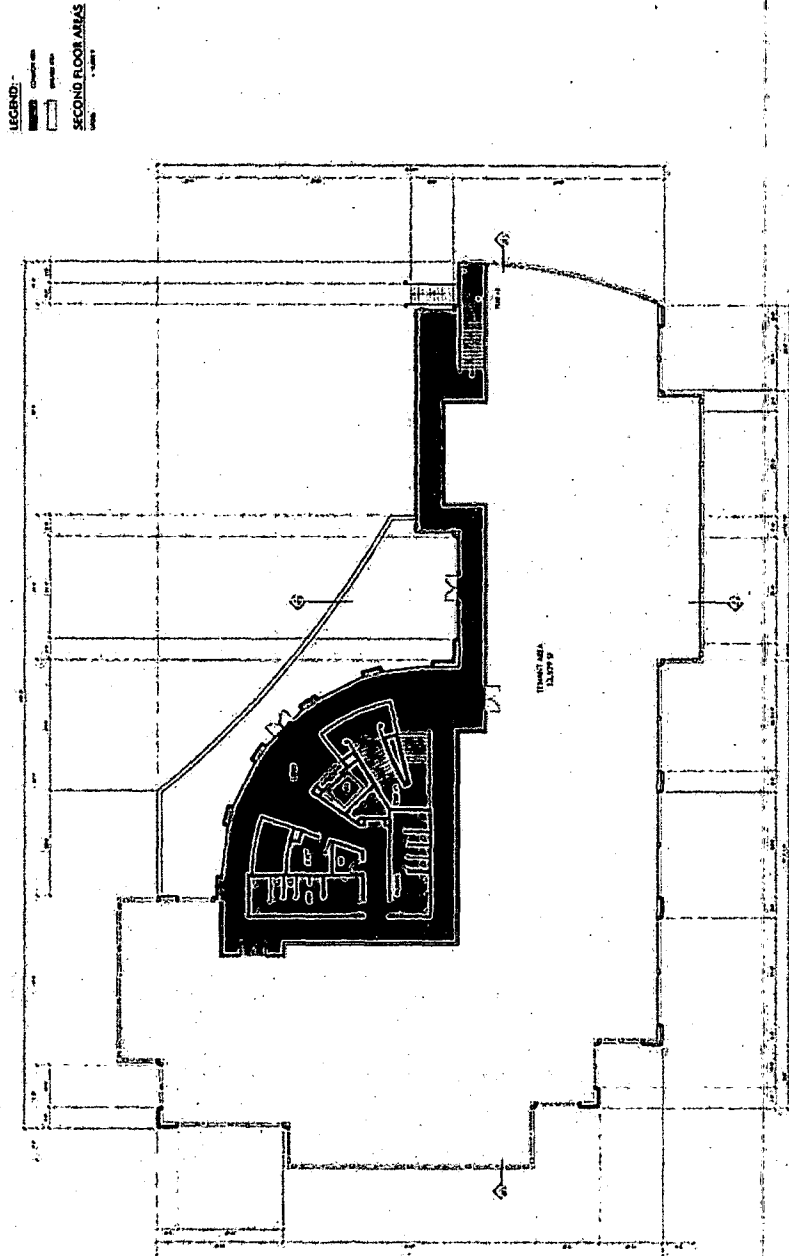
COMMERCE STATION
05/20/08



P1M
P1M ARCHITECTURE PLANNING INTERIORS

Exhibit O

Building P1-2D Second Floor Plan



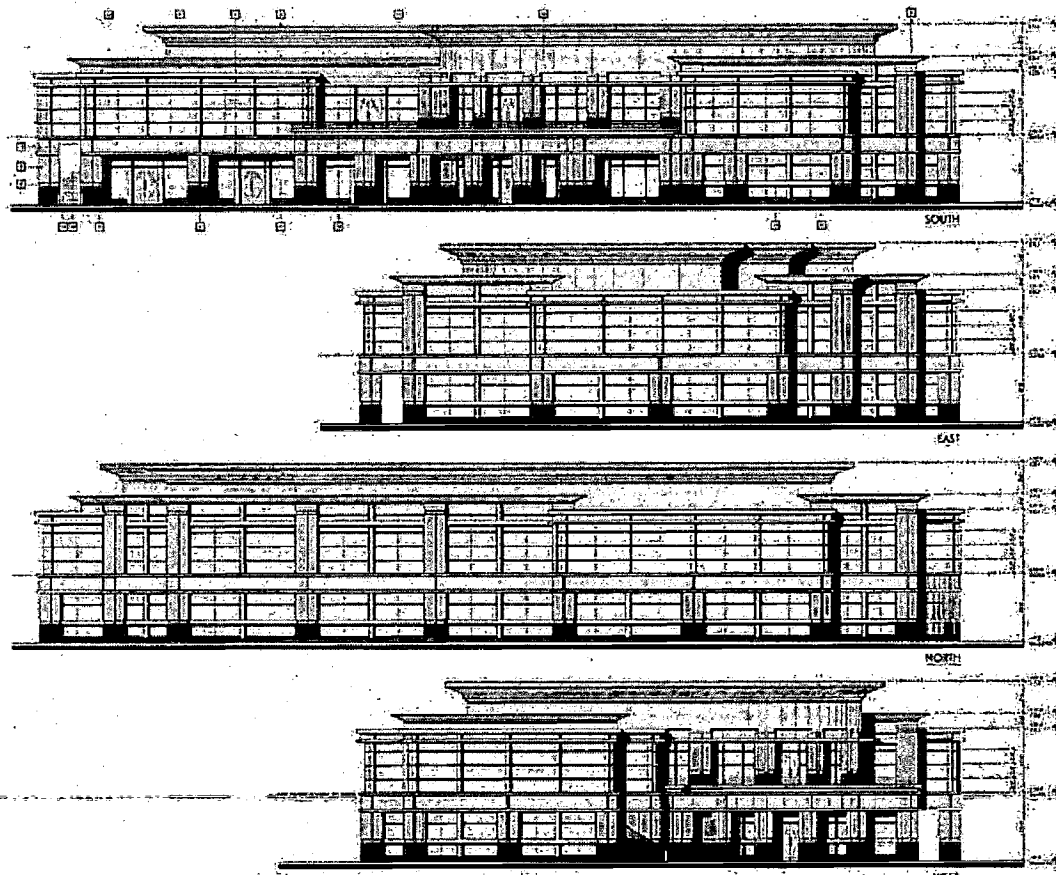
BUILDING P1-2D SECOND FLOOR PLAN

COMMERCE STATION
02/29/20

FVA ARCHITECTURE PLANNING INTERIORS

Exhibit P

Building P1-2D Elevations



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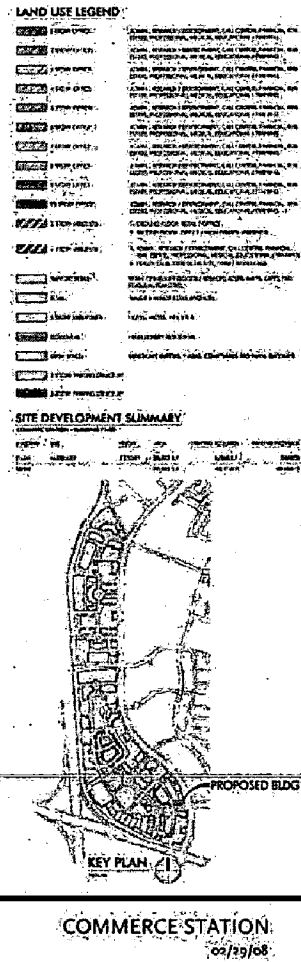
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BUILDING P1-2D EXTERIOR ELEVATIONS

COMMERCE STATION
02/29/08

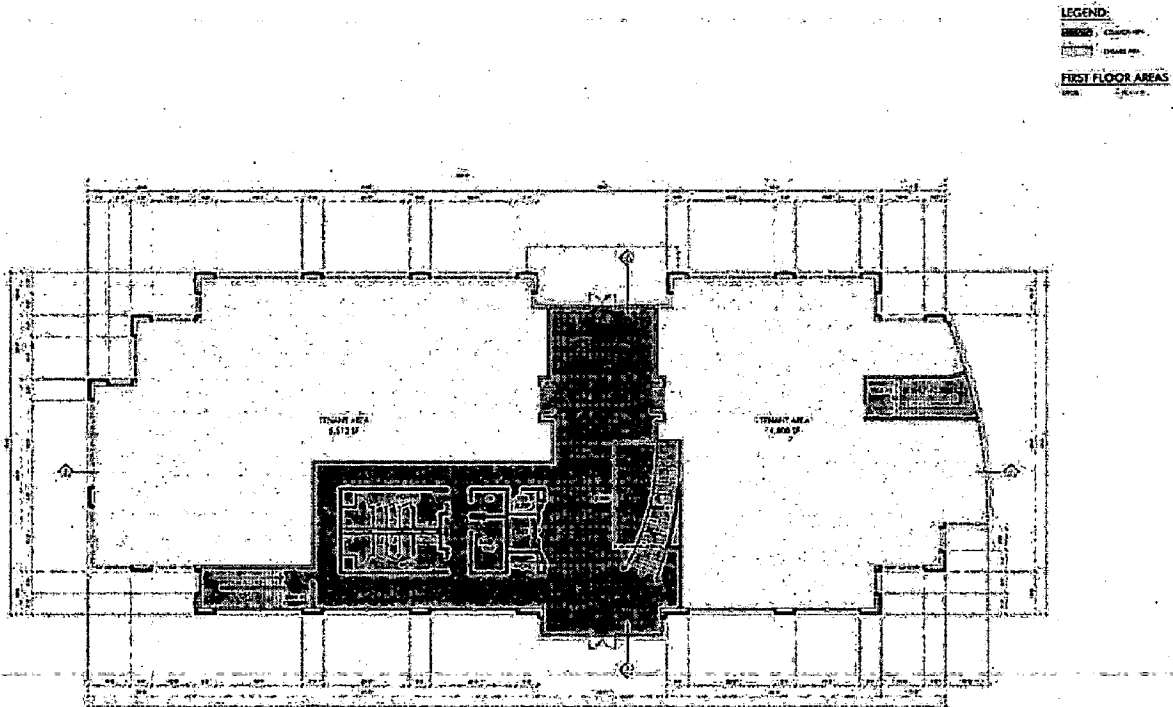


COMMERCE STATION
02/29/08



Exhibit R

Building P1-2H First Floor Plan



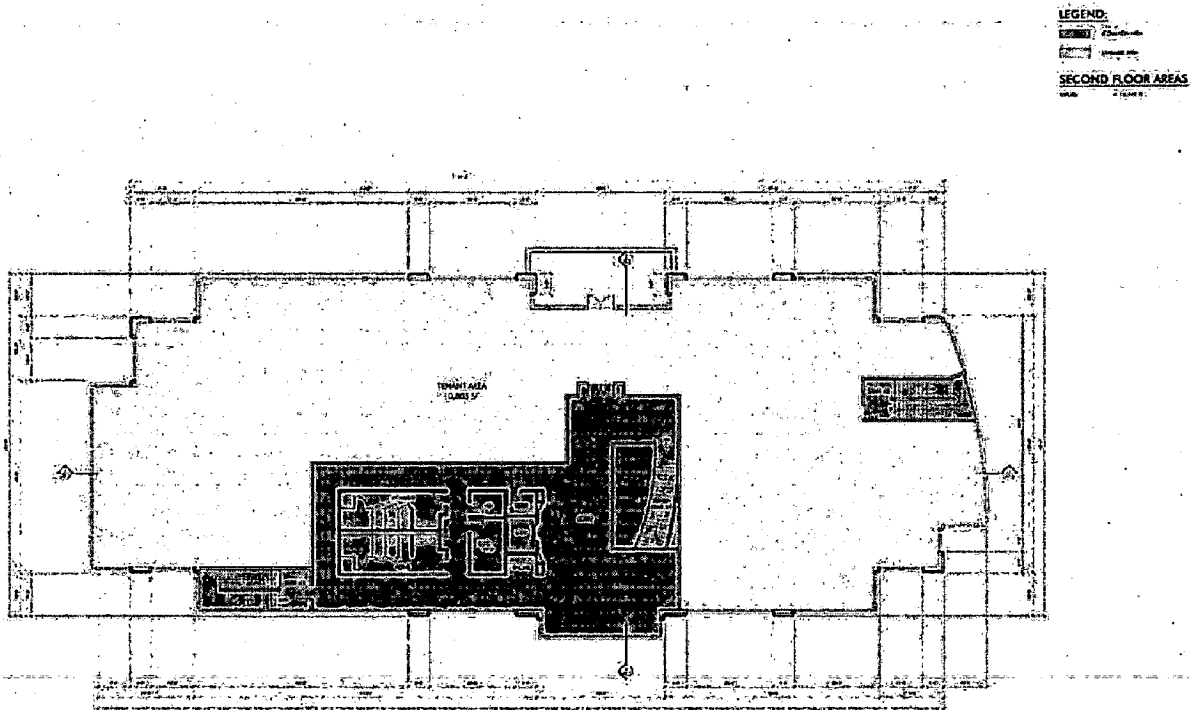
BUILDING P1-2H FIRST FLOOR PLAN



FWA ARCHITECTS PLANNING INTERIORS



COMMERCE STATION
05/19/08



BUILDING P1-2H SECOND FLOOR PLAN



FWA | ARCHITECTURE PLANNING INTERIORS

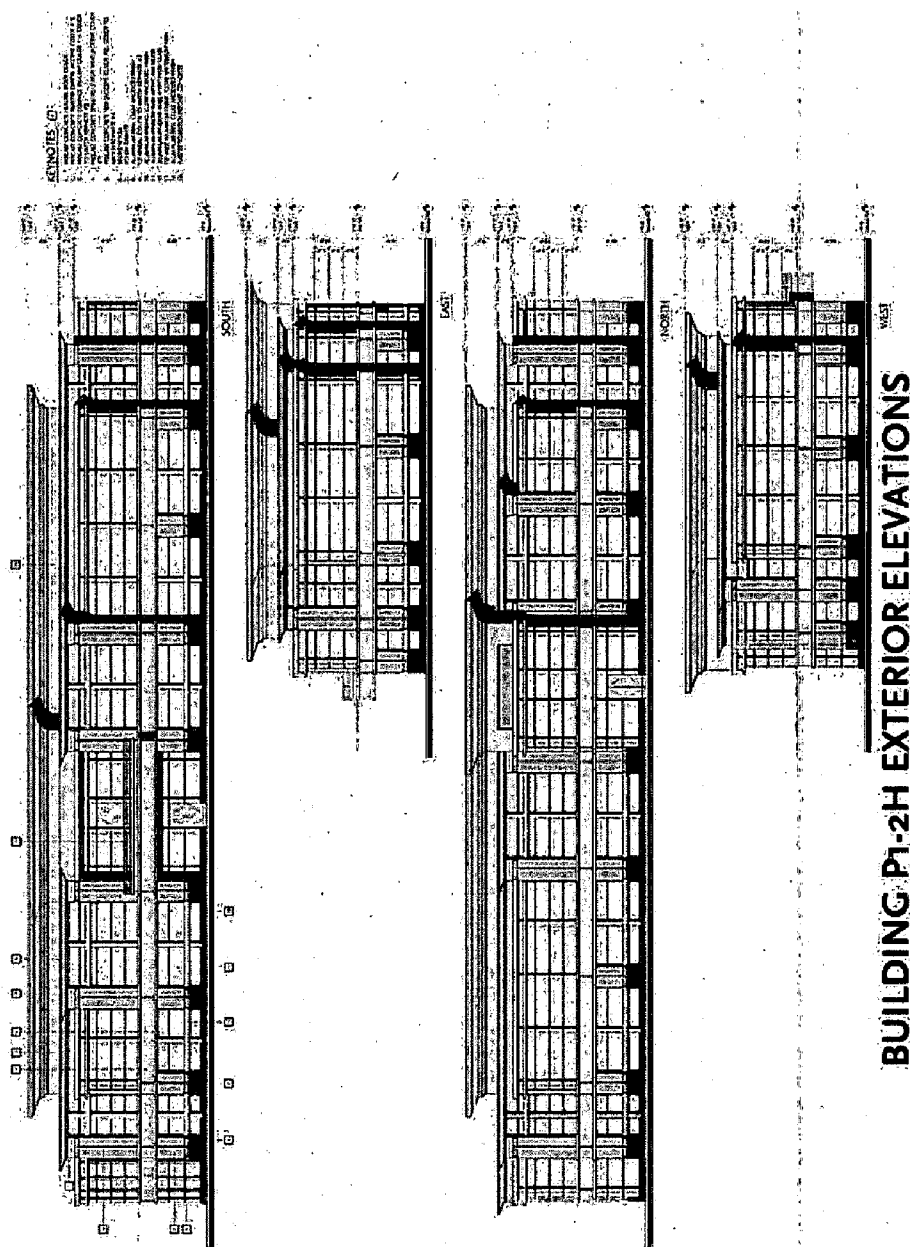


COMMERCE STATION

02/29/08

Exhibit T

Building P1-2H Elevations



REVISIONS
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BUILDING P1-2H EXTERIOR ELEVATIONS

COMMERCE STATION
05/15/08

PVA
PVA ARCHITECTURE PLANNING INTERIORS

Exhibit U

Building P1-2D, 2H Landscaping Plan

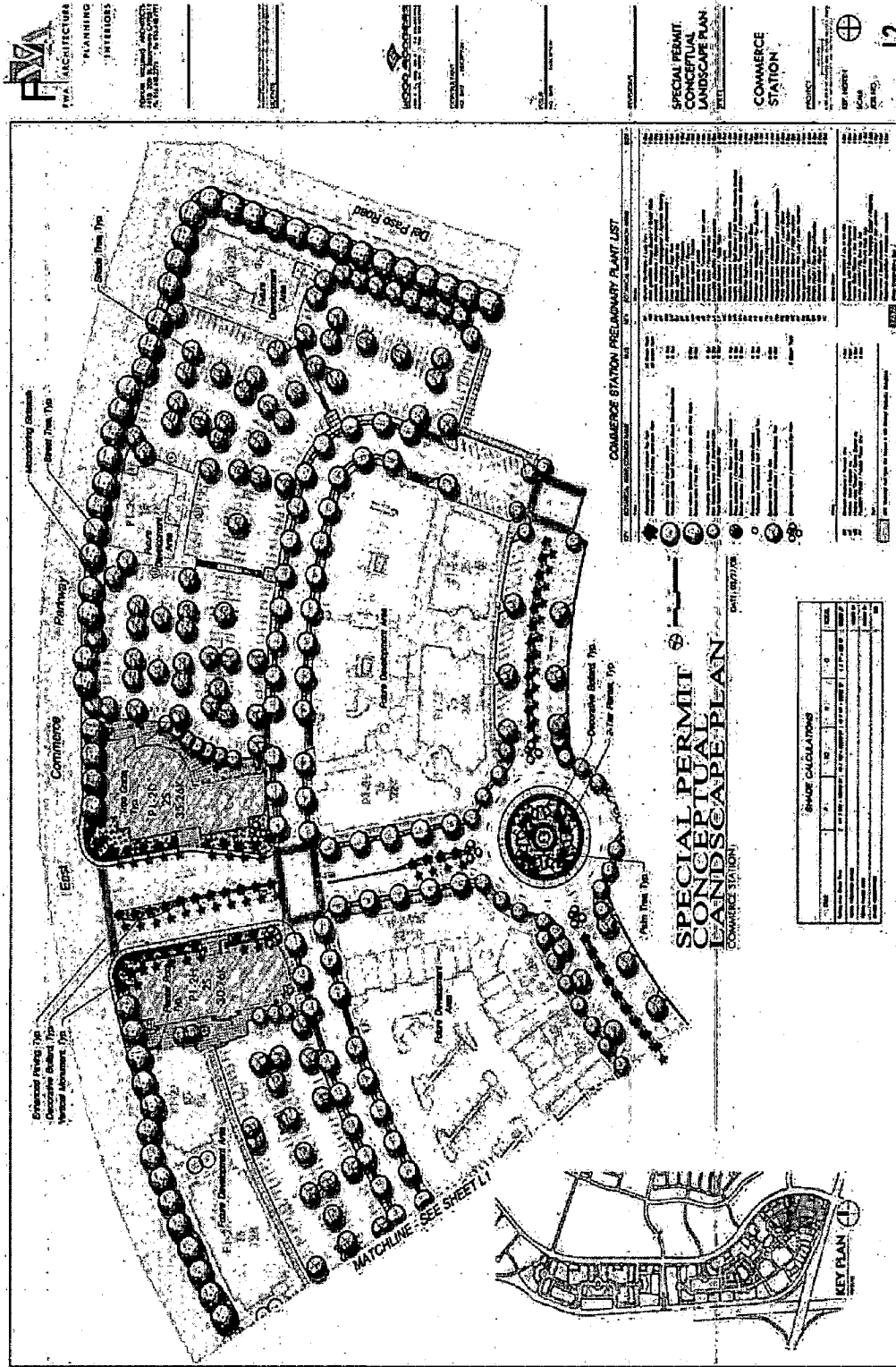


Exhibit V

Building P1-3B View Perspective



BUILDING P1 - 3B VIEW



FMA ARCHITECTURE PLANNING INTERIORS

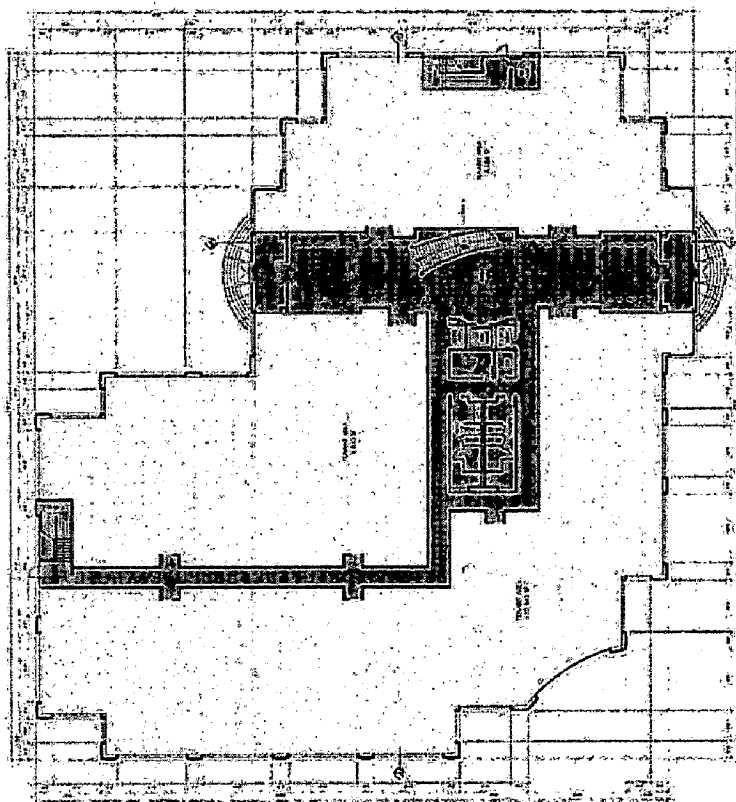
COMMERCE STATION

02/29/08

Exhibit X

Building P1-3B First Floor Plan

LEGEND:
STAIRS
ELEVATOR
ELEVATOR
ELEVATOR
FIRST FLOOR AREAS
AREA



BUILDING P1-3B FIRST FLOOR PLAN

COMMERCE STATION
05/19/08

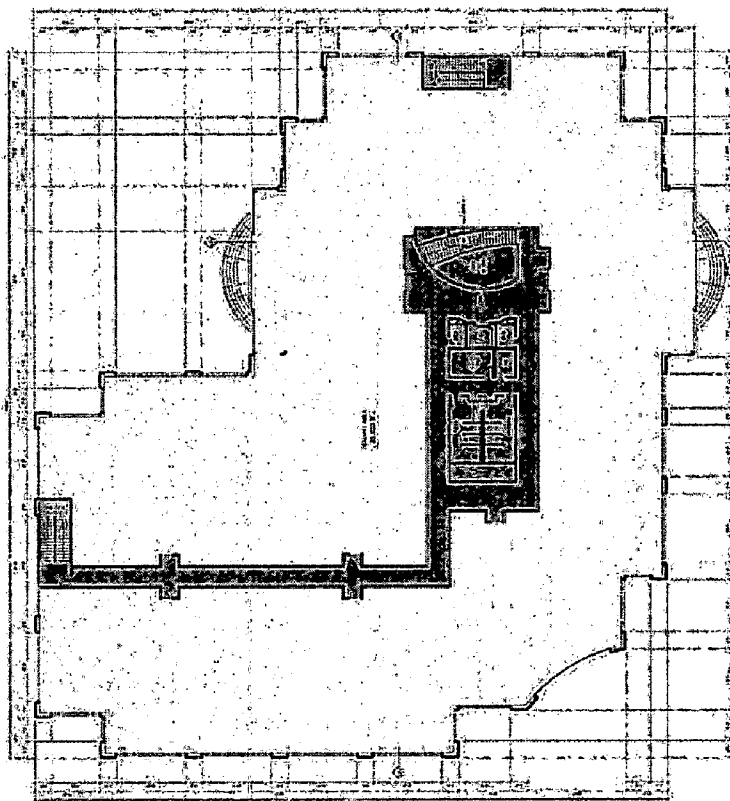


PWA
PWA ARCHITECTURE/PLANNING INTERIORS

Exhibit Y

Building P1-3B Second Floor Plan

LEGEND:
WALLS
DOORS
STAIRS
SECOND FLOOR AREAS
DATE: 05/20/08



BUILDING P1-3B SECOND FLOOR PLAN

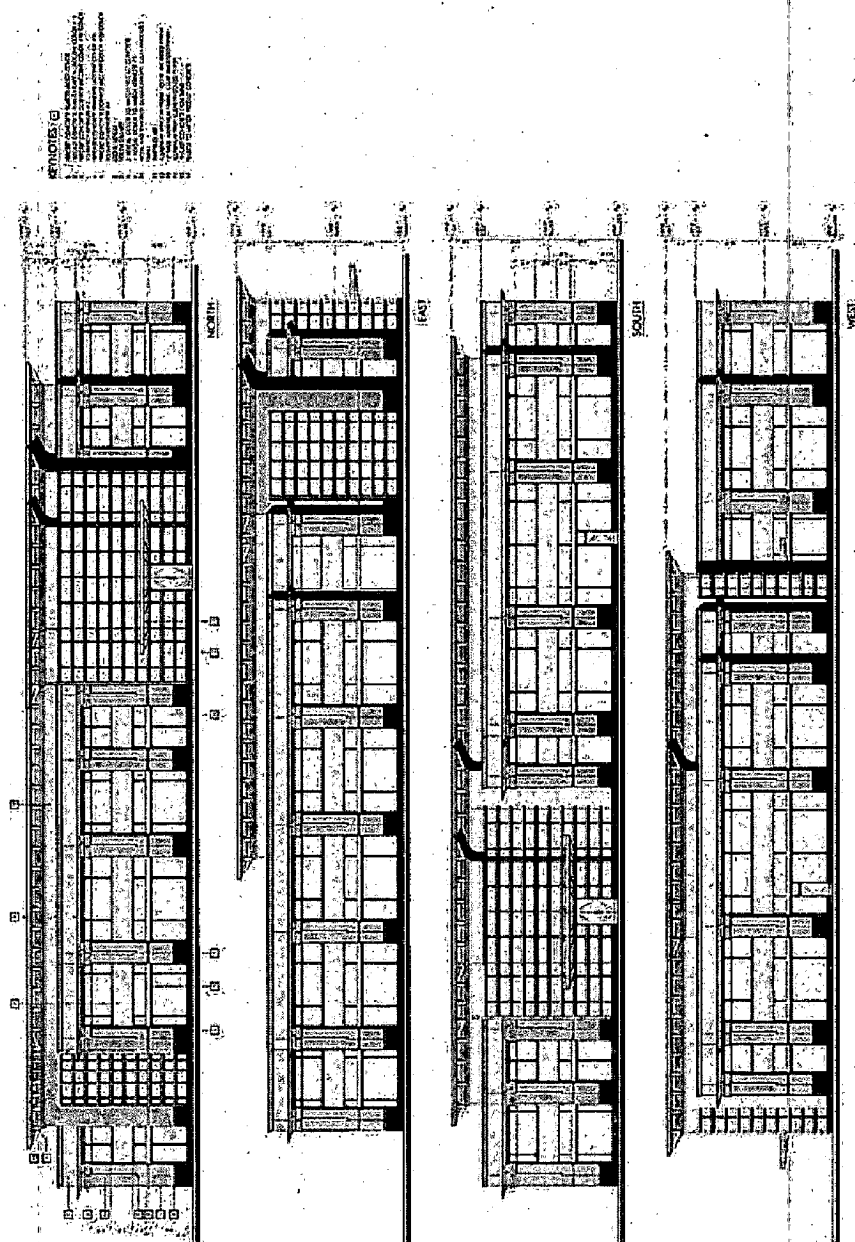
COMMERCE STATION
05/20/08



PWA
PWA ARCHITECTURE PLANNING INTERIORS

Exhibit Z

Building P1-3B Elevations

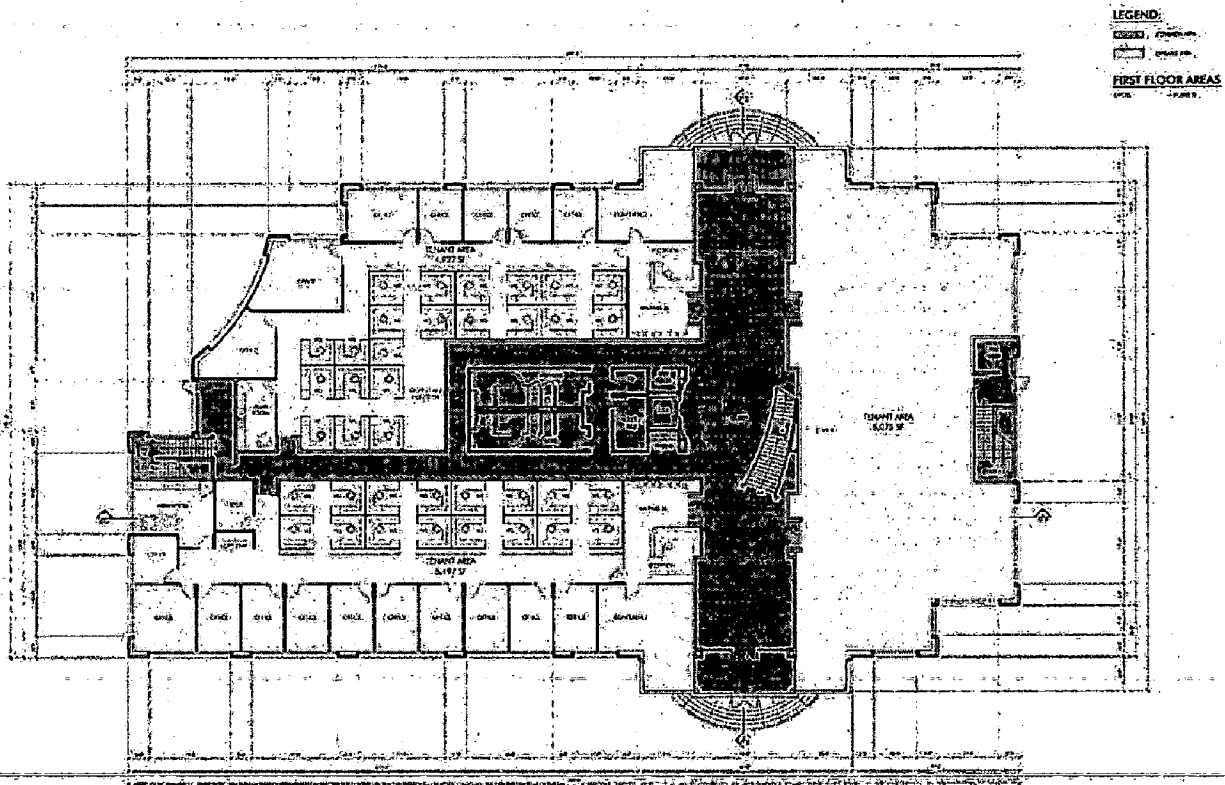


BUILDING P1-3B EXTERIOR ELEVATIONS

COMMERCE STATION
05/20/08

PVA
PVA ARCHITECTURE PLANNING INTERIORS

Exhibit BB Building P1-3D First Floor Plan



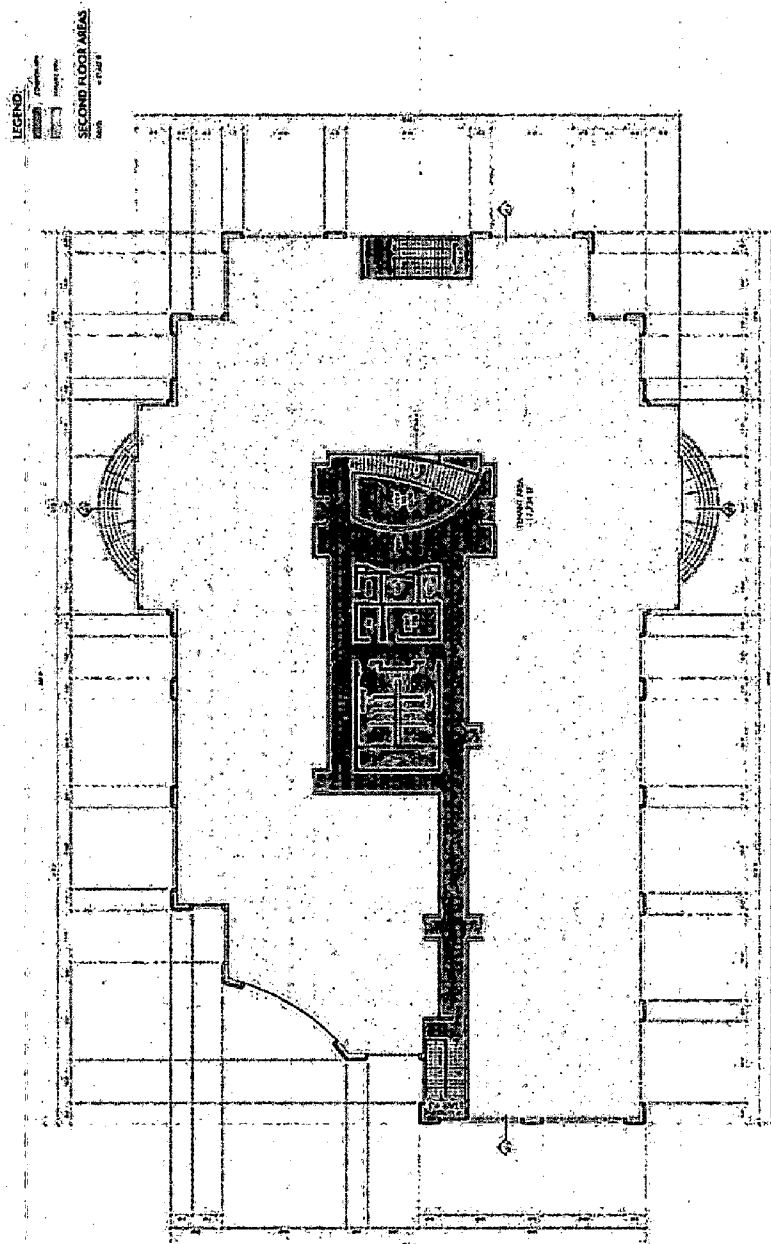
BUILDING P1-3D FIRST FLOOR PLAN

COMMERCE STATION
 02/29/08



Exhibit CC

Building P1-3D Second Floor Plan



BUILDING P1-3D SECOND FLOOR PLAN

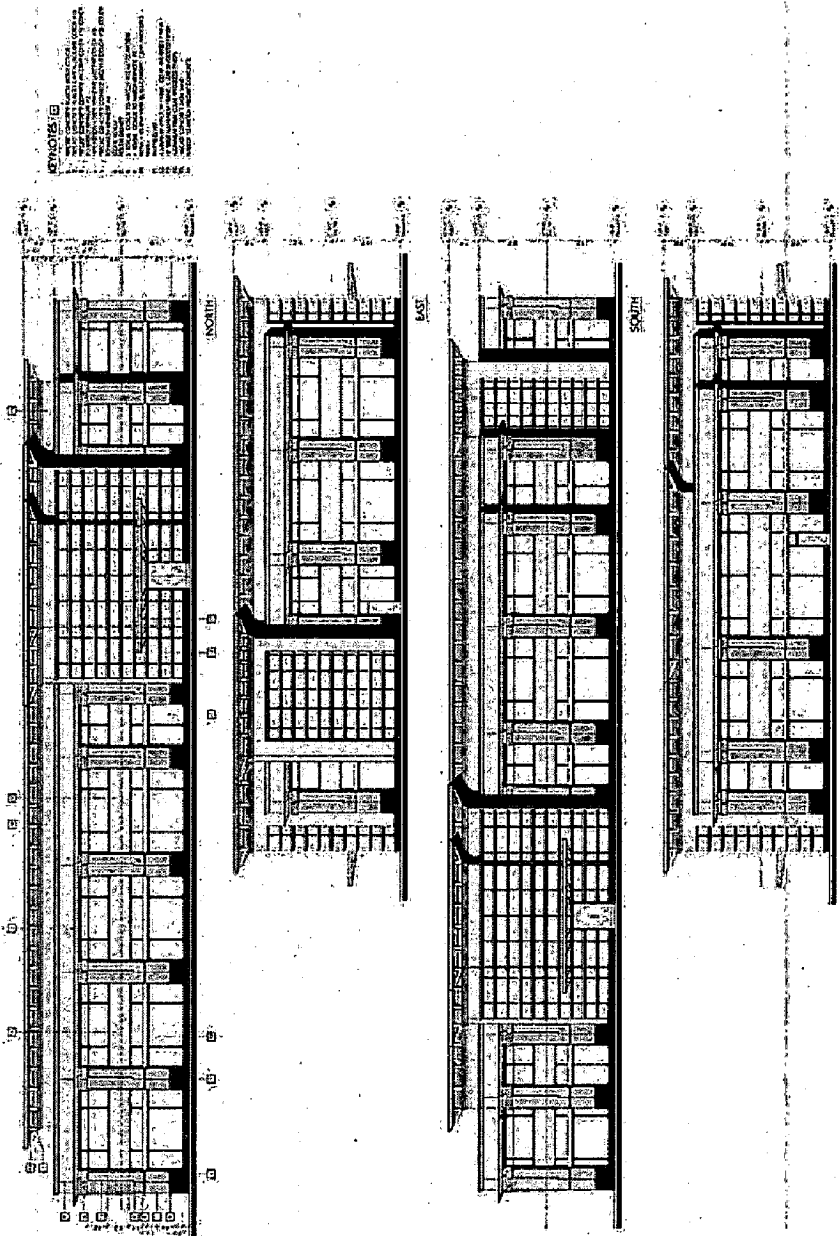
COMMERCE STATION
02/19/08



PVA
ARCHITECTURE PLANNING INTERIORS

Exhibit DD

Building P1-3D Elevations



NOTES:
1. THESE ELEVATIONS ARE FOR INFORMATION ONLY.
2. THE ELEVATIONS ARE BASED ON THE LATEST AVAILABLE INFORMATION.
3. THE ELEVATIONS ARE NOT TO BE USED FOR CONSTRUCTION.
4. THE ELEVATIONS ARE NOT TO BE USED FOR MARKETING.
5. THE ELEVATIONS ARE NOT TO BE USED FOR ANY OTHER PURPOSE.
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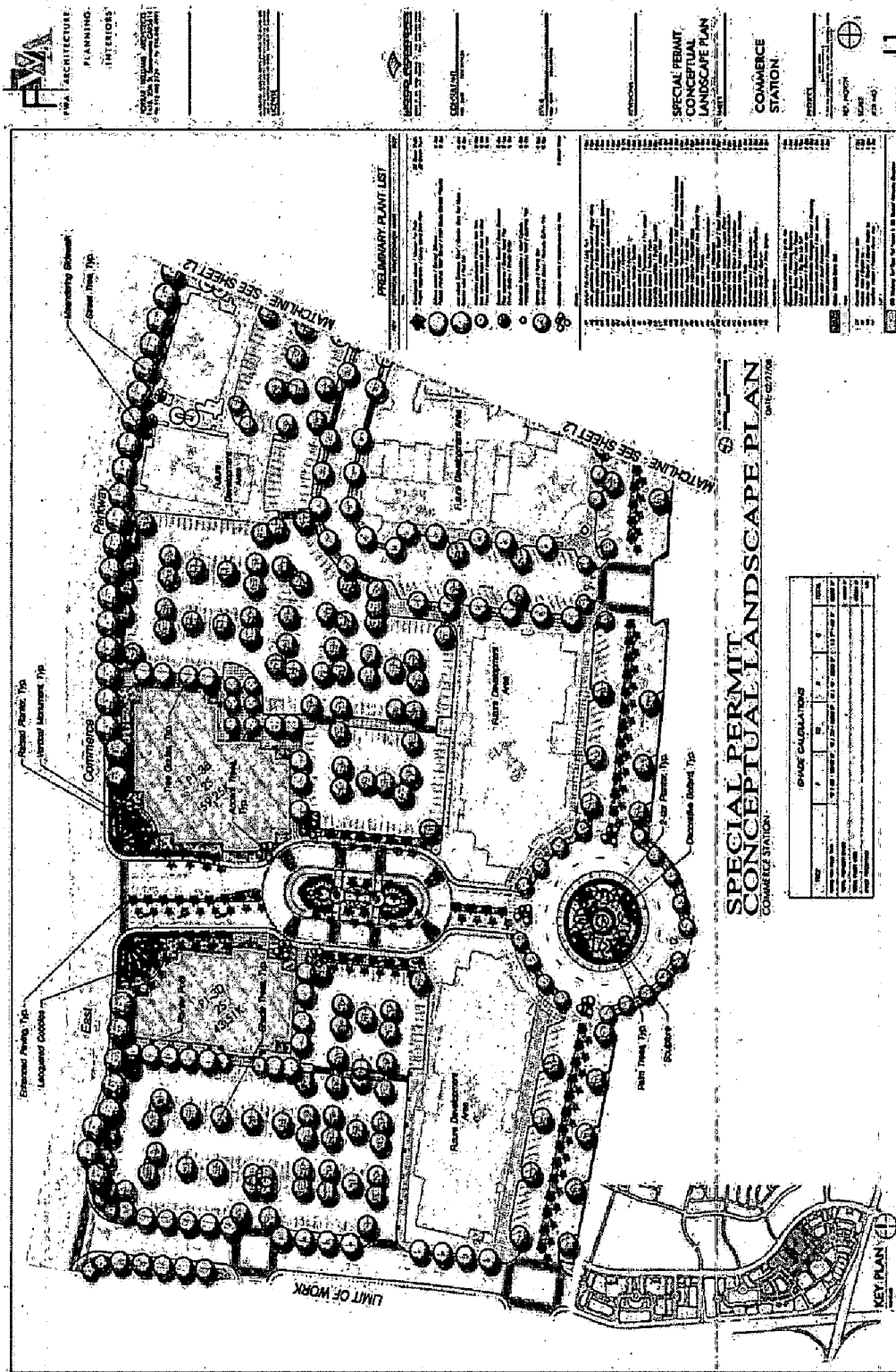
BUILDING P1-3D EXTERIOR ELEVATIONS

COMMERCE STATION
05/20/08

FVA
FVA ARCHITECTURE PLANNING INTERIORS

Exhibit EE

Building P1-3B, 3D Landscaping Plan



Attachment 10: SMAQMD Comment Letter



Larry Greene
AIR POLLUTION CONTROL OFFICER

March 19, 2008

Mr. Scott Johnson
Environmental Planning Services
City of Sacramento
300 Richards Blvd., 3rd floor
Sacramento, CA 95811

RE: FEIR, COMMERCE STATION, P06-018
SAC200500780E

Dear Mr. Johnson:

Thank you for providing the project listed above to the Sacramento Metropolitan Air Quality Management District (District). Staff comments follow.

1. Construction schedule and air quality construction-related mitigation

The DEIR states that this 180.5 acre project consists of 3,267,068 sq ft and will be phased over 13 years¹. Segment 1 and 2 of Phase 1 of the project will consist of the construction of four office/retail/residential buildings (168,785 sq ft) which will take over 3 years. In the following 10 years, the rest of Phase 1 and all of Phase 2 are to be constructed. The assumptions used in the air quality analysis of construction-related impacts include the 13 year construction schedule supplied by the proponent as opposed to an URBEMIS default schedule.

The District's Nov. 2, 2007 comment letter on the Commerce Station DEIR pointed out that the 13 year project build-out schedule assumed by the DEIR was essential in leading the document to its determinations about the significance of air quality impacts of the project. Specifically, through the air quality analysis, the DEIR found:

*"the initial development of the SPA would not exceed the SMAQMD's significance threshold of 85 lbs/day. However, subsequent development of the proposed project could result in emissions of NOx that could exceed SMAQMD's significance threshold, particularly during the initial grading and site preparation phase. As a result, short-term construction-generated emissions of ozone-precursor pollutants would be considered potentially significant."*²

The District suggested a revision to the DEIR air quality mitigation measure for short-term emissions in its Nov. 2, 2007 comment letter because of the dependence on a specific 13 year schedule. In response to District comments, part of the mitigation

¹ DEIR, Commerce Station, pg. 4.4-16

² DEIR, Commerce Station, pg. 4.4-18

measure relating to short-term air quality construction impacts has been changed to read:

MM 4.4-1(d)

The applicant shall construct the Commerce Station project consistent with the development assumptions identified in the DEIR as follows:

- *Development of the Special Permit Area (SPA) shall not exceed 168,786 square feet of mixed-use office uses within a three-year consecutive construction period.*
- *Subsequent development phases shall not commence until completion of the SPA development. In the event that construction would exceed the above stated development restrictions, the SMAQMD shall be notified and construction-related emissions shall be recalculated in accordance with the most current SMAQMD-recommended methodologies. Additional mitigation measures and/or offset fees, (to be calculated based on the most current SMAQMD-recommended fee structure at the time of development) shall be implemented to ensure that construction-generated emissions of NOx would not exceed the SMAQMD's daily emissions threshold of 85 lbs/day.³ [District underlining]*

The District is concerned with this revision for two reasons. First, the measure uses passive voice ("SMAQMD shall be notified," "emissions shall be recalculated"). Because of the passive voice, it's impossible to know who will notify the District about deviations in the schedule. Is the proponent being directed to do that? Will the City do that? The language should be re-crafted to state who will be performing the action. If, indeed, it's the proponent who will be notifying the District, the wording could be changed to read:

"In the event that construction would exceed the above stated development restrictions, the proponent will notify SMAQMD and the proponent will recalculate construction-related emissions in accordance with the most current SMAQMD-recommended methodologies. The proponent will implement additional mitigation measures, including the payment of off-site air quality mitigation fees, (to be calculated based on the most current SMAQMD-recommended fee structure and paid prior to the issuance of grading permits) of development.)"

Notice the inclusion of a timing requirement for fee payment which is regrettably absent from the FEIR's version of the mitigation measure.

Secondly, the District believes that mitigation simply is not implemented because there is no one monitoring it. It would be relatively easy for the proponent or subsequent proponents to speed up their construction schedule and to not notify the District. Excessive air emissions could be generated and the District wouldn't know. Because of that, we encourage the City to develop a mitigation monitoring program so that mitigation measures like this one would be monitored. A city monitor should know through City

³ FEIR, Commerce Station, March 2008, Table 2-1 Summary of Impacts and Mitigation Measures, pg 2-30 and 2-31.

processes if construction activities were deviating from the DEIR's projected thirteen year schedule. The City's monitoring process could assure proponents comply with recalculations of emissions and payment of fees, if necessary.

Greenhouse Gas Emissions & Climate Change.

The Greenhouse gas (GHG) section of the DEIR has been revised in the FEIR to contain a much more lengthy discussion of GHG and the results of an analysis of project-level greenhouse gas emissions. In addition, the FEIR contains a Table 3-10 which is titled "Commerce Station Greenhouse Gas Emissions Reduction Measures Design Features." An example of a reduction measure in the Table is "the applicant shall be conditioned to install light emitting diode (LED) traffic lights in all traffic signals".

The District suggests the measures in this table be actually called out in a mitigation measure or in several measures. We are concerned that if these measures are left as "conditions," that they may not actually appear in the staff report for the various decision making bodies. In a previous City project, we have seen this very phenomenon: a very aggressive list of GHG measures in the Railyards project FEIR simply did not make it into the approved project. If the City persists in referring to these measures as conditions, we request the City send us a copy of the staff report which contains those conditions with enough lead time for us to review the document.

If you have questions, please contact me at 874-4885 or jborkenhagen@airquality.org.

Sincerely,



Jeane Borkenhagen

Associate Air Quality Planner Analyst

CC: Larry Robinson
Greg Thatch

SMAQMD
Law Offices of Greg Thatch

⁴ FEIR, Ibid., Table 3-10 Commerce Station Greenhouse Gas Emissions Reduction Measures/Design Strategies; pg 3-58