



CITY OF ELK GROVE CITY COUNCIL STAFF REPORT

AGENDA TITLE: A public hearing to consider the Elk Grove Promenade Development Plan Review, Project EG-05-878

MEETING DATE: July 11, 2007

PREPARED BY: Jessica Shalamunec, Special Projects Manager

DEPARTMENT HEAD: Christine Crawford, Planning Director

PROJECT INFORMATION:

Location: Approximately 107 acres located at the northwest corner of State Route 99 and Grant Line Road in the Lent Ranch Special Planning Area.

Planner: Jessica Shalamunec

Applicant: Elk Grove Town Center, L.P., Mr. Louis Bucksbaum, 110 North Wacker Drive, Chicago, IL 60606

Property Owner: Same

RECOMMENDED ACTION:

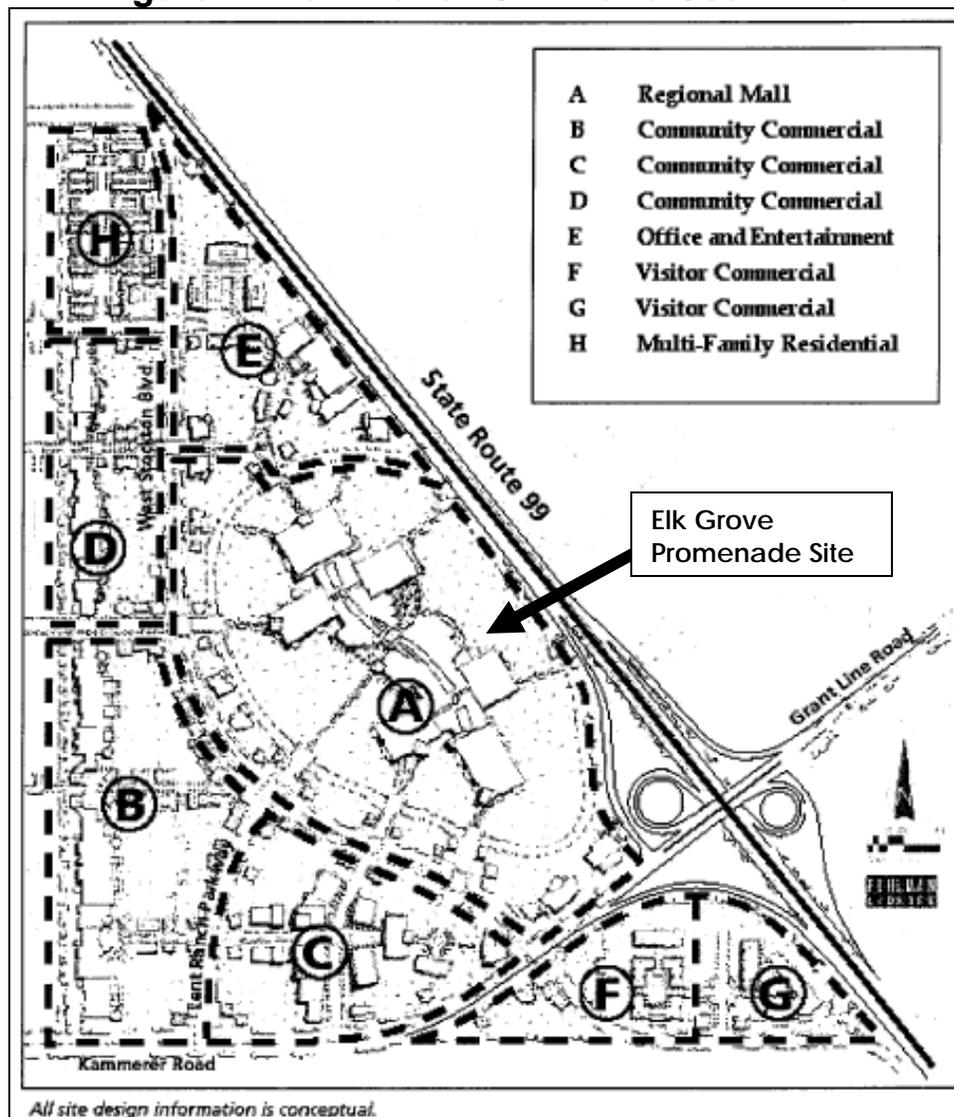
The Planning Commission recommends that the City Council approve a Resolution of the City Council of the City of Elk Grove approving the Elk Grove Promenade Development Plan Review Project No. EG-05-878, subject to the findings and conditions of approval and a recommendation to have a review of historical elements and the landscape plan based on Planning Commission discussion on May 31, 2007 (3-1).

BACKGROUND INFORMATION:

The Lent Ranch Special Planning Area (SPA) was approved by the City Council in June 2001, establishing a 295-acre future commercial area in the southern part of the City, at Grant Line Road and State Route 99. The SPA utilizes five different land use types to divide the 295-acre Lent Ranch site into 8 commercial districts. The five land use types include Regional

Mall, Community Commercial, Office and Entertainment, Visitor Commercial, and Multi-Family Residential. The SPA provides allowable use information and development standards for each land use type. Additionally, the SPA provides specific processing procedures for projects within the Lent Ranch area. For example, the Regional Mall must be reviewed and approved by both the Planning Commission and City Council before development can begin. The proposed Elk Grove Promenade is located on the Regional Mall district designated by the SPA.

Figure 1 - Lent Ranch SPA Land Use Exhibit



The Lent Ranch SPA Conditions of Approval provide a variety of conditions that must be complied with prior to development within this area (portion of Attachment 3). Several of the conditions work together to provide a construction timeframe for both the regional mall and the other commercial projects in the SPA. Condition G7 indicates that the first phase of development would consist of the regional mall, requiring rough grading of the mall site before grading of other commercial properties, and completion of at least one mall anchor foundation before release of building permits for other commercial properties. The conditions also establish the requirement that the City's reconstruction of the Grant Line/State Route 99 (SR 99) interchange be operative and open to traffic prior to occupancy of the regional mall. Reconstruction activities of the Grant Line/SR 99 Interchange began in late 2006 and are expected to be completed mid-summer 2008.

In addition to approval of the Lent Ranch SPA, the City Council approved a Development Agreement in 2001 between the City and the owners of properties within the boundaries of the SPA. This Development Agreement (DA) provides additional guidance for development within the SPA including construction timing requirements, requirements for Development Plan Review approvals, and conditions under which the DA was acceptable to all parties.

ANALYSIS:

The Elk Grove Promenade Development Plan Review includes a review of the proposed site plan, architecture, outdoor spaces, onsite amenities, landscaping, and signage for a 1.1 million square foot open-air regional mall. The proposed 1.1 million square feet Elk Grove Promenade project will include two department store anchors, Target, a Cinema, a large format book store, an approximately 5,000 square foot food court with both indoor and outdoor seating, six restaurant pads, and approximately 454,000 square feet of retail tenants. The project also proposes "The Green", a large, park-like outdoor space in the center of the proposed development that will include landscaping, a water feature, artistic elements, walkways, and additional outdoor seating. In addition to providing onsite vehicle parking, the project provides onsite bicycle parking as well as landscaped pedestrian spines to facilitate pedestrian movement from Promenade Parkway and through parking fields into the mall. As proposed, vehicle traffic is allowed within the center and parking stalls are provided near store fronts. A ring road is provided around the outer edge of the site to facilitate

vehicle movement through the parking fields. Landscaping will be provided throughout the project. Proposed architecture for buildings within the center has a contemporary feel, utilizing a variety of building materials and colors to create visual interest. Overall, the Elk Grove Promenade proposes to create a traditional main street layout with contemporary architectural details and amenities to serve the pedestrians visiting the mall while providing for the efficient access for vehicles.

Since June 2005, staff has worked with the applicant to evaluate the Elk Grove Promenade Development Plan Review project. As required by Table 5-2 of the Lent Ranch SPA, the following exhibits have been provided by the applicant for review:

- 30x42 Site Plan, black and white
- 11x17 Site Plan, color
- 30x42 Circulation Plan
- 11x17 North Crosswalk Exhibit
- 11x17 Crosswalk from Promenade Parkway
- 30x42 Exterior Elevations, pages A311-1 through A311-12
- 30x42 Macy's Architectural Representation
- 30x 42 JC Penney's Architectural Representation
- 30x42 Barnes and Noble Architectural Representation
- 30x42 Target Architectural Representation
- 11x17 Day, Night Views, Building Renderings (6)
- 30x42 Building Rendering, Illustrative Tenant Storefront
- 11x17 Grand Entrance Landscape Rendering
- 30x42 Overall Site Plan, Landscape Sheet Key
- 30x42 Planting Plan, Sheets L4.01 through L4.37 (37)
- 30x42 Plant List and Details
- 11x17 Tree Removal Plan
- 30x42 Photometric Plan
- 30x42 Lighting Plan
- 30x42 Lighting Fixtures
- 30x42 The Green, color
- 30x42 Seating Amenity Plan
- 11x17 Composite Plan, Amenities
- 8.5x11 Bike Locker Cut Sheet

- 11x17 Central Park Rendering
- 11x17 Central Park Rendering
- 30x42 Grading and Drainage Plan, Pages GR-1 and GR-2
- 11x17 Signage Program, Pages 1 through 27

The exhibits listed above are included in Attachment 2 of this report. Additional renderings provided within this report were included to provide further context of the proposed project.

General Plan Consistency

The proposed Elk Grove Promenade project has been reviewed for consistency with all applicable General Plan goals and policies. The General Plan encourages land use patterns that enhance community character, provide employment and shopping opportunities to serve residents and the region, and provide for the use of transit. The proposed Elk Grove Promenade project is planned in a cohesive, high quality manner and is anticipated to provide both employment and shopping opportunities for local residents and the region as encouraged by the Land Use and Economic Elements of the General Plan. The General Plan identified the Lent Ranch SPA as a large future area of commercial uses. As encouraged in the Circulation Element, the project site plan accommodates different modes of travel including vehicular, pedestrian, and bicycle travel as well as transit services. The project has been designed to provide open space and recreation opportunities in addition to shopping such as is indicated in the Open Space Element. The project will not adversely affect resources that the General Plan indicates should be conserved.

Lent Ranch SPA Consistency

The table below provides a summary of the proposed Elk Grove Promenade Project and its consistency with the requirements of the Lent Ranch SPA. An analysis of the project in relation to the Lent Ranch Development Agreement follows.

**Elk Grove Promenade
 Consistency with the Lent Ranch SPA**

Section	Proposed Elk Grove Promenade	Consistent?	
<i>Lent Ranch Special Planning Area</i>			
1.3	<p>Goals and Objectives (excerpt):</p> <ul style="list-style-type: none"> • Construct regional mall • Commercial of adequate size and land use mix to maximize opportunities • Reduce overall miles traveled by residents • High quality commercial that creates a sense of place and social interaction • Safe and entertaining gathering space for residents • Visually pleasing urban project, enhanced aesthetic and visual quality • Orderly development • Expanded economic base • Regional mall with fashion department stores and tenants not currently represented in the City • Provide employment opportunities for City residents 	<p>This project is a proposed regional mall designed to provide a safe community gathering space for City residents. The majority of the projected tenants are not currently represented within the City and the economic and employment opportunities in the City will be expanded as a result of this project. The proposed design of the mall is described in detail below. The proposed project is expected to create a unique aesthetic experience through the use of high quality architecture, materials, and landscaping.</p>	<p>Yes. This project is part of the overall commercial complex that is possible within the Lent Ranch SPA. Other projects will add 1.8 million square feet of commercial, office, and entertainment uses within this 295 acre area.</p>

	Section	Proposed Elk Grove Promenade	Consistent?
3.2	<p>Regional Mall Description</p> <ul style="list-style-type: none"> • Approximately 1.3 million square feet of gross leaseable area¹. • Intent – Minimum of three fashion department store anchors; tenants that are regional in nature; mall structures clustered in center of site with additional structures allowed along West Stockton Blvd (renamed to Promenade Parkway); multi-level buildings and parking structures are permitted. • Uses envisioned include 5-6 department stores, in-line shops, mid-size stores in outdoor retail promenade, pad buildings along roadways, restaurants, entertainment, auto service stations, or offices • Intended to be distinguished by it's scale • Conceptual site plan 	<p>As proposed, the project will initially provide 1.1 million square feet of gross leaseable area¹, with a future expansion potential of approximately 200,000 square feet. The project currently provides two fashion department stores and numerous in-line tenants, as well as a cinema, bookstore, food court, 6 restaurants, and Target. The two proposed fashion department stores are 130,000 square feet and 120,000 square feet, potentially expanding by 20,000 square feet in the future. A third anchor, approximately 140,000 square feet in size, will be proposed in a future expansion. Mall buildings are clustered in the center of the site and a pad building is identified along Promenade Parkway. Parking structures are not proposed at this time but, would be required with future expansion. The mall will be the largest project within the Lent Ranch SPA and will be distinguished by its design and scale. The project is planned similarly to the conceptual site plan</p>	<p>Yes. The Lent Ranch SPA establishes the intended configuration and composition of the Regional Mall. As currently proposed and with future expansion, the Elk Grove Promenade project will provide a minimum of 1.1 million square feet of retail uses, two fashion department stores, one future fashion department store, and a variety of other retail shops allowed by the SPA.</p>

Section		Proposed Elk Grove Promenade	Consistent?
		but, as it was conceptual, an exact match is not required.	
3.3 – 3.9	These sections of the SPA discuss vehicle, pedestrian, bicycle, circulation, open public spaces, utilities, public services, financing, and project timing on a SPA wide level.	This project along with other property owners of land within the SPA includes improvements to roadways and other infrastructure required by the Lent Ranch SPA. All infrastructure will be constructed to the satisfaction of all responsible agencies.	Yes.
4.1	This section of the SPA provides permitted use information specific to the regional mall.	The applicant is aware of the permitted uses section. Specific tenants, other than those discussed within this report, are not being reviewed at this time. Tenants will be evaluated for compliance with this section with review of building permits for tenant improvements.	Yes.
5.1. 2	This section of the SPA provides the process of review for the Regional Mall.	The process of review for this project is consistent with the SPA.	Yes.
8	This section of the SPA provides setbacks specific to projects within the SPA.	The regional mall is not required to meet front, side street, and rear setbacks or loading area setbacks because the site is not adjacent to residential property. The site has adequate width and depth to provide landscaping and parking for the quantity of	Yes.

Section		Proposed Elk Grove Promenade	Consistent?
		buildings proposed for development. All mechanical equipment onsite will be screened from view. Trash and recycling containers will be located within enclosed areas and screened from view.	
9	This section of the SPA establishes a 100 foot tall height restriction for structures within the Regional Mall.	The tallest structures within the mall will be the anchor stores, ranging in height from 40-60 feet tall. The majority of the in-line shops buildings are approximately 40 feet in height.	Yes.
10	This section of the SPA provides design standards for the roadways serving Lent Ranch.	The proposed roadways are designed consistent to these standards to the satisfaction of Public Works.	Yes.
11.4	This section of the SPA establishes the general landscape concepts for the Lent Ranch area. Landscaping specific to the Regional Mall is included in Section 11.4	The project incorporates landscaping throughout the site including through the center, within The Green, and within pedestrian spines through the parking fields. The landscape plans incorporate some of the plant species listed within this section of the SPA. Additional species have been incorporated to further the proposed design themes of the center.	Yes.
11.7	This section of the SPA establishes landscaping standards specific to parking areas.	The preliminary landscape plans for the project indicate varied tree and plant species plantings throughout the parking	Yes.

Section		Proposed Elk Grove Promenade	Consistent?
		areas. Evergreen species will be provided and planters include drought tolerant species. Landscape islands are provided for every 20 parking spaces onsite. Overall, 5% of the parking lot is landscaped.	
12.1	This section of the SPA establishes a parking ratio for the regional mall of 4.5 spaces for every 1,000 square feet of gross leaseable area.	The project is currently required to provide a minimum of 4,950 parking spaces per the SPA. As proposed, the project will provide 5,316 parking spaces.	Yes.
13	This section of the SPA establishes a maximum floor area ratio ² for the Regional Mall of 0.4.	The proposed Elk Grove Promenade has a floor area ratio of 0.2.	Yes.
<p>1 - Gross Leaseable Area is the industry standard for statistical comparison of retail projects. It is defined as the total floor area designed for tenants' occupancy and exclusive use, including any basements, mezzanines, or upper floors, expressed in square feet and measured from the centerline of joint partitions and from outside wall faces.</p> <p>2 – Floor Area Ratio is determined by dividing total gross leaseable area in square feet by total lot area in square feet.</p>			

Lent Ranch Development Agreement Consistency

In general, the Lent Ranch Development Agreement (DA) reiterates the City's expectation of development within the SPA and vests the developer's rights to develop commercial projects in an orderly manner consistent with the SPA. The DA is included as Attachment 3 of this report.

Section 13 of the DA establishes timing restrictions for development, emphasizing the Regional Mall as the first project to develop in the SPA by requiring rough grading of the Regional Mall before grading of the other

Districts. Completion of the foundation for one anchor store at the mall is also required prior to issuance of building permits for other buildings within other Districts of the SPA. This section also provides for City Council discretion over allowing projects outside of the mall to proceed ahead of the Regional Mall if they so desire.

Section 14, Condition to this Agreement, establishes 10 conditions under which development within the Lent Ranch SPA can proceed. The table below includes these conditions and the status of compliance for the Elk Grove Promenade project.

**Lent Ranch Development Agreement
 Section 14. Conditions to this Agreement**

	Status of Compliance
<p>a. The development of the Project shall be in accordance with and governed by the Project Approvals and this Agreement, as well as the Agreement for Indemnification Between the City of Elk Grove and M&H Realty Partners III L.P. and the Agreement for Advance of Funds Between the City of Elk Grove and M&H Realty Partners III L.P.</p>	<p>Yes.</p>
<p>b. Development of the Project shall be subject to all of the Conditions of Approval attached hereto as Exhibit "D."</p>	<p>Yes, conditions of approval have been proposed for this design review that incorporate all provisions appropriately timed to future stages of project processing.</p>
<p>c. Within eighteen (18) months following commencement of construction of the Grant Line Road/SR 99 Interchange, Mall Developer shall make good faith efforts in a commercially reasonable manner to submit to the City for consideration and approval a complete application, as determined by the City, for a</p>	<p>Yes, processing this application satisfies this obligation.</p>

Condition	Status of Compliance
<p>District Development Plan for the Regional Mall portion of the Project as required in Section 5.1.2 of the SPA and the City's general application submittal requirements in effect at the time of submittal.</p>	
<p>d. Prior to City approval of the first District Development Plan for the Project, Developers shall submit to the City for consideration and approval a Detailed Finance Implementation Plan as required by the Conditions of Approval attached to this Agreement as Exhibit "D." Determination of the completeness and adequacy of such submittal shall be made by the City in the City's sole discretion. Such a Detailed Finance Implementation Plan shall include provision for Developers to be reimbursed from fees paid by other property owners or entities for costs advanced by Developers in excess of Developers' fair share of the cost of public infrastructure to the Project. However, in no event and under no circumstances shall the City be responsible or obligated in any way to reimburse the Developers, any other property owners or other entities for the cost of such public infrastructure from any source other than from fees collected from other, benefiting property owners or entities or money or funds received from any state or federal entities for the public infrastructure. If requested to do so, City shall use best efforts to facilitate the formation of a Community Facilities District (Mello-Roos) or other financing or assessment district on all or a portion of the Property to assist in financing public infrastructure.</p>	<p>Yes, in process. A Finance Agreement between the City and the Mall Developer will be considered by the City Council prior to final action on this Development Plan Review.</p>
<p>e. Within twenty-four (24) months following approval by the City of the District Development Plan for the Regional Mall, Mall Developer shall</p>	<p>Compliance will occur at a later date, following City</p>

Condition	Status of Compliance
<p>make good faith efforts in a commercially reasonable manner to provide the City with (i) copies of grant deeds, (ii) copies of board of directors' resolutions announcing their companies' opening of at least three Anchor Stores, (iii) evidence of commencement of construction of at least three Anchor Stores, or (iv) any combination of the documents or evidence referenced in subsections (i), (ii) or (iii).</p>	<p>Council approval of the Development Plan Review of the Regional Mall.</p>
<p>f. The City will convey the existing West Stockton Boulevard and Kammerer Road rights-of-way within the Project Site boundary to Developers at no cost in exchange for Developers' grant of new rights-of-way for West Stockton Boulevard and Kammerer Road.</p>	<p>Yes, in process.</p>
<p>g. Prior to improvement plan approval or building permit issuance, whichever occurs first, Developers shall pay to City a fee in the amount of \$1,700 per acre or portion of an acre developed. This fee includes \$750 per acre for Swainson's Hawk mitigation and \$950 per acre for loss of agricultural land, open space, greenbelts and other habitat. Developers shall pay any subsequently-approved increase in this fee, or an adjustment based on the Engineering News Record Index, whichever is less. Subsequent increases or adjustments to fees shall not apply to fees previously paid by Developers for all or a portion of the Property.</p> <p>Funds so collected shall be expended to purchase conservation easements or similar instruments or for the acquisition of land (within the City of Elk Grove or its proposed sphere of influence, as requested in October 2000) as usable open space, greenbelts, valuable habitat and/or agricultural land preservation.</p>	<p>Yes, the Mall Developer satisfied this condition by paying fees in July 2005.</p>

Condition	Status of Compliance
<p>This fee shall satisfy the obligation of the Project to contribute toward the preservation or acquisition of open space, greenbelts, habitat and/or agricultural land, and the Project shall not be subject to any future-adopted City-wide mitigation fee or other program for the preservation of open space, greenbelts, animal and plant species or habitat and/or agricultural land, or such fees or programs that serve a similar or related purpose or objective.</p>	
<p>h. In addition to the requirement of Project Conditions of Approval PS1, Mall Developer's management and security shall meet with the Sheriff's Department and the Elk Grove Police Department prior to opening to the public to coordinate efforts in addressing anticipated law enforcement problems.</p>	<p>Yes, the Mall Developers have already met with the Elk Grove Police Department and will continue to meet with the Police Department and law enforcement as the project is implemented.</p>
<p>i. The City agrees that the Project shall develop at least 180, but no more than 280, units of multi-family housing. Some of this multi-family housing shall be affordable. The precise percentage of the multi-family housing that will be required to be affordable shall be specified in the District Development Plan for District H.</p>	<p>Not applicable to this project approval.</p>
<p>j. Developers (including for the purposes of this section, Mall Developer) shall endeavor in good faith to hire, or endeavor in good faith to cause to be hired, from the Standard Metropolitan Statistical Area in which the Project is located, qualified labor and companies in the construction of the Project. This requirement shall be monitored annually as a part of the</p>	<p>Compliance will occur throughout the life of the project.</p>

Condition	Status of Compliance
annual review of this Agreement, pursuant to paragraph 18 herein and Government Code section 65865.1	

The remainder of the DA provides the legal framework of the agreement as required by the City’s zoning code and State law. This framework includes vesting of the development rights granted by the DA, notification requirements, as well as procedures in the event of a default of the agreement. The Elk Grove Promenade project complies with the applicable provisions of the remaining sections of the DA.

Development Plan Review

Site Plan

As part of review of this project, staff researched a variety of mall formats that exist throughout the country. Resources used for this effort included information from the Urban Land Institute and International Council of Shopping Centers publications as well as visiting open-air regional centers in California, Arizona, Texas, and Colorado.

A super regional center is defined by the International Council of Shopping Centers (ICSC) as a center typically 1,000,000 square feet of gross leaseable area, built around three or more full-line department stores generally of 75,000 square feet in size. Tenants within a super regional center typically consist of an extensive variety of general merchandise, apparel, furniture, and home furnishings, as well as a variety of services and recreational facilities. The open-air format, a row of attached retail stores, managed as a coherent retail entity, with parking typically in front of the stores, and entry directly from the outside, is currently dominating shopping center development throughout the country. Lifestyle centers are also being constructed in a variety of locations. A lifestyle center is a “boutique” shopping concept incorporating the open-air format, typically smaller in size than a regional center, occupied mainly by high end retailers without traditional anchor stores, mix of retailers, with other non-traditional tenants such as hotels, offices. Creating a sense of place through pedestrian oriented design elements, small and frequent outdoor gathering

spots, and other features to create ambience are key elements of successful lifestyle centers.

Working with the definition above, the Elk Grove Promenade is considered an open-air super regional center by industry standards. There are currently no examples of this type of development within the Sacramento region. The Palladio in Folsom, currently under construction, is also an open-air format shopping center. As currently planned, Palladio is smaller than the proposed Elk Grove Promenade and is closer by definition to a lifestyle center due to the projected tenant mix and incorporation of non-traditional retail tenants (i.e. medical and office uses) within the center. Several existing open-air malls in southern California, Arizona, and Texas provide examples of the type and variety of features that can be found in the open-air super regional center similar to those proposed for this project.

As proposed, the Elk Grove Promenade will occupy 105 acres and be home to 1.1 million square feet of gross leaseable space. For comparison, the Roseville Galleria currently provides 1.3 million square feet of gross leaseable space and the Arden Fair mall provides 1.1 million square feet of gross leaseable space. The new open-air center in Folsom that is currently under construction will provide approximately 900,000 square feet of retail and office space. A new open-air lifestyle center, The Fountains, will be constructed across from the Roseville Galleria and will be approximately 545,000 square feet in size. The Roseville Galleria will begin construction of a 480,000 square foot building expansion with new parking structures, providing an example of the expansion potential of mall developments. The Lent Ranch SPA allows for up to 1.3 million square feet of gross leaseable space within the Regional Mall District, meaning that the proposed Elk Grove Promenade also has an expansion potential of approximately 230,000 square feet of additional retail space.

Regional mall developments are typically characterized by the unified approach to development planning provided for through a cohesive site plan and unified architectural design, evidenced by both building treatments as well as landscaping. As described in detail within this report, the proposed Elk Grove Promenade has been designed in a cohesive manner with a site plan and proposed architectural palette that will unify the project as well as allow for unique, differentiated areas within the center.

Figure 2
Elk Grove Promenade Site Plan



ELK GROVE PROMENADE

GCP
 GENERAL GROWTH PROPERTIES, INC.
100 SOUTH MEADOWS DRIVE, SUITE 100, DALLAS, TX 75201
 PHONE 214.752.8000 FAX 214.752.8011

LAGUARDA LOW
 ARCHITECTS
200 SOUTH PEARL, SUITE 300, DALLAS, TEXAS 75201 USA
 PHONE 214.752.8000 FAX 214.752.8011
 WWW.LVLW.COM

MESA
1807 Ross Ave., Ste 333
 Dallas, TX 75201
 Telephone 214.871.0568
 Facsimile 214.871.1507

ISSUED: OCTOBER 25, 2006



ELK GROVE, CALIFORNIA

The proposed Elk Grove Promenade site plan, see Figure 1, orients 12 retail buildings, 2 department stores, and a Cinema building along a u-shaped “main street” that extends through the center of the site, curving to the main entry points along Promenade Parkway. A proposed Target and associated parking field is accessible from but located to the north of the main street. In addition to the retail buildings, six proposed restaurant pads are located throughout the site and a 30,000 square foot retail building is located at the northern corner of the site, adjacent to Promenade Parkway.

“Main street” provides for vehicular circulation through the center of the mall with angled parking spaces and large sidewalks along either side as well as landscaped medians in the center of the roadway. The pace of vehicle traffic will be controlled by stop signs, wide pedestrian crossings, and by the general flow of cars entering and exiting the main street parking spaces. In addition to the main street, a ring road is provided around the exterior edge of the center to ensure efficient traffic flow. Additionally, drive aisles, with limited parking spaces, provide for clear vehicle access from the front to the back of the center. The proposed site plan provides 5,316 parking spaces, in excess of the 4,950 spaces required by the Lent Ranch SPA.

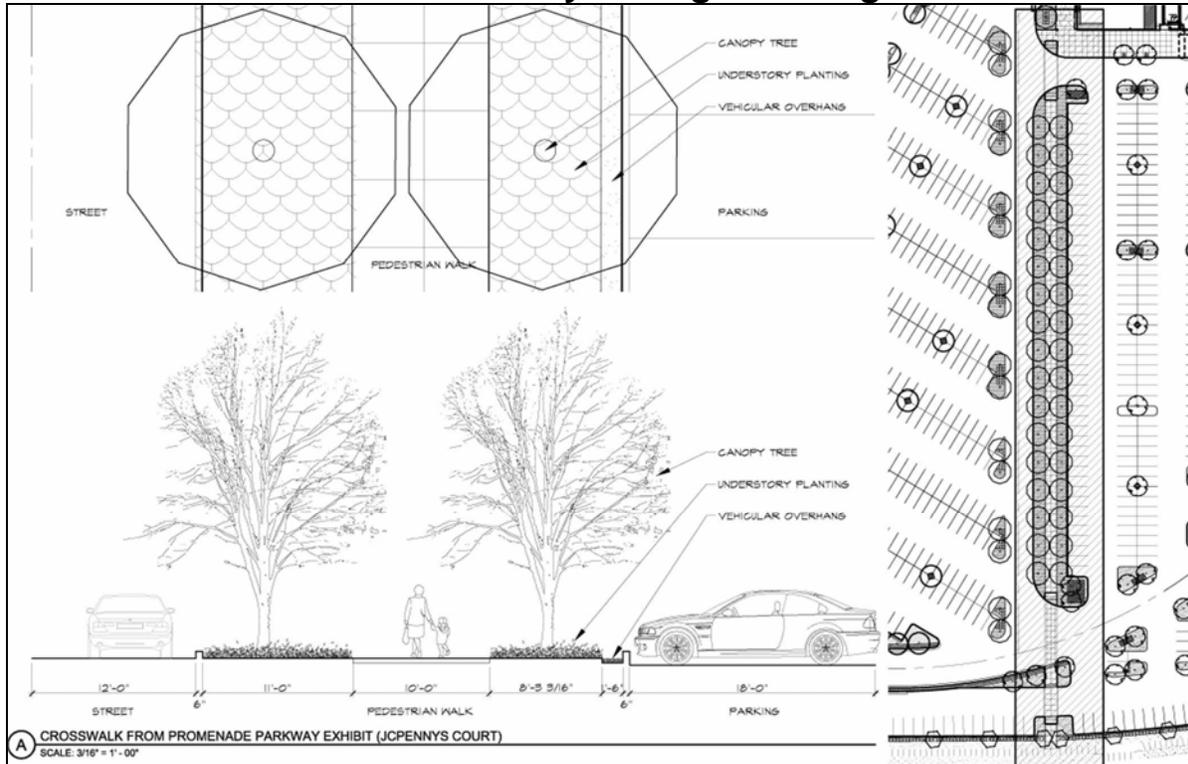
The proposed Elk Grove Promenade project will initially include two department stores, one of which will be 120,000 square feet in size, expanding to 140,000 square feet in the future. The second department store will be 130,000 square feet in size. The remaining 850,000 square feet of commercial uses to be constructed within the proposed Regional Mall at this time will consist of Minor Tenants or Mall Shops.

In addition to vehicular access, large sidewalks within the center itself and landscaped spines through the parking fields will provide for pedestrian access throughout the center. Pedestrian crosswalks will be distinguished from the vehicle travel lane by the use of stamped concrete or other alternative paving material. Bicyclists enter the site at the entries along Promenade Parkway, following vehicle traffic into the center to the variety of bicycle rack locations. A new transit stop will be established in the approximate center of the project site on Promenade Parkway.

As currently designed, the Elk Grove Promenade project provides elements of a lifestyle center such as The Green, discussed in detail below, and

smaller gathering spaces located sporadically throughout the mall. These spaces will be furnished with freestanding benches as well as architecturally designed seating areas that also provide directory signage for visitors.

Figure 3
Pedestrian Walkway through Parking Area



Architecture

The proposed open-air design of the project results in increased visibility of individual building elevations. This requires an increased level of architectural detail on each building elevation to ensure that the visual interest of the viewing public is maintained throughout the project. Four sided architecture has been integrated wherever a building elevation is visible. The architectural style is contemporary and urban in nature, utilizing linear design features, varying building planes, and multiple types of material and colors on each building elevation. In order to provide protection in all weather conditions, the project incorporates a wide awning, projecting over the sidewalks. The awning varies in height along to storefronts, providing additional visual interest to the buildings. A typical

retail building rendering is below. Retail building elevations are also included in Attachment 2 of this report.

Figure 4
Typical Building Rendering



*Illustrative Purposes Only

Detailed architectural plans for the anchor buildings are not available at this time. However, conceptual plans, provided in Attachment 2, incorporate the design elements of the overall center. The applicant has indicated that should the City Council approve the project, building permit submittals for the anchor tenants will reflect these concept plans. Should the Council support these anchor plans, this would mean that further review of the anchor store building architecture by the Planning Commission and/or City Council would not be required. Anchor concepts are included in Attachment 2.

As is typical with all major commercial developments, minor revisions from concept plans to construction drawings may be required. These revisions (i.e. a brown wall section is revised to tan) are reviewed by staff and may or may not be determined to be in compliance with the approved development plan review. Should the revision be determined to be in compliance with the previous approval, the revision is approved by staff during plan check. Any revision not in compliance with the previous approval requires

reconsideration by the original approving authority, which in this case would be the City Council.

Site Amenities

The largest amenity provided within this project is The Green, a large open park-like area, located centrally in the project. The design elements within The Green include landscaping, curved walkways, public art, and a water feature. An outdoor performance area is situated adjacent to The Green, which will provide community gathering space for a variety of performance types. This outdoor space is adjacent to the proposed food court to allow for impromptu picnics for site visitors. A rendering of The Green is shown in Figure 5 below.

As proposed, the food court provides both indoor and covered outdoor seating. Additionally, smaller gathering spots are located throughout the proposed mall. These areas are landscaped and furnished in the overall design style of the center. Site amenities contribute to the overall appearance and quality of the proposed center.

**Figure 5
The Green Rendering**



Landscaping

The Lent Ranch SPA provides concept landscaping information for the Regional Mall including lists of allowable trees, shrubs, and groundcover. The proposed Elk Grove Promenade project incorporates landscaping throughout the site including inside the center, within The Green, and within pedestrian spines through the parking fields. The landscape plans incorporate some of the plant species listed within this section of the SPA. Additional species have been incorporated to further the proposed design themes of the center.

The landscaping within a project of this scale will contribute to the overall appearance of the center, providing attractive spaces that promote walking and lingering in the outdoor seating areas. Landscaping within the center will be located within the main street median and along walkways in planter boxes and pots. Large landscaped statements are planned for the project entries on Promenade Parkway. Landscaped spines are provided through the parking areas to delineate a walkway, providing a path through the parking areas that is distinguished from vehicle travel lanes.

Landscaping within the parking areas is required to provide 60 percent shading, as calculated by the projected 15 year tree canopy. The preliminary landscape plan presented to the Planning Commission provided 32 percent shading in the parking areas. The applicant indicated that 32 percent shading was typical within the industry due to conflicts between tree cover and the security needs required within such a large center. The security plan for the center includes parking lot cameras that would be blocked by the tree canopy. The Planning Commission considered the potential conflicts and supported the parking lot shading as presented at 32 percent. Following the Planning Commission meeting, the applicant re-evaluated the parking lot landscaping and was able to increase parking lot shading to 38 percent. Other landscape standards for parking areas, such as using some evergreen species, drought tolerant species, providing landscaped islands for every 20 parking spaces, and providing landscaping representing 5% of the overall parking area, are met by the preliminary landscape plans. Additionally, in response to a community request, the applicant has incorporated Redwood trees along the perimeter of the site. Landscape plans are included in Attachment 2.

Signage

The sign program divides the proposed mall into four distinct districts. Building materials, color palettes, and landscaping themes specific to each district are carried through into the sign requirements. Both primary and secondary building-mounted signage are similar for all four districts, requiring both types of signage for each tenant, but, varying lighting techniques in order to differentiate the areas. Optional types of signage including, but not limited to, inlaid entry vestibule floor sign, wall mounted plaques, vertical marquee, and canopy signs, will provide signage variety for each district.

In addition to building-mounted signage, the proposed project also includes site identity monument signs, freestanding directional signs, and pedestrian directional signs. Site identity monuments include gateway identity signs at the three project entries on Promenade Parkway and at the corner of Promenade Parkway and Grant Line Road as well as a large monument sign near the project boundary with SR 99. Gateway identity signs are approximately 9 feet in height and 45 feet wide, designed to be architecturally compatible with the center, and integrated into the landscaping, creating a unique entry statement. The monument sign visible from the freeway is approximately 13 feet in height and 60 feet wide, located to the east of the proposed cinema at the site boundary. Freestanding and pedestrian directional signage carries the overall architectural theme and will be located throughout the proposed project.

The proposed Elk Grove Promenade Sign Program is included in Attachment 2, Project Exhibits.

Security Plan

An extensive security plan has not yet been developed. However, the applicant and mall security team have begun meeting with the Elk Grove Police Department to discuss elements of the security plan for the project. As proposed, the site plan provides an approximately 2,600 square foot space for a Police Department "substation" in addition to the mall's own onsite security team. This space will provide the Police Department with a work area to perform police duties onsite as necessary. The project's own security activities will include camera surveillance throughout the property, an onsite security team, appropriate lighting for the property, and other measures that are deemed necessary. As required by the Lent Ranch SPA

conditions of approval, the applicant will continue to meet with law enforcement to ensure the project is operated in a safe and secure manner.

AGENCY COMMENT:

Upon submission, the Elk Grove Promenade project was routed to several responsible agencies including all appropriate City departments, County service providers, and state agencies as applicable. Comments from these agencies are included in Attachment 6. Most responding agencies provided comments on the project that have been incorporated into the Development Plan Review Conditions of Approval in Attachment 1. The project is required to comply with the Lent Ranch SPA conditions, the Lent Ranch Mitigation Monitoring and Reporting Program, as well as the project-specific conditions of approval, which will ensure that the project is consistent with all City policies and development standards.

The Trails Committee expressed concerns regarding off-site trail connectivity to the Elk Grove Promenade project as well as pedestrian and bicycle amenities on-site. The Planning Commission considered the Trails Committee comments and indicated that future off-site trails would adequately connect to the mall and on-site facilities were adequate to accommodate pedestrian and bicycle visitors to the project.

PUBLIC COMMENT:

As the City Council is aware, this project has been the subject of many comments from citizens. Questions regarding future tenants, department stores, as well as the proposed open-air design were expressed on numerous occasions. The applicant has presented project information at various community events and has participated in a citizen-initiated forum. Public comments that were provided in writing are included in Attachment 6.

PLANNING COMMISSION HEARING:

The Planning Commission conducted the public hearing on the Elk Grove Promenade project on May 31, 2007. Following staff's presentation, the applicant presented additional project details to the Public comment was received by 27 attendees of the meeting. Public comments ranged in topic to include concerns regarding the proposed open-air format, safety of vehicles traveling along the central road, parking lot shading, and drainage concerns.

Approximately half of the speakers that discussed the proposed open-air format were in support of the proposed design, while the other half were not. Concerns regarding the weather and the potential success of an open-air mall were voiced. Additionally, concerns regarding the ability to maintain high end retail tenants in an open-air mall were expressed. The potential tenant mix was discussed and while the applicant could not commit to specific tenants, the applicant provided an idea of the nationally-recognized retailers that typically work with General Growth Properties, Inc. Supporters of the design indicated that opportunities for cultural events and the ability to be outside while shopping were positive features of the project. Supporters also indicated that the mall would provide the City with economic benefits. An additional concern associated with the open-air format was the safety of allowing vehicles "inside" the mall and the suggestion of a trolley was brought up. The applicant indicated that speed controls such as stop signs and cross walks as well as cars backing out of parking spaces would ensure slow moving, safe traffic along the central road. Concerns regarding drainage and incorporating more of Elk Grove into the project design were also expressed.

Mark Mendenhall, chair of the Trails Committee reiterated the Committee's concerns regarding trail connectivity to the Elk Grove Promenade and bike circulation on the project site. Following review of these issues, the Planning Commission considered the Trails Committee's comments and indicated that future off-site trails would adequately connect to the mall and that on-site facilities were adequate to accommodate pedestrian and bicycle visitors to the project. No revisions to the project with regards to this issue were requested by the Planning Commission.

Following public comment, the Planning Commission discussed the project in detail, specifically those issues raised by public testimony and presented by staff. The proposed reduction in parking lot shading was discussed and given that other landscaping standards had been met and the need to ensure the Elk Grove Promenade is a safe place, the Planning Commission supported the reduction. As indicated above, following the Planning Commission meeting, the applicant made minor revisions to the landscape plans, increasing the parking lot shading to 38 percent on average.

The Planning Commission requested that the applicant pursue opportunities to incorporate the history of Elk Grove, including today's history, into mall design across the entire site. This could be achieved by

incorporating native plants into the landscaping and providing points of interest throughout the site. The Planning Commission indicated that a program could be developed for the project through a non-commercial sign program to bring a greater sense of Elk Grove to the project.

Following presentation of the project, public comment, and deliberation, the Planning Commission recommended City Council approval of the project with a 3-1 vote including a recommendation that the project include a historical element, including but not limited to non-commercial signage and landscaping, to be reviewed in the future by the Planning Commission.

ENVIRONMENTAL ANALYSIS:

The Lent Ranch Special Planning Area EIR was certified for the Lent Ranch project by the City in June of 2001. An addendum to the EIR addressing impacts to agricultural resources was prepared and adopted by the City on August 4, 2004. In addition, a mitigation monitoring and reporting program (MMRP) was adopted for the project. The Elk Grove Promenade project is consistent with the Lent Ranch Special Planning Area EIR and is subject to the adopted MMRP. There have been no substantial changes to the proposed project, no substantial changes to the circumstances under which the project was undertaken, and there is no new information which was not known or could not have been known at the time of the certification of the prior EIR that would require preparation of a subsequent or supplemental EIR. Additional details and discussion on this point are contained in the findings attached hereto as Attachment 4 and incorporated herein by reference.

SUMMARY:

The Elk Grove Promenade mall is allowed by right and is consistent with the Lent Ranch Special Planning Area and associated Development Agreement. The scope of this entitlement under consideration is the Development Plan Review, which includes evaluation of the proposed site plan, architecture, landscaping, colors, materials, and signage.

The Elk Grove Promenade project includes construction of a 1.1 million square foot regional mall consisting of two department stores, Target, a cinema, several restaurants, and over 100 retail shops. The center is planned with a cohesive design, enhanced by architectural elements, building materials and colors, landscaping, site amenities, and signage.

The design also provides some flexibility for future phased expansion. The mall layout can evolve as needed to incorporate anticipated future retail demand as the number of households increase in the area.

FISCAL IMPACT:

Fiscal impacts associated with this project are addressed in Agenda Item 7.2, Financing Agreement Regarding Regional Mall, Fees, and Infrastructure with Elk Grove Town Center, L.P.

ATTACHMENTS: (NOTE: *Attachments 2 through 6 are available for review in the City Clerk's Office*)

1. Resolution
2. Elk Grove Promenade Development Plan Review Exhibits
3. Lent Ranch Development Agreement with Attachments
4. CEQA Findings
5. Planning Commission Staff Report without Attachments
6. Correspondence

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ELK GROVE
APPROVING THE ELK GROVE PROMENADE DEVELOPMENT PLAN REVIEW,
PROJECT EG-05-878**

WHEREAS, Elk Grove Town Center, L.P. (hereinafter referred to as Applicant) filed an application with the City of Elk Grove (hereinafter referred to as City) for the Elk Grove Promenade Development Plan Review (Assessor's Parcel Number 134-0220-078); and

WHEREAS, the City Council is the appropriate authority to hear and take action on this project after a recommendation by the Planning Commission; and

WHEREAS, the City determined that the Elk Grove Promenade Development Plan Review project was subject to the California Environmental Quality Act; and

WHEREAS, the Elk Grove Promenade Development Plan Review project is consistent with the Lent Ranch Special Planning Area EIR and is subject to the adopted MMRP; and

WHEREAS, all potentially significant environmental effects for this project have been adequately analyzed and addressed in the Environmental Impact Report (EIR) previously prepared for the Lent Ranch Special Planning Area and adopted by the City in June of 2001 in accordance with the California Environmental Quality Act (CEQA); and

WHEREAS, an addendum to the EIR addressing impacts to agricultural resources was prepared and adopted by the City in August 4, 2004; and

WHEREAS, in addition, a mitigation monitoring and reporting program (MMRP) was adopted for the project; and

WHEREAS, the Planning Commission considered the Applicant's request at a public hearing on May 31, 2007 and recommended City Council approval of the project.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Elk Grove hereby approves the Elk Grove Promenade Development Plan Review based on the following findings and the attached conditions of approval included as Exhibit A.

Findings

CEQA

Finding: All potentially significant environmental effects for this project have been adequately analyzed and addressed in the Environmental Impact Report (EIR) previously prepared for the Lent Ranch Special Planning Area and adopted by the City in June of 2001 in accordance with the California Environmental Quality Act (CEQA). An addendum to the EIR addressing impacts to agricultural resources was prepared and adopted by the City in August 4, 2004. In addition, a mitigation monitoring and reporting program (MMRP) was adopted for the project. The Elk Grove Promenade project is consistent with the Lent Ranch Special Planning Area EIR and is subject to the adopted MMRP.

Evidence: The Lent Ranch Special Planning Area EIR was certified for the Lent Ranch SPA project by the City in 2001. An addendum to the EIR addressing impacts to agricultural resources was prepared and adopted by the City in August 4, 2004. In addition, a mitigation monitoring and reporting program (MMRP) was adopted for the project. The Elk Grove Promenade project is consistent with the Lent Ranch Special Planning Area EIR and is subject to the adopted MMRP. As further explained in the findings in Attachment D of this staff report and incorporated herein by reference, there have been no substantial changes to the proposed project, no substantial changes to the circumstances under which the project was undertaken, and there is no new information which was not known or could not have been known at the time of the certification of the prior EIR that would require preparation of a subsequent or supplemental EIR.

General Plan

Finding: The project is consistent with the goals and policies of the Elk Grove General Plan.

Evidence: The proposed project has been reviewed for consistency with the goals and policies of the General Plan. The Land Use Element requires new development to be of high quality, attractive, and functional design. The proposed Elk Grove Promenade project consists of a 1.1 million square foot regional mall, designed consistent with the development standards established by the Lent Ranch SPA. The project is planned in a cohesive manner, which will result in a high quality, unique regional mall that provides efficient and functional vehicle and pedestrian access.

Development Plan Review

Finding: The site plans are consistent with the Lent Ranch Marketplace SPA.

Evidence: As described in detail above, the Elk Grove Promenade Development Plan Review includes a site plan, landscape plan, architectural elevations, concept anchor architecture, and site amenities as required by the Lent Ranch SPA. The proposed project incorporates the development standards of the SPA. Building heights, setbacks, parking, and floor area ratio of the proposed project are consistent with the SPA.

Finding: That the nature, condition, and development of adjacent land uses, buildings, and structures have been considered, and the use will not adversely affect or be materially detrimental to these adjacent uses, buildings or structures.

Evidence: The proposed Regional Mall is the first development project within the Lent Ranch SPA area. It has been planned in anticipation of future adjacent commercial, office, and entertainment uses allowed by the Lent Ranch SPA. The proposed project will not adversely affect future adjacent uses, which are anticipated to be commercial, office, or entertainment as allowed by the Lent Ranch SPA. Existing uses, located across SR 99, will not be directly impacted by the development and will have reduced visibility of the mall resulting from the reconstructed Grant Line/SR 99 Interchange.

Finding: That the site for the proposed use is of adequate size and shape to accommodate the use and buildings proposed.

Evidence: The Lent Ranch SPA identifies the project site as the appropriate location for a future regional mall. The proposed Elk Grove Promenade project is consistent in scale and square footage to that anticipated within the SPA document. The site has been planned to provide adequate access through the site and onto the adjacent roadways. The proposed uses and future buildings are located within the site to ensure safe and efficient use of the site.

Finding: That the proposed use complies with all applicable Development Standards.

Evidence: The proposed Elk Grove Promenade has been planned in compliance with applicable development standards and has requested modification of the shading standard in order to ensure onsite security is maintained. Approval of the modification would implement the standard as it applies to the proposed project.

Finding: That the proposed project conforms to the general design standards contained in the SPA.

Evidence: The general design standards of the Lent Ranch SPA include streetscape design, conceptual landscaping, as well as building height and setback standards. The proposed Elk Grove Promenade has been planned in compliance with these general design standards.

PASSED AND ADOPTED by the City Council of the City of Elk Grove this 11th day of July 2007.

JAMES COOPER, MAYOR of the
CITY OF ELK GROVE

ATTEST:

APPROVED AS TO FORM:

PEGGY E. JACKSON, CITY CLERK

JONATHAN P. HOBBS,
INTERIM CITY ATTORNEY

Exhibit A – Elk Grove Promenade Conditions of Approval

<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
<i>On-going</i>			
<p>1. The action approved is for the Development Plan Review for the Elk Grove Promenade as described in the July 11, 2007 staff report and as illustrated on the following exhibits, received May 18, 2007 and June 29, 2007:</p> <ul style="list-style-type: none"> • 30x42 Site Plan, black and white • 11x17 Site Plan, color • 30x42 Circulation Plan • 11x17 North Crosswalk Exhibit • 11x17 Crosswalk from Promenade Parkway • 30x42 Exterior Elevations, pages A311-1 through A311-12 • 30x42 Macy's Architectural Representation • 30x 42 JC Penney's Architectural Representation • 30x42 Barnes and Noble Architectural Representation • 30x42 Target Architectural Representation • 11x17 Day, Night Views, Building Renderings (6) • 30x42 Building Rendering, Illustrative Tenant Storefront • 11x17 Grand Entrance Landscape Rendering • 30x42 Overall Site Plan, Landscape Sheet Key • 30x42 Planting Plan, Sheets L4.01 through L4.37 (37) • 30x42 Plant List and Details • 11x17 Tree Removal Plan • 30x42 Photometric Plan • 30x42 Lighting Plan • 30x42 Lighting Fixtures • 30x42 The Green, color • 30x42 Seating Amenity Plan • 11x17 Composite Plan, Amenities • 8.5x11 Bike Locker Cut Sheet • 11x17 Central Park Rendering • 11x17 Central Park Rendering 	On-Going	Planning	

<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
<ul style="list-style-type: none"> • 30x42 Grading and Drainage Plan, Pages GR-1 and GR-2 • 11x17 Signage Program, Pages 1 through 27 <p>Deviations from the approved plans shall be reviewed by the City for substantial compliance and may require amendment by the appropriate hearing body.</p>			
2. The Applicant or Successors in Interest (hereby referred to as the Applicant) shall hold harmless the City, its Council Members, its Planning Commission, officers, agents, employees, and representatives from liability for any award, damages, costs and fees incurred by the City and/or awarded to any plaintiff in an action challenging the validity of this permit or any environmental or other documentation related to approval of this permit. Applicant further agrees to provide a defense for the City in any such action.	On-Going	Planning	
3. This action does not relieve the Applicant of the obligation to comply with all ordinances, statutes, regulations, and procedures.	On-Going	Planning	
4. The Applicant is notified that this property is part of the Lent Ranch Special Planning Area (SPA) project (EG-00-038). This project is subject to all applicable mitigation measures and conditions of approval from the Lent Ranch SPA project.	On-Going	Planning	
5. The designed fire flow for the area is 3,000 GPM for 4-hours. Due to the size of the anchor stores, mitigation measures may be required to compensate for the required fire flow.	On-Going	CCSD Fire	
<i>Prior to Approval of Improvement Plans</i>			
6. The applicant shall submit landscape improvement plans (planting and irrigation) which incorporates the Vested Zoning Code, SPA, and Water Conserving Landscape Requirements. Plans shall be submitted to Planning and Public Works for review and approval.	Prior to Approval of On-site Improvement Plans	Public Works, Planning	
7. The applicant shall provide for separate connections to the County Sanitation District's sewer system for each building or parcel with a sewage source to the satisfaction of CSD-1. Sacramento County Improvement Standards apply to sewer construction. GGP may provide common grease/sewer traps.	Prior to Approval of On-site Improvement Plans	CSD-1	
8. The applicant shall provide an approved sewer study to CSD-1 prior to approval of submittal of improvement plans for plan check to CSD-1. The sewer study shall demonstrate the quantity of	Prior to Submittal of Improvement Plans	CSD-1	

	<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
	discharge and any “flow through sewage” along with appropriate pipe sizes and related appurtenances from this subject and other up-stream areas, and shall be done in accordance with the Districts’ “Minimum Sewer Study Requirements” of April 3, 2006. The Study shall be based on a “no-shed shift” standard without advance approval of the District.			
9.	In order to obtain sewer service, construction of CSD-1 sewer infrastructure will be required. On and off-site sewer lines will be required as determined by the required sewer point of service connection.	Prior to Approval of On-site Improvement Plans	CSD-1	
10.	An on-site collection system will be required for all pipes carrying waste from two or more buildings or sewage sources and shall consist of 8-inch (min.) pipes in public easements. Off-site installations may also be required as determined by the sewer study.	Prior to Approval of On-site Improvement Plans	CSD-1	
11.	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.	Prior to Approval of On-site Improvement Plans	CSD-1	
12.	CSD-1 will provide maintenance only in public right-of-ways or in minimum 20-foot wide easements dedicated to CSD-1 for the purpose of continuous access maintenance.	Prior to Approval of On-site Improvement Plans	CSD-1	
13.	The subject property owner(s) and subsequent unit buyers 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 the responsibility of successors in interest in future land transfers and divisions and by language approved by the District. Surface enhancements include, but are not limited to, non-asphaltic paving, landscaping, lighting, curbing, and all non-driveable street appurtenances.	Prior to Approval of On-site Improvement Plans	CSD-1	
14.	CSD-1 requires their sewers to be located 10 feet from other parallel utilities (water, drain, electrical, etc). The applicant shall prepare a utility plan that will demonstrate that this condition is met.	Prior to Approval of On-site Improvement Plans	CSD-1	

	<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
15.	The applicant shall dedicate a standard 12.5 foot Public Utility Easement for underground facilities and appurtenances adjacent to all public ways, and/or Irrevocable Offer of Dedication.	Prior to Approval of On-site Improvement Plans	PG&E	
<i>Prior to Issuance of Building Permits</i>				
16.	<p>Architectural review for buildings not included in this project shall complete a Development Plan Review prior to issuance of building permits for the subject building. Per Section 5 of the Lent Ranch SPA, the Planning Director shall be the approving authority for buildings up to 25,000 square feet and the Planning Commission shall be the approving authority for buildings over 25,000 square feet.</p> <p>Buildings subject to this condition include:</p> <ul style="list-style-type: none"> • All proposed Restaurants • Cinema • Home Store/Retail • Any other future proposed building not shown on the approved site plan. 	Prior to Issuance of Building Permits for the subject building	Planning	
17.	The applicant shall design, dedicate, acquire property as needed, and construct all improvements as set forth in the Development Agreement between the City of Elk Grove and M&H Realty Partners, Elk Grove Town Center, L.P., ET AL.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
18.	The applicant shall design, dedicate, acquire property as needed, and construct all improvements Promenade Parkway, Kammerer Road, Lent Ranch Parkway, Bilby Road and Road A. Improvements shall include all utility and street improvements, including traffic signals and signage at all designated intersections. Off site improvements necessary to conform or tie into the existing improvements shall be improved at the applicants cost.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
19.	The applicant shall design, dedicate, and construct the proposed off site storm drainage detention basin and piping, the off-site wastewater pumping facilities and piping and the needed off-site water transmission main to the satisfaction of Public Works, CSD-	Prior to final certificate of occupancy	Public Works, Planning	

	<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
	1, and SCWA, respectively.			
20.	All improvements shall be designed and constructed in accordance with the City of Elk Grove Improvement Standards and as further defined and clarified by the Director of Public Works' letter to Louis Bucksbaum dated October 30, 2006.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
21.	The applicant shall dedicate public pedestrian easements and Public Utility easements within the landscape corridor adjacent to the all of the publicly dedicated streets. Width of easements shall be a minimum of 12.5-feet to the satisfaction of the Director of Public Works.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
22.	Where proposed City Facilities (storm drainage, signal loops) bisect or encroach upon the applicant's property within the DDP, easements shall be dedicated to the City for access and maintenance over and upon said facilities. Width and extent of easement shall be as determined by standards and the Director of Public Works.	Prior to final certificate of occupancy	Public Works, Planning	
23.	The applicant shall design and improve the landscape corridors on Promenade Parkway, Lent Ranch Parkway and Kammerer Road in accordance with City Standards. These corridors shall be maintained by the adjacent property owner.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
24.	Separated sidewalks shall be constructed on both sides for the full length of Promenade Parkway, Bilby Road and Lent Ranch Parkway adjacent to all parcels (including non-participants and undeveloped parcels) north of Kammerer Road. Kammerer Road sidewalk shall be constructed on the north side, at a minimum, from Promenade Parkway to the western boundary of the Lent Ranch SPA.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	
25.	The applicant shall design and improve all medians with landscaping in accordance with City Standards. All service connections and controllers shall be located within an easement or within ROW.	Prior to issuance of building permits/Prior to final certificate of occupancy	Public Works, Planning	

	<u>Conditions of Approval / Mitigation Measure</u>	<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
26.	Major's A through F shall be treated as individual buildings in regards to fire sprinkler and alarm systems.	Prior to Issuance of Building Permit	CCSD Fire	
27.	The applicant shall provide the CCSD Fire Department with a site plan showing points of fire access during construction. The site plan will include grid lines to enable responding personnel to locate the emergency.	Prior to Issuance of Building Permit	CCSD Fire	
28.	Per Ordinance 37-2002 section 1003.2.2 number 11 and CBC 504, buildings with common walls, area separation, and/or adjust walls shall be considered one building. Restaurants 2, 3, and 4 are examples.	Prior to Issuance of Building Permit	CCSD Fire	
29.	Prior to building permit, the project area shall annex into Street Maintenance Assessment District No. 1 to fund a portion of the additional costs for long-term roadway maintenance related to serving the new development. The annexation process can take several months, so applicants should plan accordingly. The application fee for the annexation is due prior to the Resolution of Intention to Levy Street Maintenance Assessments. For further information on this District, see www.elkgrovecity.org/finance/financial-planning-division/assessment-other-dist-info.htm .	Prior to Issuance of Building Permit	Finance	
30.	Prior to building permit the project area shall annex into the Maintenance Mello-Roos Community Facilities District 2006-1 (CFD), to fund the project's fair share of landscape related maintenance costs associated with public parkways, public parks, open space, landscape setbacks, bike and other paths, landscaped medians in and adjacent to roadways, maintenance and operation of a community center, recreation center, sports (including aquatic) facilities, cultural arts center, and water features, and maintenance of other related facilities. The annexation process can take several months, so applicants should plan accordingly. The application fee for the annexation is due prior to the Resolution of Intention to Annex the Property and Levy the Special Tax. For further information regarding this CFD, see www.elkgrovecity.org/finance/financial-planning-division/cfd-information.htm .	Prior to Issuance of Building Permit	Finance	

<u>Conditions of Approval / Mitigation Measure</u>		<u>Timing/ Implementation</u>	<u>Enforcement/ Monitoring</u>	<u>Verification (date and Signature)</u>
<i>Prior to Certificate of Occupancy</i>				
31.	The Applicant shall provide a minimum of 158 bicycle parking spaces for customers, in well illuminated, highly visible locations, evenly distributed throughout the property.	Prior to Certificate of Occupancy	Planning	
32.	The Applicant shall participate in the City's Transportation Management Association (TMA) and provide for onsite transportation coordination, as a job duty of an employee of the onsite mall management team. Participation in the TMA may include commuter benefits to employees, parking spaces for car and vanpool, and participation in other programs as appropriate.	Prior to Certificate of Occupancy	Transit Services	
33.	The Applicant shall provide a bus shelter, bench, trash receptacle, and information panel at all proposed bus stop locations on Promenade Parkway.	Prior to Certificate of Occupancy	Transit Services	
34.	Upon completion of the installation of the landscaping project, the project landscape architect/designer shall certify that the installed landscape complies with all City Water Conserving Landscape Requirements. Certification shall be accomplished by completion of a Certificate of Conformance on a form provided by the City. Failure to submit a complete and accurate Certificate of Conformance will delay final approval/occupancy of the project.	Prior to Certificate of Occupancy	Planning	
35.	The Applicant shall provide a pedestrian pathway within the landscaped area on the northern property boundary to provide connection with the parcel immediately north of the project site.	Prior to Certificate of Occupancy	Planning, Public Works	