

RESOLUTION NO. 2014-238

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ELK GROVE
ADOPTING AMENDMENTS TO THE LENT RANCH SPECIAL PLANNING AREA;
APPROVING A DISTRICT DEVELOPMENT PLAN & REVIEW (AMENDMENT TO
THE DISTRICT DEVELOPMENT PLAN) AND CONDITIONAL USE PERMIT FOR THE
OUTLET COLLECTION AT ELK GROVE**

**PROJECT, #EG-14-012
APN: 134-1010-001**

WHEREAS, on June 27, 2001, the City Council certified the Environmental Impact Report (EIR, State Clearinghouse No. 1997122002) for the Lent Ranch Marketplace Project and adopted the Lent Ranch Special Planning Area, which provided for the development of a regional mall and surrounding retail, office, and entertainment development; and

WHEREAS, on September 5, 2001, the City Council adopted a Development Agreement Between the City of Elk Grove and M&H Realty Partners, Elk Grove Town Center, L.P., ET AL., for the Lent Ranch Marketplace Project (the "2001 Development Agreement"); and

WHEREAS, on July 11, 2007 the City Council adopted an Agreement Regarding the Regional Mall, Fees, and Infrastructure with Elk Grove Town Center, LP regarding the regional mall; and

WHEREAS, said Agreement Regarding the Regional Mall, Fees, and Infrastructure was subsequently amended on November 14, 2007; and

WHEREAS, on July 11, 2007, the City Council approved a Development Plan Review for the Regional Mall site (District A) of, and pursuant to, the Lent Ranch Special Planning Area, referred to as the Elk Grove Promenade, file EG-05-878; and

WHEREAS, on September 28, 2007 the City Council approved a Development Plan Review for the anchor stores in District A; and

WHEREAS, on October 4, 2007 the City Council approved a Development Plan Review for the cinema building in District A; and

WHEREAS, the Planning Division of the City of Elk Grove received an application on April 11, 2014 from Elk Grove Town Center, LP (the "Applicant") requesting an amendment to the approved District Development Plan for the Regional Mall site (District A) of the Lent Ranch Special Planning Area (the "Project"); and

WHEREAS, the proposed Project is located on real property in the incorporated portions of the City of Elk Grove more particularly described as APN 134-1010-001; and

WHEREAS, the Application to amend the approved District Development Plan for the Regional Mall included a restructuring of the development into phases and from a “traditional” mall to an “outlet” mall; and

WHEREAS, the design of the proposed Project does not include some of the store elements required in the 2001 Development Agreement; and

WHEREAS, sections 19 through 22 of the 2001 Development Agreement provides provisions for determining default on the part of an individual developer party; and

WHEREAS, on August 15, 2014, Elk Grove Town Center, LP was served with a Notice of Default pursuant to section 22 of the 2001 Development Agreement; and

WHEREAS, the City determined that the Project is subject to the California Environmental Quality Act; and

WHEREAS, the Project is located within the Lent Ranch Special Planning Area for which an EIR (State Clearinghouse No. 1997122002) was prepared and certified July 2001; and

WHEREAS, California Environmental Quality Act (CEQA) Guidelines section 15162 identifies that when an EIR has been certified for a project, no subsequent EIR shall be prepared for that project unless then lead agency (the City) determines, on the basis of substantial evidence in light of the whole record, one or more substantial change in the project, circumstances, or information (as defined in the section) have occurred; and

WHEREAS, the Planning Commission held a duly noticed public hearing on September 18, 2014 as required by law to consider all of the information presented by staff, information presented by the Applicant, and public testimony presented in writing and at the meeting; and

WHEREAS, the City Council held a duly noticed public hearing on October 8, 2014 as required by law to consider all of the information presented by staff, information presented by the Applicant, and public testimony presented in writing and at the meeting.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Elk Grove hereby find that no further environmental review is required under the California Environmental Quality Act for the Outlet Collection at Elk Grove Project (EG-14-012) pursuant to State CEQA Guidelines section 15162 based upon the following finding:

California Environmental Quality Act (CEQA)

Finding: No further environmental review is required under the California Environmental Quality Act pursuant to State CEQA Guidelines section 15162.

Evidence: The City has reviewed the Project and analyzed it based upon the provisions in section 15162 of the State CEQA Guidelines. As described in the Project description, the Project will modify the format of the Regional Mall from a “traditional” mall to an “outlet” concept, but the configuration of the Project will be within the development parameters analyzed under the 2001 EIR for the Lent Ranch SPA. Specifically, the EIR identified a total leasable area of 1,300,000 square feet for District A and the Project proposes a first phase of approximately 775,000 total square feet with 689,000 being gross leasable area, or approximately 53-percent of the total allowed gross leasable area. Phase 2 has not been proposed for development as part of the project description, but will be required to fall within the approved uses and total development potential of the SPA that were analyzed in the 2001 EIR. The characteristics of the Phase 2 area are undefined and subject to speculation and, pursuant to CEQA Guidelines section 15145, cannot be further analyzed at this time. The proposed wireless telecommunication facilities (through the conditional use permit) will be within the core development area and are design consistent with the maximum height and density/intensity of development otherwise allowed in the District. Therefore, there are no substantial changes in the Project from that analyzed in the 2001 EIR and no new significant environmental effects, or substantial increase in the severity of previously identified significant effects. No new information of substantial importance has been identified.

Further, since no changes to the EIR are necessary to support the Project, the City is not required to prepare an Addendum to the EIR as required by State CEQA Guidelines Section 15164. Therefore, the prior EIR is sufficient to support the Project and no further environmental review is required.

AND, BE IT FURTHER RESOLVED, that the City Council of the City of Elk Grove hereby approves the Regional Mall District Development Plan & Review (amendment to the District Development Plan) and the Conditional Use Permit for the Outlet Collection at Elk Grove Project (EG-14-012), as described and illustrated in Exhibits A and B, subject to the conditions of approval provided in Exhibit C, incorporated herein by this reference, and based upon the following findings, stipulating that the approvals are not effective until the effective date of the amendments to the Lent Ranch Special Planning Area (Ordinance No. 28-2014)

Regional Mall District Development Plan & Review

Finding #1: The proposed Project is consistent with the objectives of the General Plan, complies with applicable zoning regulations, including the Lent Ranch SPA, and improvement standards adopted by the City.

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 Outlet Collection at Elk Grove Project consists of approximately 775,000 square foot regional mall with an additional Phase 2 area, designed consistent with the development standards established by the Lent Ranch SPA, including building heights, setbacks, parking, and floor area ratio. 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. All public improvements are designed and/or constructed to City standards.

Finding #2: The proposed architecture, site design, and landscape are suitable for the purposes of the building and the site and will enhance the character of the neighborhood and community.

Evidence: The Lent Ranch SPA identifies the project site as the appropriate location for a future regional mall, and partial construction of 572,368 square feet of retail space has previously occurred under building permits issued by the City. 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. The Project 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, consistent with prior City approvals. Approval of the modification would implement the standard as it applies to the proposed Project.

Finding #3: The architecture, including the character, scale and quality of the design, relationship with the site and other buildings, building materials, colors, screening of exterior appurtenances, exterior lighting and signing and similar elements establishes a clear design concept and is compatible with the character of buildings on adjoining and nearby properties.

Evidence: The design and character of the proposed Project is in keeping with the scale of the Project site, and will utilize some of the previously approved and partially constructed structures existing on the site. A variety of materials and colors, as demonstrated on the proposed materials board, are proposed for the Project. These materials and colors include a number of earth tones (e.g., greens, browns, and tans) and metal elements found in the historic, agrarian character of the community. The proposed signage scheme compliments the building architecture and is appropriate for the scale, location, and character of the development.

Finding #4: The proposed project will not create conflicts with vehicular, bicycle, or pedestrian transportation modes of circulation.

Evidence: The Project has been designed to provide adequate access through the site and onto the adjacent public roadways. The proposed uses and future buildings are

located within the site to ensure safe and efficient use of the site. The revisions to the internal ring road and other circulation changes have been reviewed by the Public Works Department and no conflicts have been identified. Pedestrian circulation into and interior to the site has been appropriately designed through the use of covered walkways, dedicated pedestrian corridors through the parking areas, and gathering spaces. Bicycle access from the public right-of-way is provided to the core development area and several bicycle parking areas are identified.

Conditional Use Permit – Wireless Telecommunication Facility

Finding #1: The proposed use is consistent with the General Plan and all applicable provisions of the Zoning Code and the Lent Ranch Special Planning Area.

Evidence: The proposed wireless facilities comply with the General Plan and development standards for site design, safety design, location, lighting, landscaping, and design/finish. The proposed tower structures, which will house the facilities, will increase the wireless coverage for residents and people traveling through the City. The proposed towers will screen the facilities from public view and integrate them into the surrounding proposed built environment. Additionally, the ground equipment will be housed within the tower.

Finding #2: The establishment, maintenance or operation of the use applied for will not, under the circumstances of the particular case (location, size, design, and operating characteristics), be detrimental to the health, safety, peace, morals, comfort, or general welfare of persons residing or working in the neighborhood of such use, or the general welfare of the City.

Evidence: The proposed facility would be constructed in compliance with the Uniform Building Code, Public Utilities Commission of the State of California, and the Federal Communication Commission regulations. The proposed towers will screen the facilities from public view and integrate them into the surrounding proposed built environment. Additionally, the ground equipment will be housed within the tower. The towers will be located more than 550 feet from SR-99 and more than 450 feet from Promenade Parkway, integrated with the approved development plan. As such, it will not be detrimental to the health, safety, peace, morals, comfort, or general welfare of persons residing or working in the area.

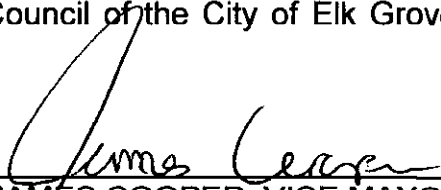
Finding #3: The establishment or expansion of the facility demonstrates a reasonable attempt by the Applicant to minimize stand-alone facilities.

Evidence: The proposed Project would provide multiple locations for colocation of wireless telecommunication facilities that are integrated with surrounding development. Each tower would accommodate up to three providers. Therefore, the Applicant has demonstrated an attempt to minimize future stand-alone facilities.

Finding #4: All applicable development standards in EGMC Section 23.94.050 have been met; or, if the application includes a request for an exception to those standards, then the approving body finds that lack of compliance with the development standards would not create adverse visual, noise, or aesthetic impacts to adjacent property.

Evidence: The proposed Project satisfies the required development standards with regard to being constructed in compliance with the Uniform Building Code, Public Utilities Commission of the State of California, and the Federal Communication Commission regulations. The proposed design for the facilities provides for co-location of up to three providers on each tower and screening of the facilities by integrating them with the approved architecture for the surrounding development. The Applicant has requested a deviation from the requirements for a description of services and map and narrative description of existing, planned, and proposed services within one mile as the Applicant has not secured tenant agreements with providers. The Project provides the future opportunity to locate services at the site as described in the Project Description and within an otherwise approved development area; therefore, this information is not immediately necessary. The Applicant has also requested to deviate from the maximum height limit for wireless telecommunication towers from 65 feet to 70 feet. This change is minimal and offset by the location of the towers within the center of the development area and the substantial setback from the public right-of-way (over 450 feet). Proposed signage that accompanies the towers would be in keeping with the surrounding uses and not specific to the dual-use of the tower as a wireless telecommunication facility.

PASSED AND ADOPTED by the City Council of the City of Elk Grove this 8th day of October 2014.



JAMES COOPER, VICE MAYOR of the
CITY OF ELK GROVE

ATTEST:



JASON LINDGREN, CITY CLERK

APPROVED AS TO FORM:



JONATHAN P. HOBBS,
CITY ATTORNEY

Exhibit A
The Outlet Collection at Elk Grove (EG-14-012)
Project Description

PROJECT DESCRIPTION

The proposed Project, **The Outlet Collection at Elk Grove**, involves the construction of approximately 775,000 square feet of commercial uses (with up to 689,000 square feet of that being gross leasable area) consistent with the Lent Ranch Special Planning Area ("Lent Ranch SPA", or "SPA"). This authorization restructures the existing approvals for 1,300,000 square feet (with 1,100,000 square feet of that being gross leasable area) that were provided with the Elk Grove Promenade Project (EG-05-878), including the reuse of approximately 332,000 square feet of previously constructed buildings. Additional development sites (Phase 1B) are contemplated along Promenade Parkway as illustrated in the Project exhibits. The Project reserves a large Phase 2 area at the north end of the site.

The Applicant is proposing to reconstitute the facility from what was approved by the City Council in the summer of 2007 and subsequently partially constructed. Primary, core tenants will be solicited based upon the outlet mall concept, with manufacturer-branded stores selling direct to consumers; however, it will include a number of other shopping, dining, and entertainment opportunities, such as a movie theatre and multiple restaurant spaces.

Regional Mall District Development Plan & Review

Subsequent development of the site shall be consistent with the SPA, as determined by the Planning Director, and with the design package included in Exhibit D. These include the following components:

- Project Perspectives and Schematic Elevations
- Existing & Demolded and Existing & New Building Diagrams
- Site Plan, Pedestrian Circulation, and Phasing Exhibits
- Roofing and Towers Plan
- Pedestrian Cover Diagram
- Example Storefront Conditions
- Materials and Color Board
- Preliminary Signage Plan
- Preliminary Landscaping Plan
- Preliminary Lighting Plan

The Project includes several future pad buildings. These are divided between both the Phase 1 and Phase 2 area. Within the Phase 1 area, these include buildings S, T, U, and V, which are all in the south and eastern ends of the Project. Within the Phase 2 area, five unnamed pad sites are identified. The RM-DPR authorizes development of all

of these pad sites through subsequent Planning Director approval. Subsequent review shall evaluate the proposed architecture of these buildings for consistency and/or compatibility with the approved schematic design for the core development. If substantial changes to the configuration of the pad sites and their surrounding parking areas are proposed, amendment to the RM-DPR may be necessary.

Conditional Use Permit

The Project includes a CUP for up to three wireless telecommunication facilities (cell towers). The facilities would be located within tower elements, measuring between 50 and 70-feet tall, and would be located along the exterior of the core development area at buildings E, H, and K. The architecture would be complementary to the existing buildings. Each tower would be able to accommodate up to three cellular services. The antenna arrays would be screened within the structure and behind architectural paneling and the various equipment components would be located inside the base of the towers. Back-up power for the facilities either would be tied in with one or more backup generators for the center, or may be installed later at the discretion of the cellular provider. In either case, the generator(s) would be located in the service areas of the center, screened from public view and access. Proposed signage that accompanies the towers would be in keeping with the surrounding uses and not specific to the dual-use of the tower as a wireless telecommunication facility.

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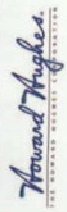
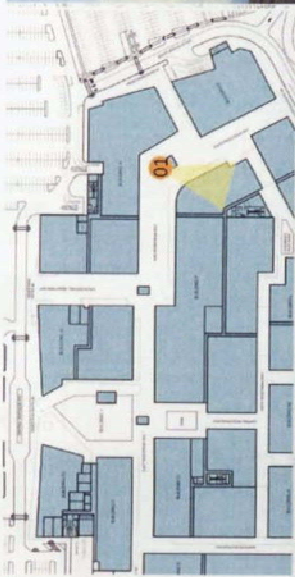
THE OUTLET COLLECTION AT ELK GROVE

DEVELOPMENT PLAN REVIEW REVISED SUBMITTAL PACKAGE

2014 - 08 - 26

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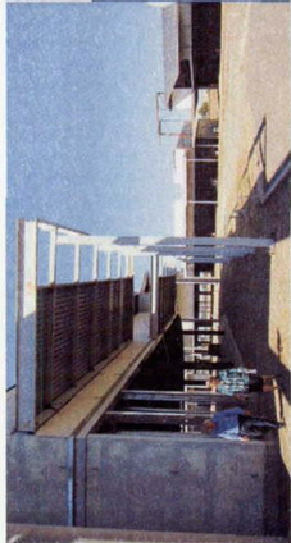
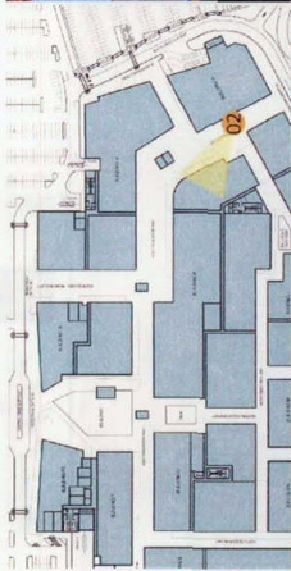
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The Outlet Collection At Elk Grove

Renderings as shown are conceptual and may change based upon final material color and selection.

PERSPECTIVE 01
September 18, 2014



Howard Hughes
THE HOWARD HUGHES CORPORATION

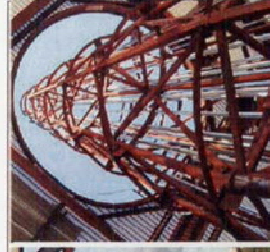
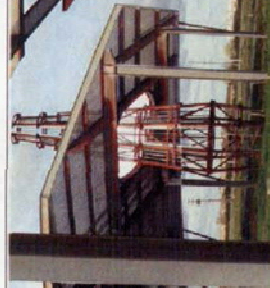
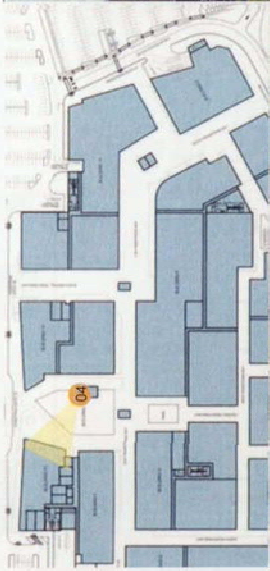
BECC

DALPOS
DALLAS, TEXAS

The Outlet Collection At Elk Grove

Renderings as shown are conceptual and may change based upon final material color and selection.

PERSPECTIVE 02 | September 18, 2014

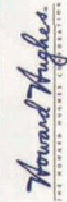
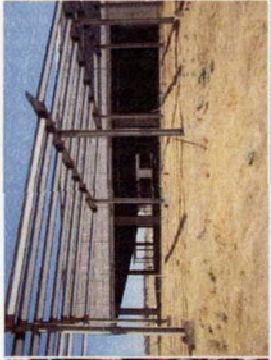
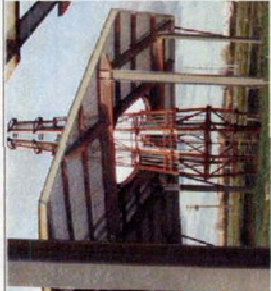
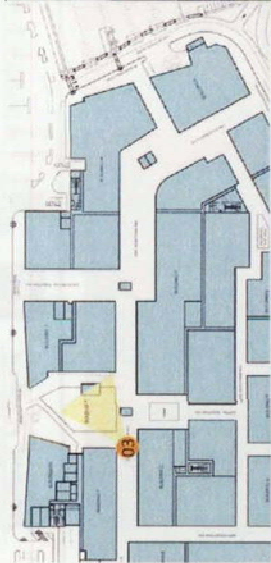


studioOutside

The Outlet Collection At Elk Grove

Renderings as shown are conceptual and may change based upon final material color and selection.

PERSPECTIVE 03 | September 18, 2014





studioOutside

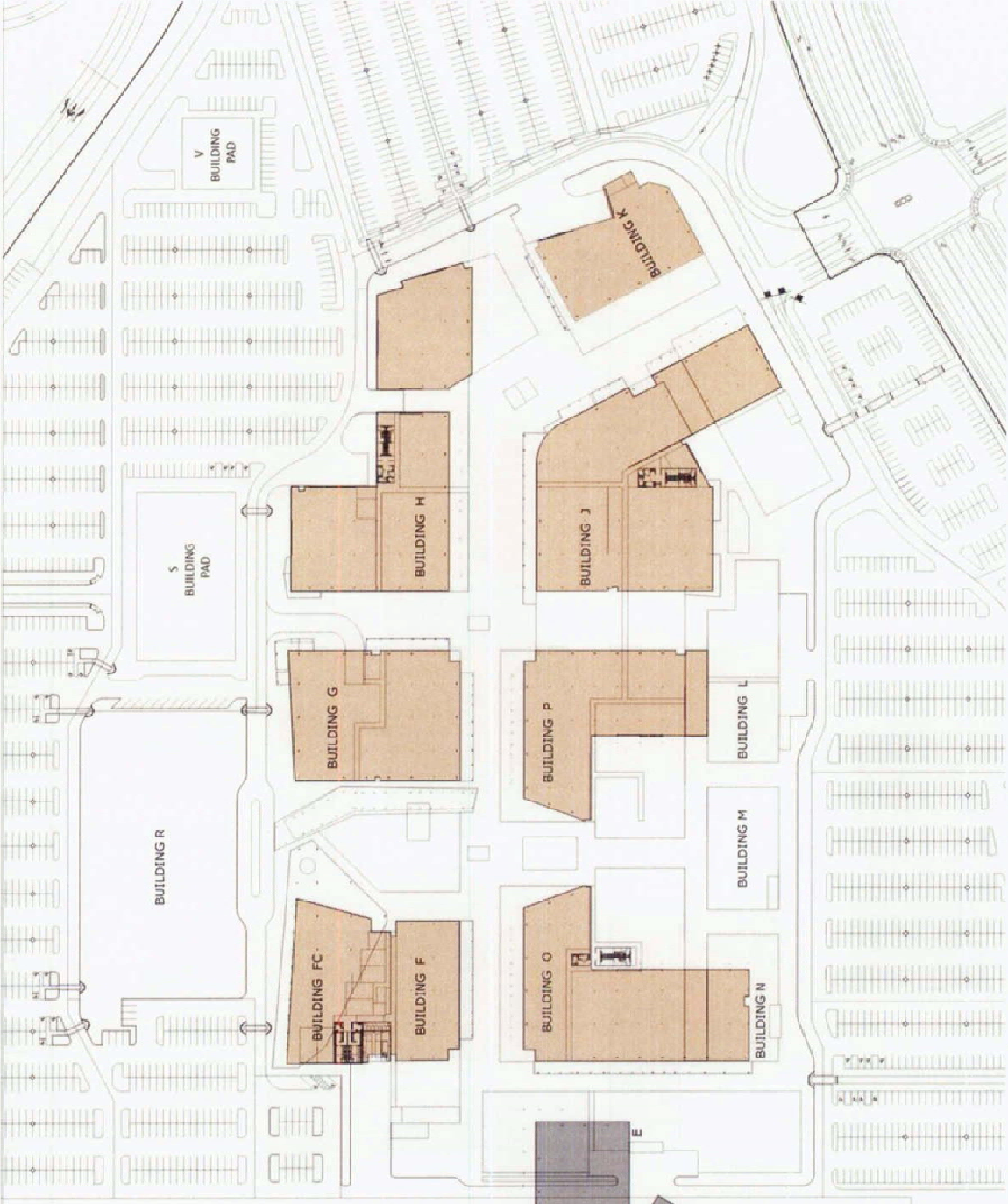
The Outlet Collection At Elk Grove

Renderings as shown are conceptual and may change based upon final material color and selection.

PERSPECTIVE 04 | September 18, 2014

	EXISTING BUILDING (SF)	DEMOED BUILDING AREAS(SF)	EXISTING AREA TO REMAIN (SF)
BUILDING_A	65,945	65,945	0
BUILDING_B	65,262	65,262	0
BUILDING_D	34,609	34,609	0
BUILDING_E	62,497	62,497	0
BUILDING_F/FC	71,896	0	71,896
BUILDING_G	38,663	0	38,663
BUILDING_H	58,054	0	58,054
BUILDING_J	68,105	3,504	64,601
BUILDING_K	22,633	0	22,633
BUILDING_O	45,454	3,710	41,744
BUILDING_P	38,509	3,740	34,569
BUILDING_PUMP HOUSE	941	941	0
TOTAL	572,368	240,208	332,160

* AREAS SHOW GROSS BUILDING AREAS
 EXISTING BUILDING AREA TO REMAIN
 DEMOLISHED BUILDING AREA TO BE DEMOED



The Outlet Collection At Elk Grove



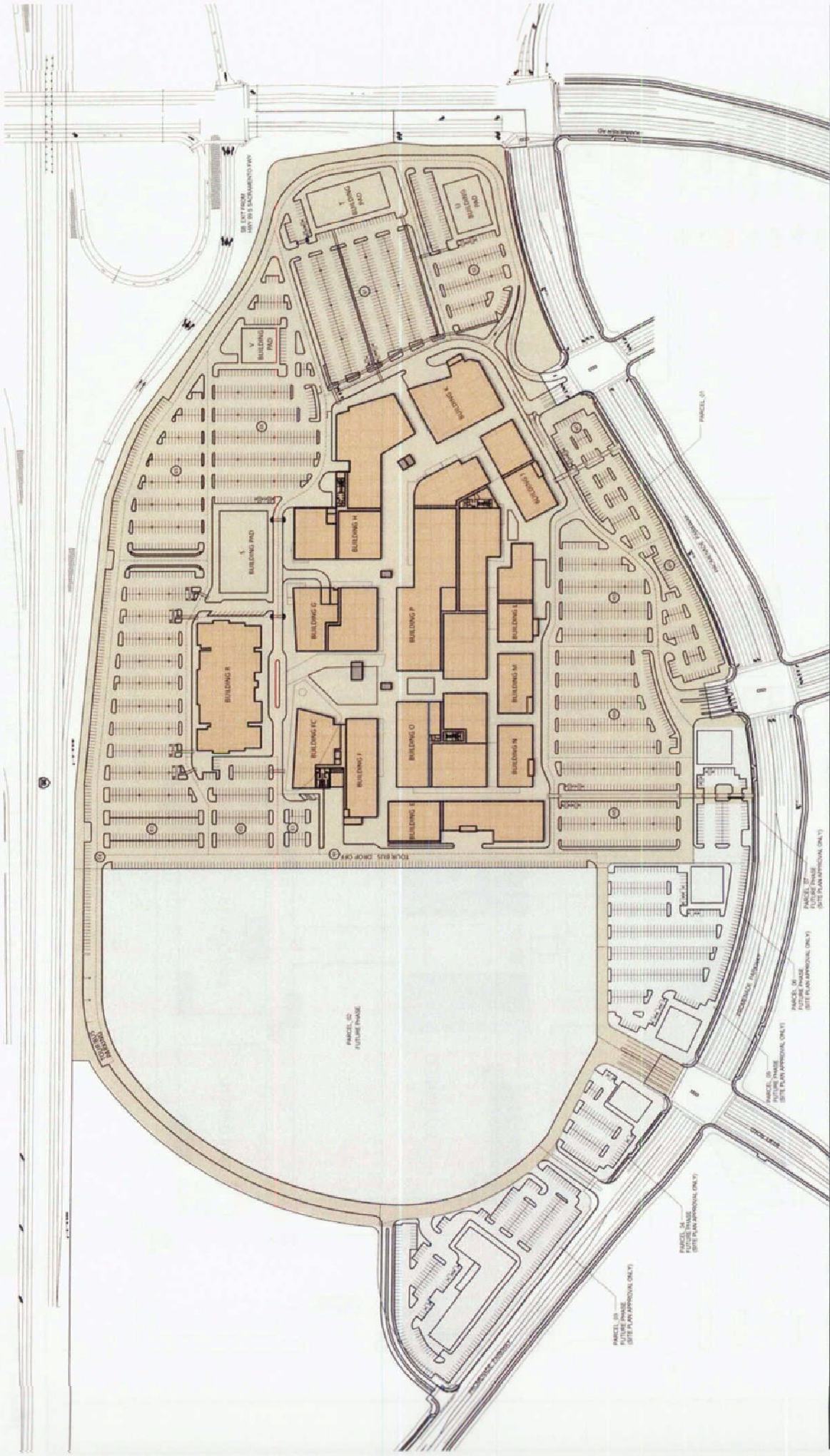
	EXISTING AREA TO REMAIN (SF)	+	NEW BUILDING (SF)	=	TOTAL (SF)
BUILDING E	0		42,212		42,212
BUILDING F/FC	71,896		8,963		80,859
BUILDING G	38,663		0		38,663
BUILDING H	58,054		18,445		76,499
BUILDING J	0		3,664		3,664
BUILDING K	64,601		17,294		81,895
BUILDING L	22,633		11,145		33,778
BUILDING M	0		24,055		24,055
BUILDING N	0		15,675		15,675
BUILDING O	6,809		9,655		16,464
BUILDING P	34,935		22,375		57,310
BUILDING R	34,569		41,377		75,946
BUILDING V	0		60,112		60,112
SUB TOTAL	332,160		274,972		607,132
BUILDING PAD S	-		80,000		80,000
BUILDING PAD T	-		62,238		62,238
BUILDING PAD U	-		14,183		14,183
BUILDING PAD V	-		9,024		9,024

* AREAS SHOW GROSS BUILDING AREAS

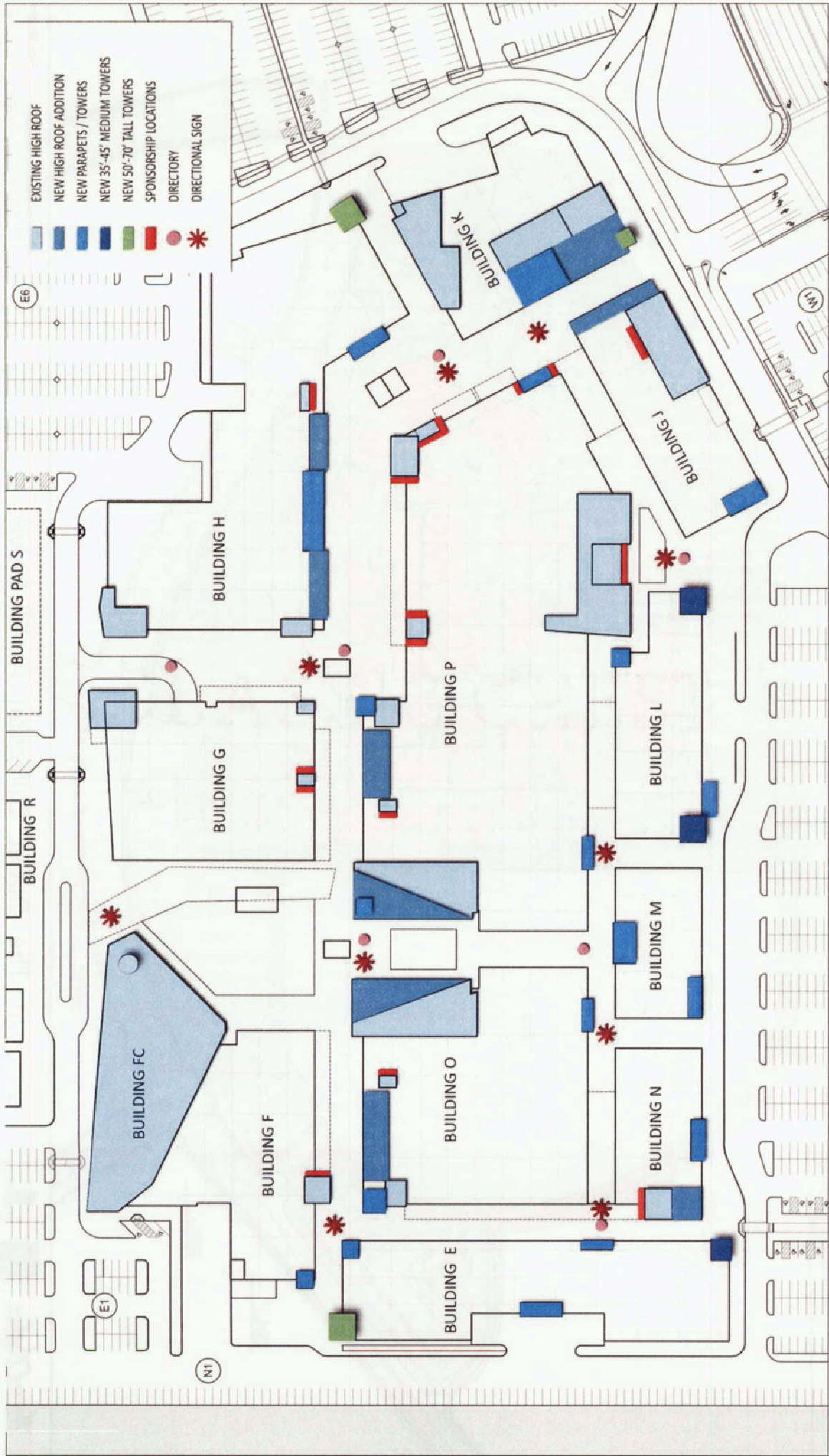
- NEW BUILDING AREA
- EXISTING BUILDING AREA

The Outlet Collection At Elk Grove

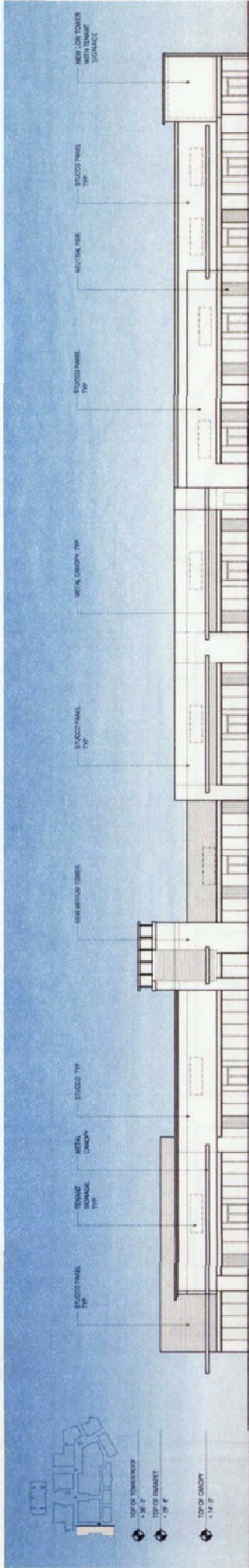




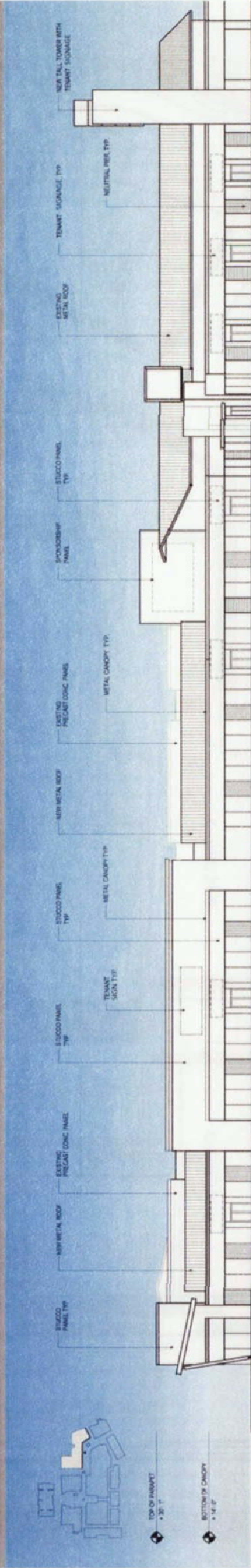
The Outlet Collection At Elk Grove



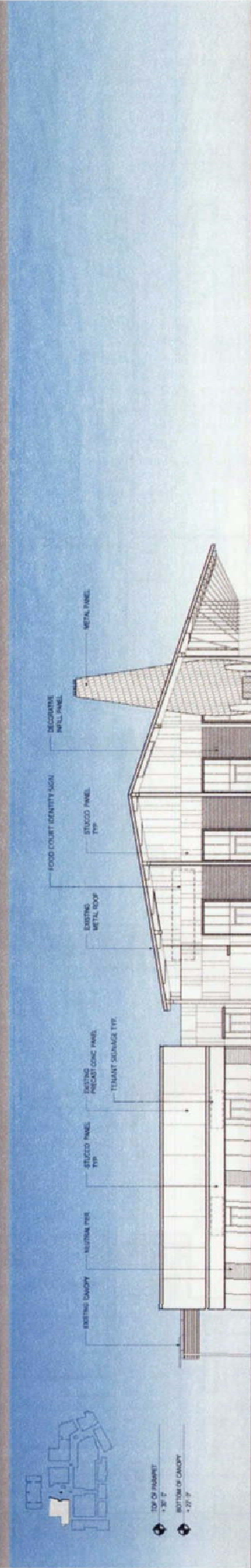
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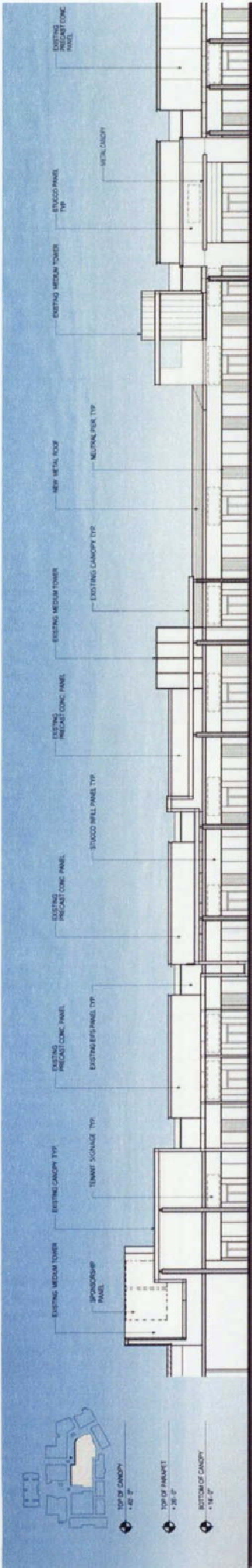
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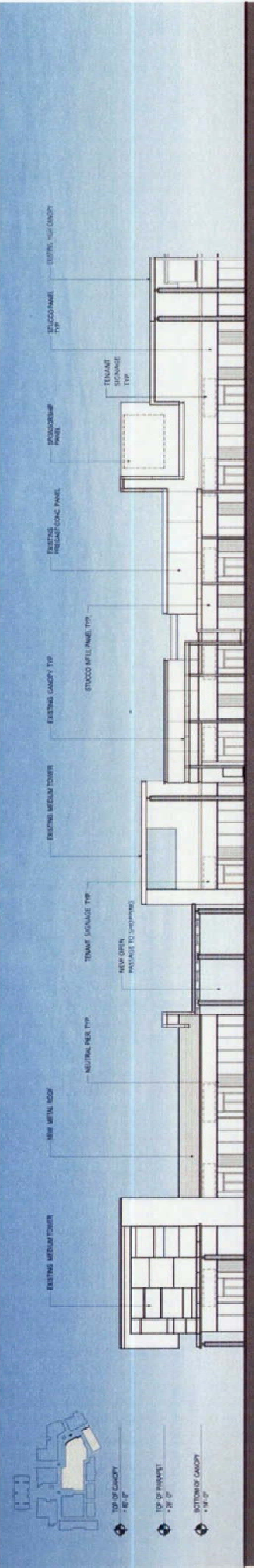
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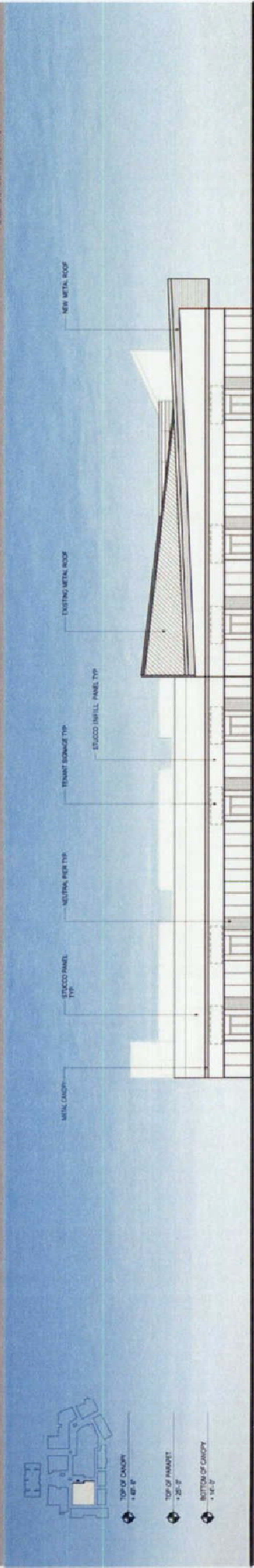
01 OVERALL ELEVATION - BUILDING FC
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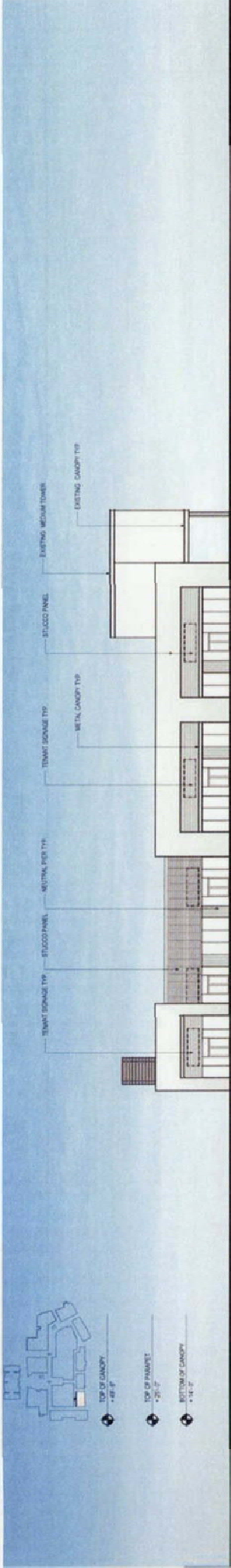
03 OVERALL ELEVATION - BUILDING P
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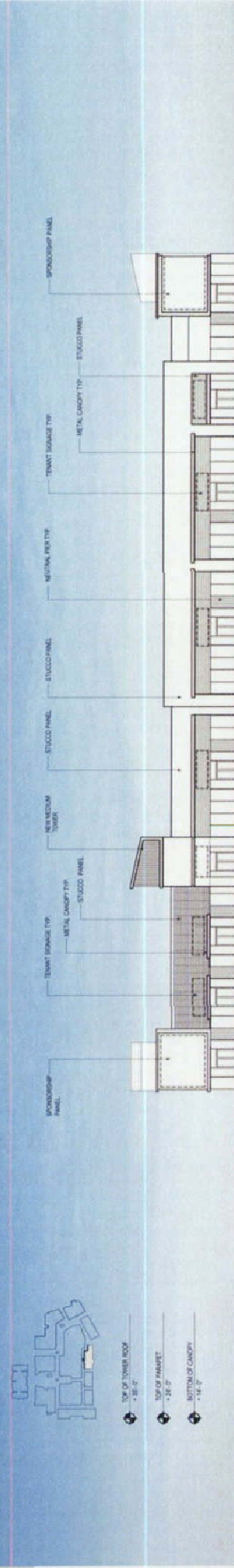
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SCALE 1/32" = 1'-0"



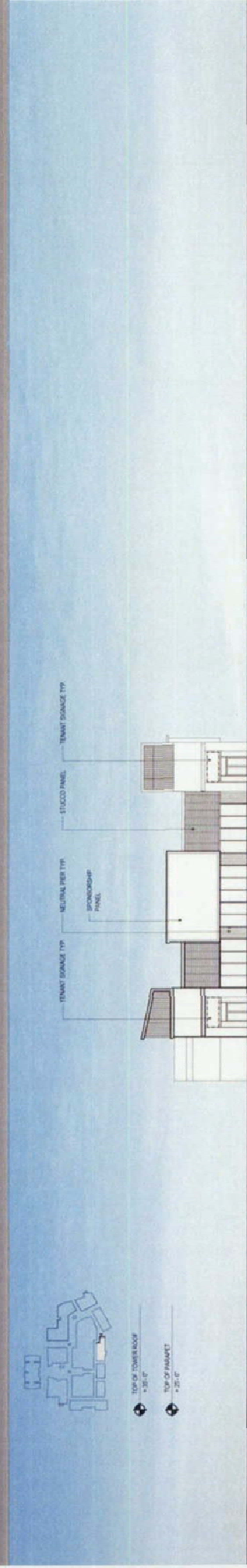
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SCALE 1/32" = 1'-0"



03 OVERALL ELEVATION - BUILDING N
SCALE 1/32" = 1'-0"

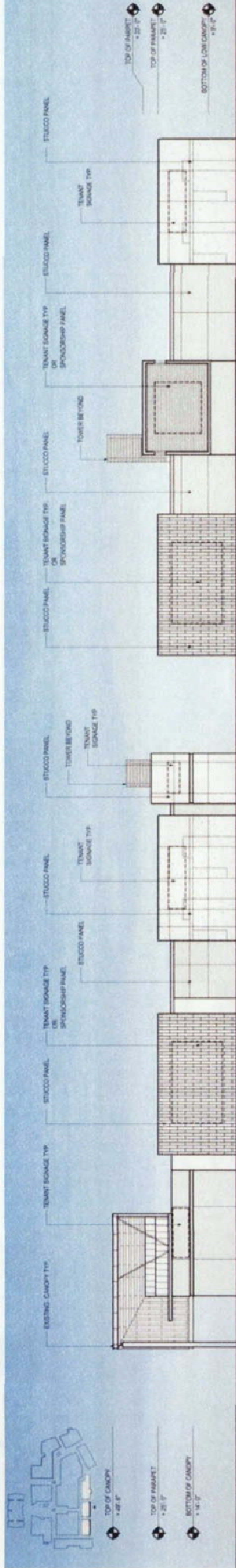


02 OVERALL ELEVATION - BUILDING L
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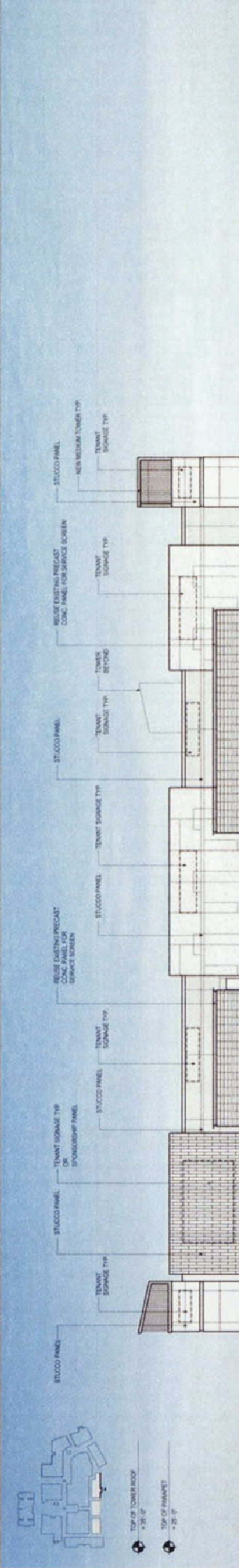


01 OVERALL ELEVATION - BUILDING I
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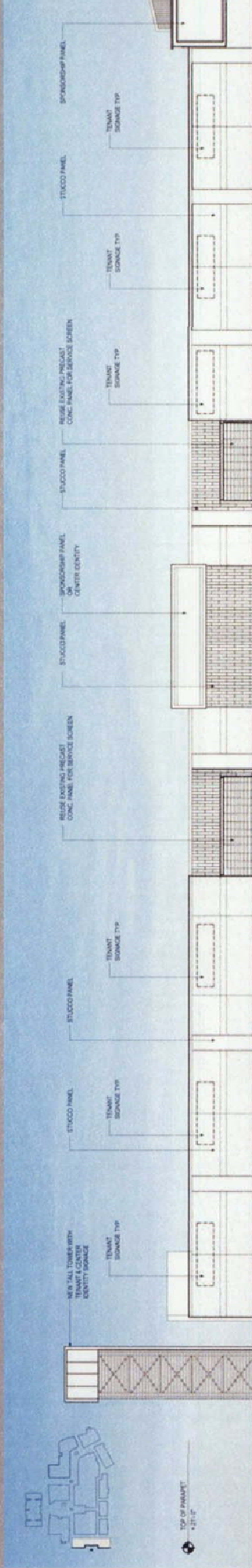
The Outlet Collection At Elk Grove



02 OVERALL ELEVATION - BUILDING 02
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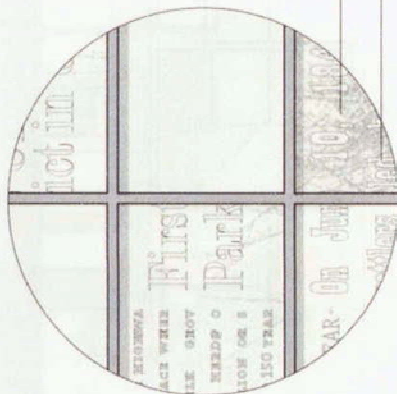


01 OVERALL ELEVATION - BUILDING 01
SCALE 1/32" = 1'-0"



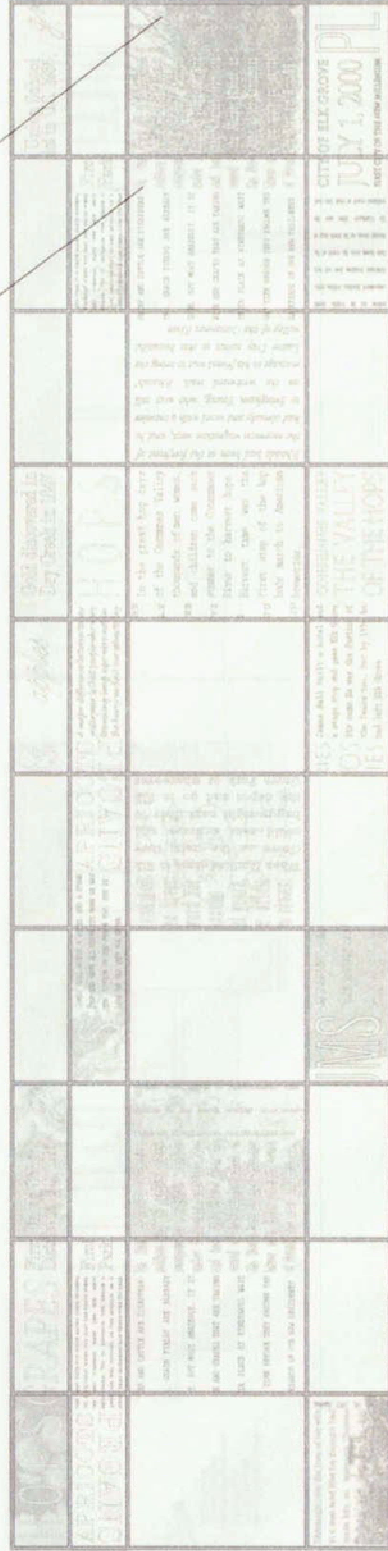
05 OVERALL ELEVATION - BUILDING 05
SCALE 1/32" = 1'-0"

IPS Outlet Collection At Elk Grove



3M GRAPHIC PRINT

APPLIED OPAQUE VINYL



**Food Court graphic will be provided. Final location, configuration and installation method to be determined during design.

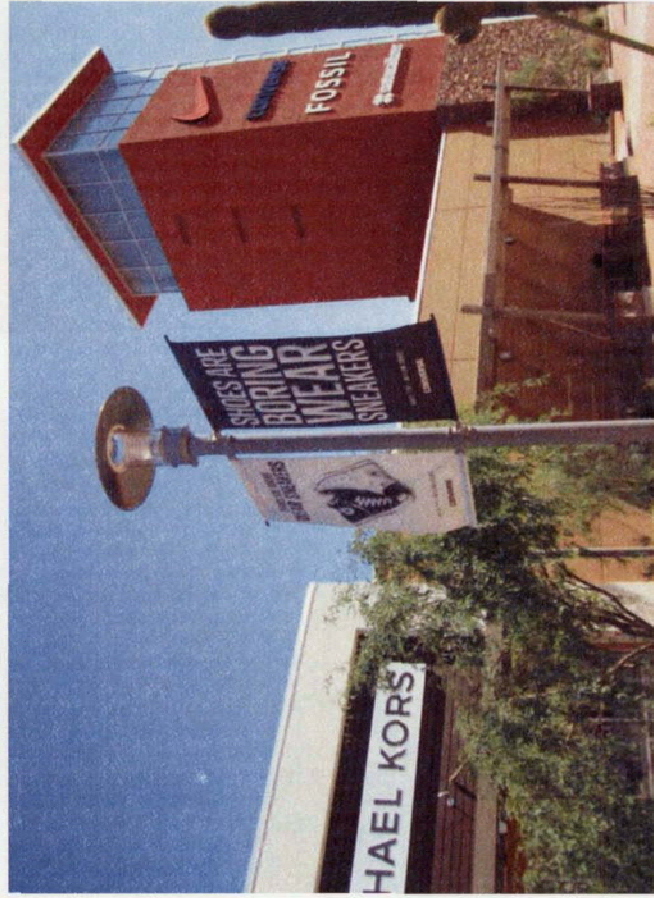
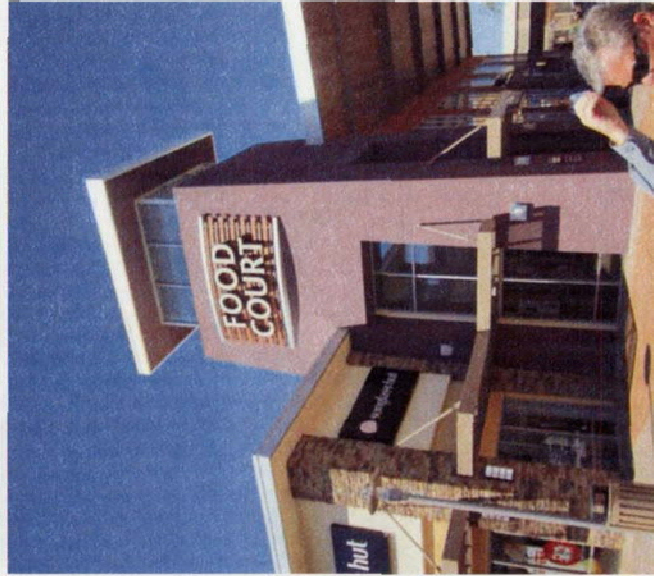
■ OUTLET CENTER PRECEDENTS

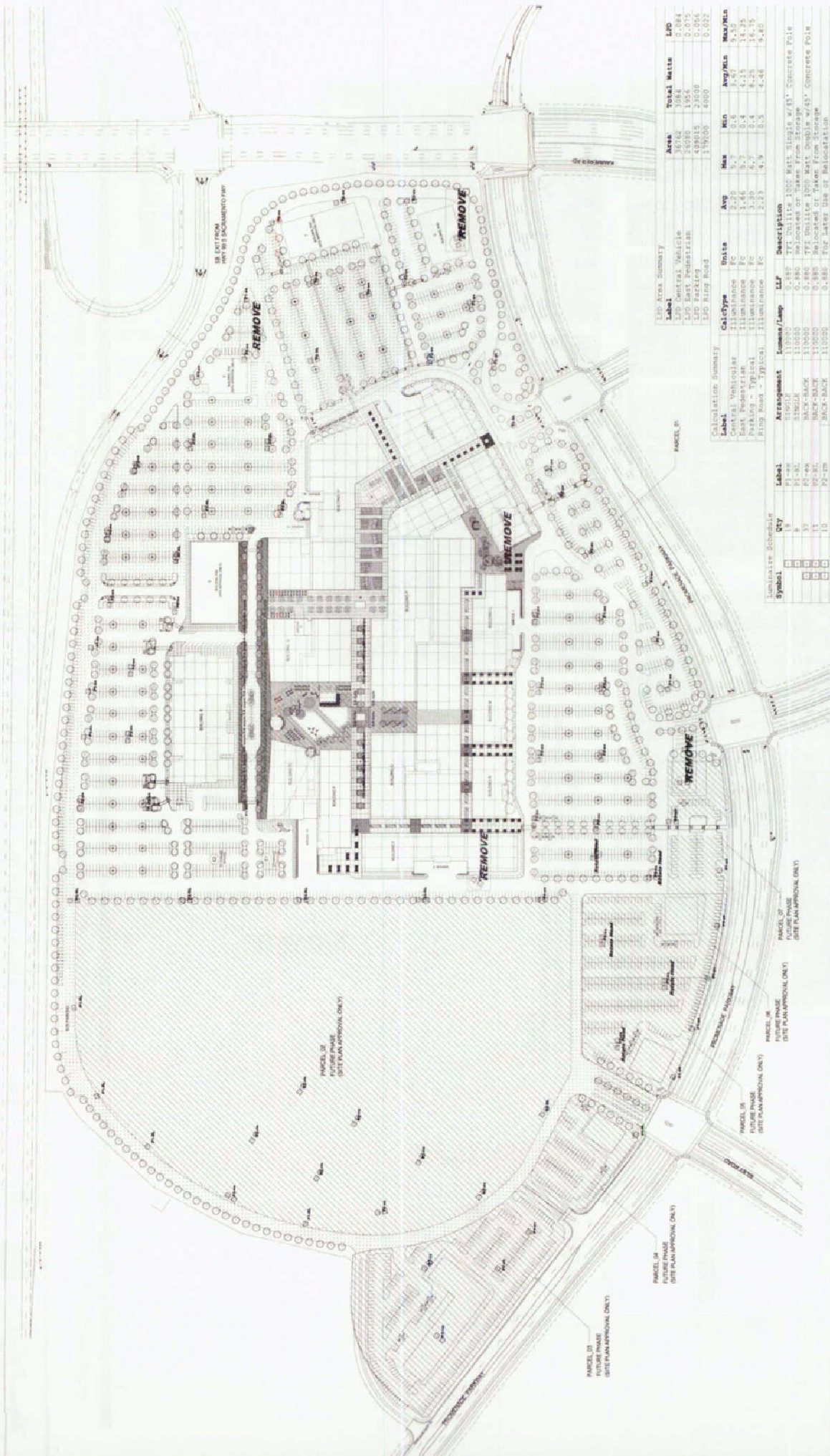


■ CONCEPT COLOR AND MATERIAL PALETTE

The conceptual imagery as shown represents a base color and material palette upon which the final palette will be layered. The Outlet Center branding element, which has yet to be determined, will also be blended with the concept as shown below. The built images represent how the conceptual materials will potentially applied in the final design.







Label	Area	Total Mats	LFD
LFD Central Vehicular	45285	1954	0.014
LFD East Pedestrian	49915	23000	0.054
LFD Rwy Road	179200	8900	0.022

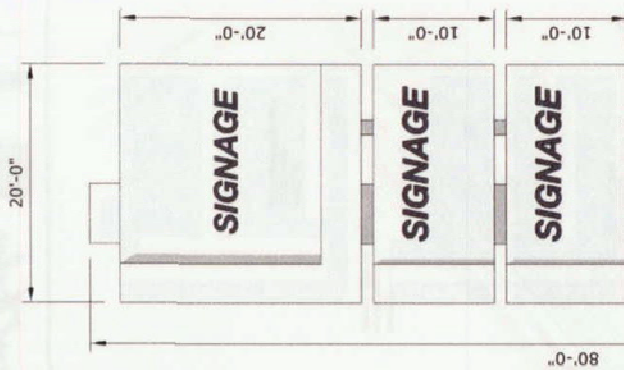
Label	Calc Type	Units	Avg	Min	Max	Max/Min
Central Vehicular	Illuminance	FC	2.46	0.4	6.57	9.52
East Pedestrian	Illuminance	FC	3.46	0.4	6.18	14.25
Parking - Typical	Illuminance	FC	3.30	0.4	8.26	16.19
Rwy Road - Typical	Illuminance	FC	2.23	0.3	4.46	9.40

Label	Arrangement	LF	Description
P1-400	11000	0.289	TPI Double 1000 Mat Single w/35' Concrete Pole
P1-800	11000	0.289	Included on Take From Storage
P1-1600	11000	0.289	TPI Double 1000 Mat Double w/35' Concrete Pole
P1-2400	11000	0.289	TPI Double 1000 Mat Double w/35' Concrete Pole
P1-3200	11000	0.289	For Later Use or Relocation

Symbol	Qty	Label
(Symbol)	18	P1-400
(Symbol)	9	P1-800
(Symbol)	9	P1-1600
(Symbol)	11	P1-2400
(Symbol)	10	P1-3200

August 26, 2014
 LIGHTING & PHOTOMETRICS PLAN
 Sub: 17 - 100' 0"

The Outlet Collection At Elk Grove



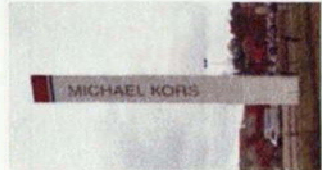
MAJOR IDENTITY SIGNAGE CONCEPTS



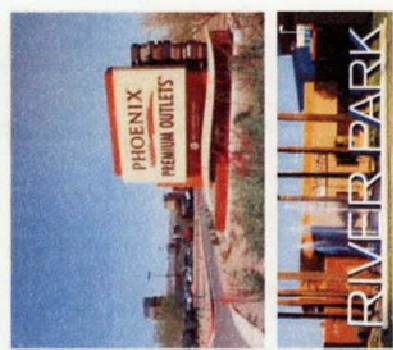
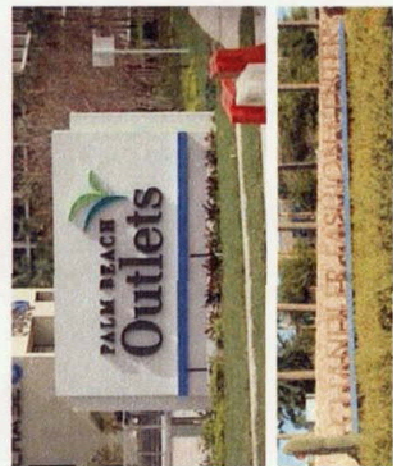
MAJOR IDENTITY SIGNAGE EXAMPLES



MINOR IDENTITY SIGNAGE EXAMPLES



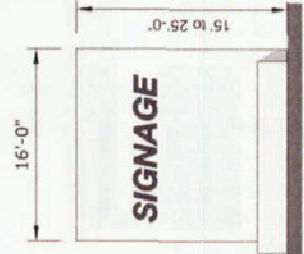
* ALL SIGNAGE AS SHOWN REPRESENTS A CONCEPTUAL CONFIGURATION AND IS SUBJECT TO CHANGE AS THE DESIGN EVOLVES AND WILL BE CONSISTENT WITH THE ARCHITECTURAL DESIGN.



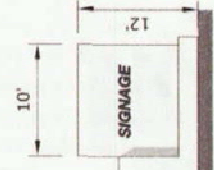
ENTRY MONUMENT IDENTITY SIGNAGE



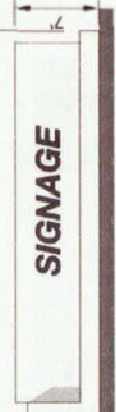
MINOR IDENTITY SIGNAGE CONCEPTS



ENTRY MONUMENT IDENTITY SIGNAGE CONCEPTS



36'-0"



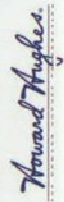






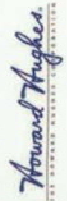
The Outlet Collection At Elk Grove

studio**Outside**





Note: Project shall comply with the requirements of EGMC Chapter 14.10 - Water Efficient Landscapes Requirements.

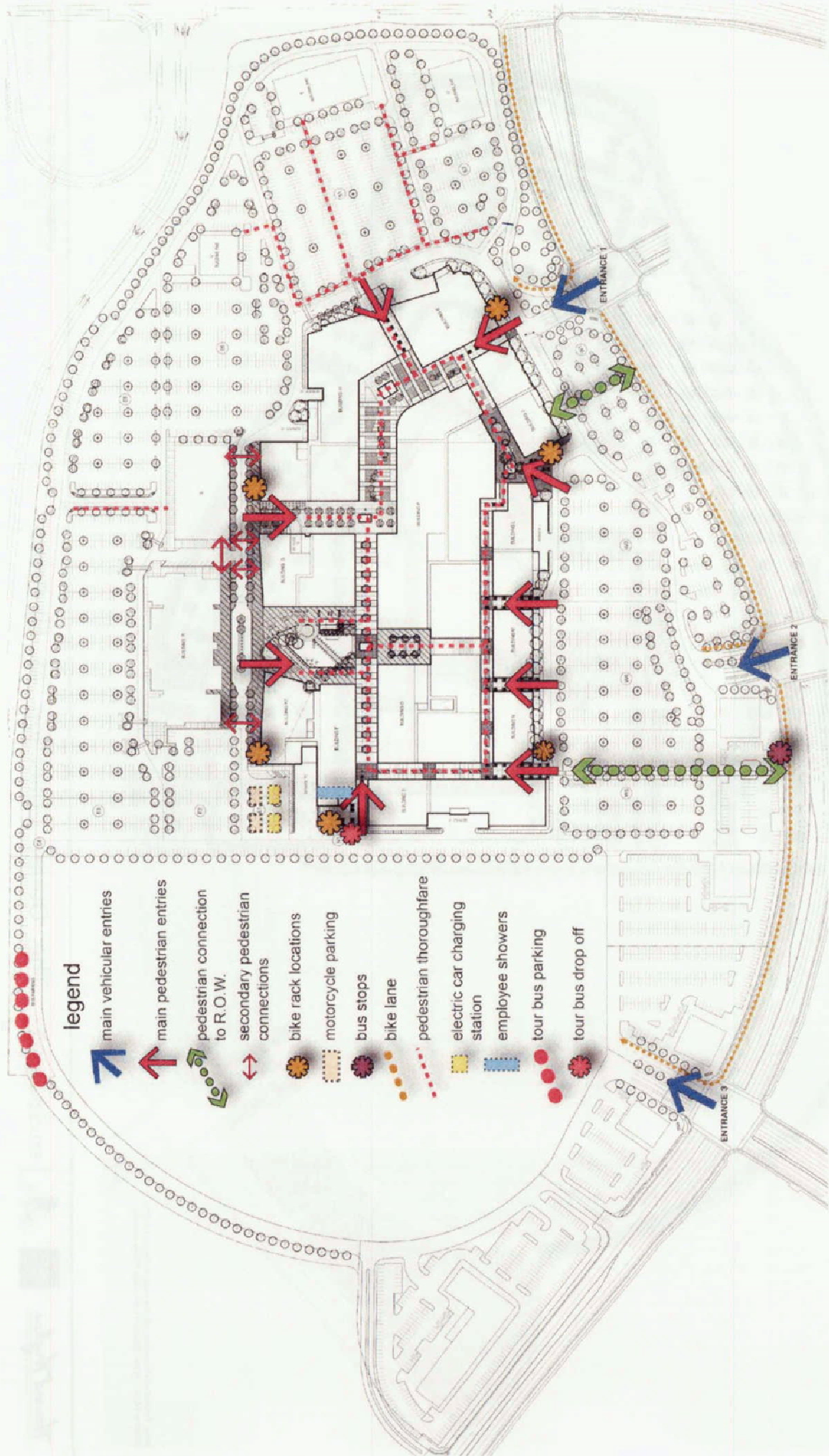


The Outlet Collection At Elk Grove

OVERALL SITE PLAN



August 26, 2014
SCALE: N.T.S. 21



legend

- main vehicular entries
- main pedestrian entries
- pedestrian connection to R.O.W.
- secondary pedestrian connections
- bike rack locations
- motorcycle parking
- bus stops
- bike lane
- pedestrian thoroughfare
- electric car charging station
- employee showers
- tour bus parking
- tour bus drop off

The Outlet Collection At Elk Grove

studioOutside





FRUITLESS OLIVE
Olea europaea



COASTAL LIVE OAK
Quercus agrifolia



GINKGO
Ginkgo biloba



GREEN ASH
Fraxinus pennsylvanica



HOLLY OAK
Quercus ilex



APTOS BLUE REDWOOD
Sequoia sempervirens 'Aptos Blue'



CHASTETREE
Virex alpinus-castus



CALIFORNIA FAN PALM
Washingtonia filifera



FRONTIER ELM
Ulmus carpinifolia x parviflora



JAPANESE MAPLE
Acer palmatum



JAPANESE ZELKOVA
Zelkova serrata



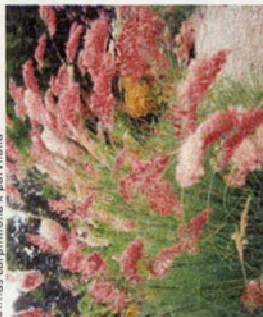
LONDON PLANE TREE
Platanus x acerifolia



AZTEC GRASS
Liriope muscari 'Aztec'



GULF MUHLY
Muhlenbergia capillaris



PINK PAINTBRUSH GRASS
Melinis nervigulmis



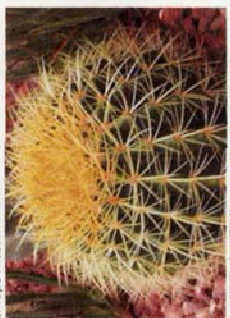
MEXICAN FEATHER GRASS
Nassella tenuissima



MICANTHUS
Miscanthus sinensis gracillimus



LIRIOPE
Liriope muscari



BARREL CACTUS
Ferrocactus cylindraceus



BLUE AGAVE
Agave tequilana



RED YUCCA
Hesperaloe parviflora



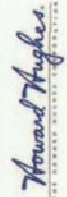
SOFTLEAF YUCCA
Yucca pendula



SOTOL
Dasylirion wheeleri



WHALE TONGUE AGAVE
Agave ovatifolia



The Outlet Collection At Elk Grove

PRIMARY PLANT PALETTE



AGAPANTHUS
Agapanthus africanus



KNOCKOUT ROSE
Rosa sp.



LAVENDER
Lavendula sp.



BUTTERFLY IRIS
Iris bicolor



OLEANDER
Nerium oleander



FLAX
Phormium sp.



ROSEMARY
Rosmarinus officinalis



CAMELLIA
Camellia sinensis



EDWARD GROUCHER ABELIA
Abelia x grandiflora 'Edward Groucher'



FORTNIGHT LILY
Lilium vegata



INDIAN HAWTHORN 'CLARA'
Raphiolepis indica 'Clara'



SONOMA MANZANITA BUSH
Arctostaphylos 'Sonoma Manzanita'



GAZANIA
Gazania sp.



WESTRINGIA
Westringia eremicala



LANTANA
Lantana camara



HYPERICUM
Hypericum perforatum



HUMMINGBIRD SAGE
Salvia spathacea



DWARF GERMANDER
Teucrium chamaedrys 'Nanum'



RED TRUMPET VINE
Dicotyles buccinatoria



WISTERIA
Wisteria frutescens



CHILEAN JASMINE
Mandevilla laxa



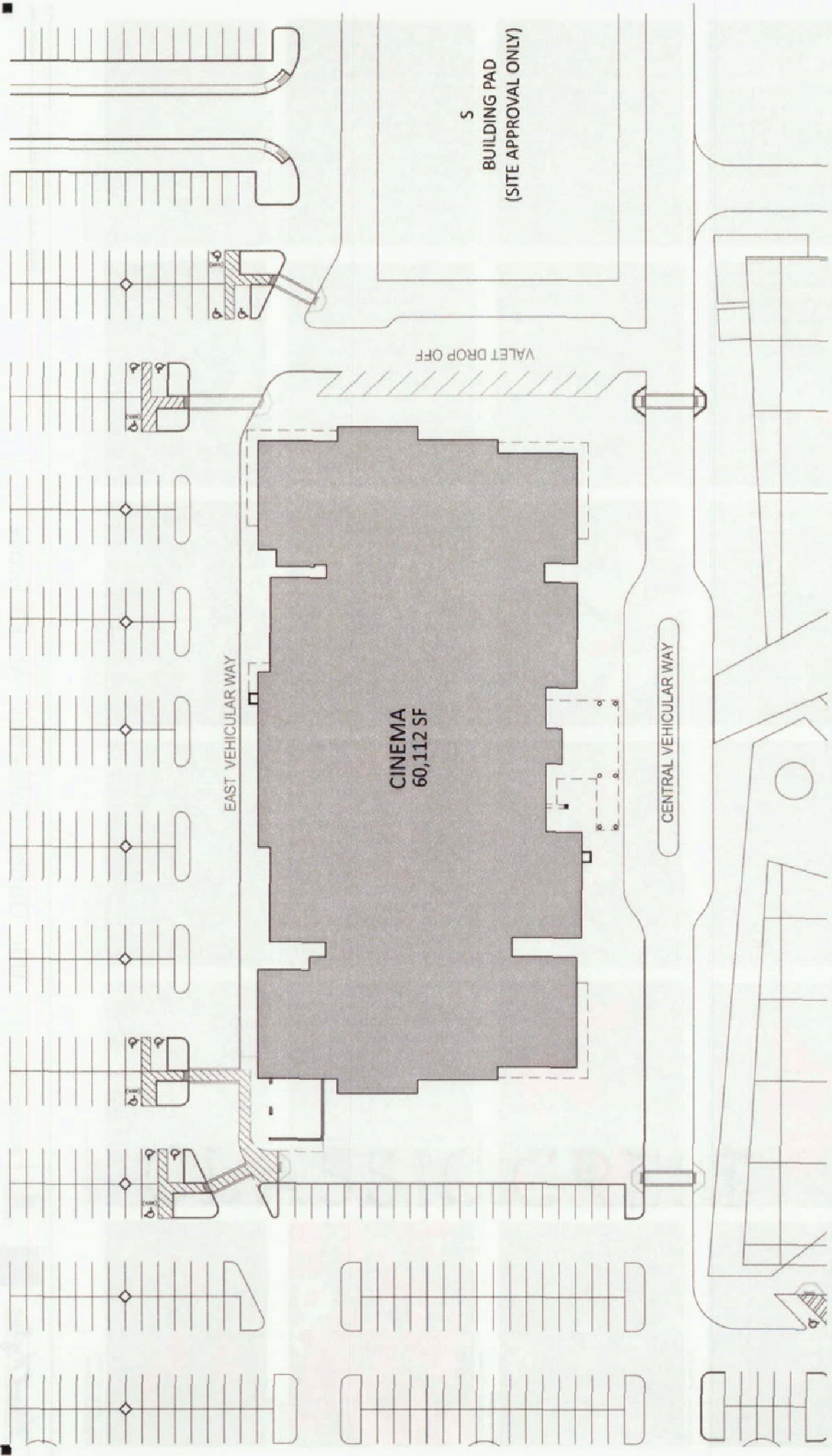
EVERGREEN CLEMATIS
Clematis armandi



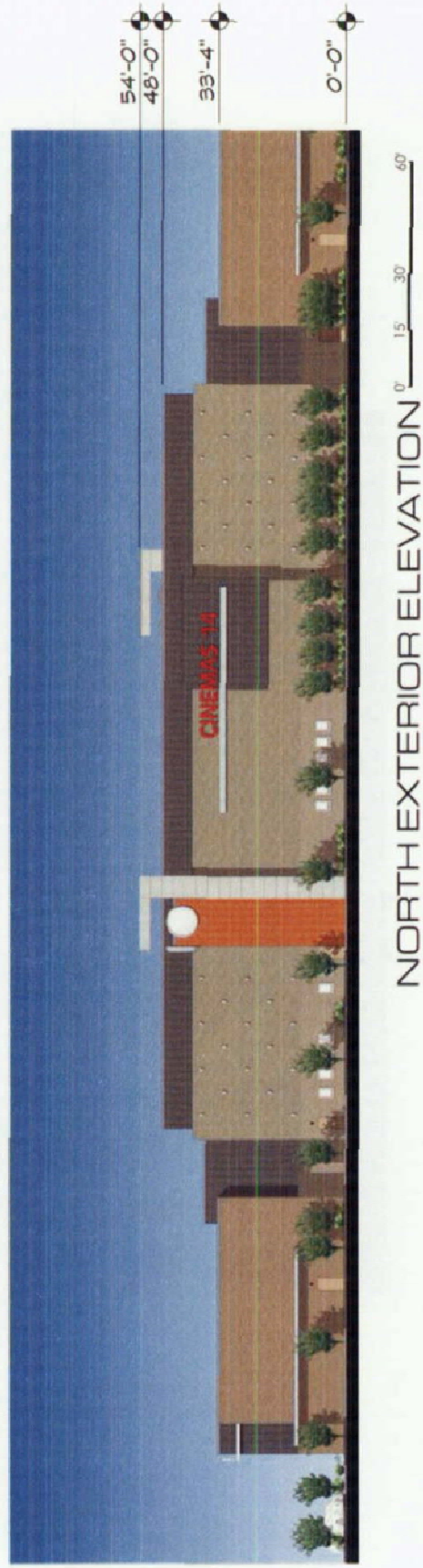
BOSTON IVY
Parthenocissus tricuspidata

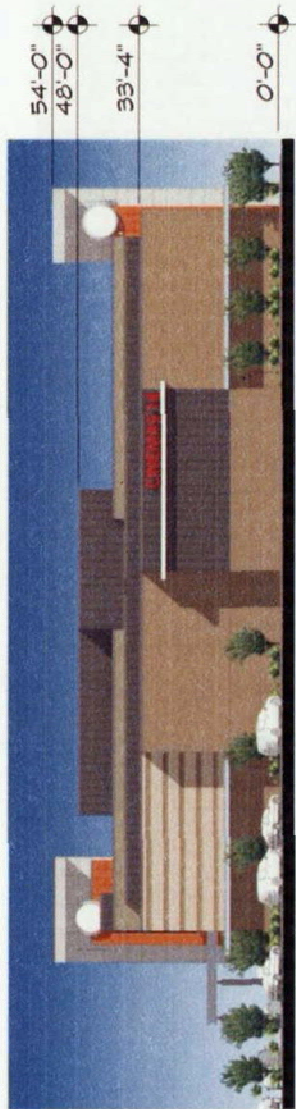


CALIFORNIA PIPEVINE
Aristolochia californica

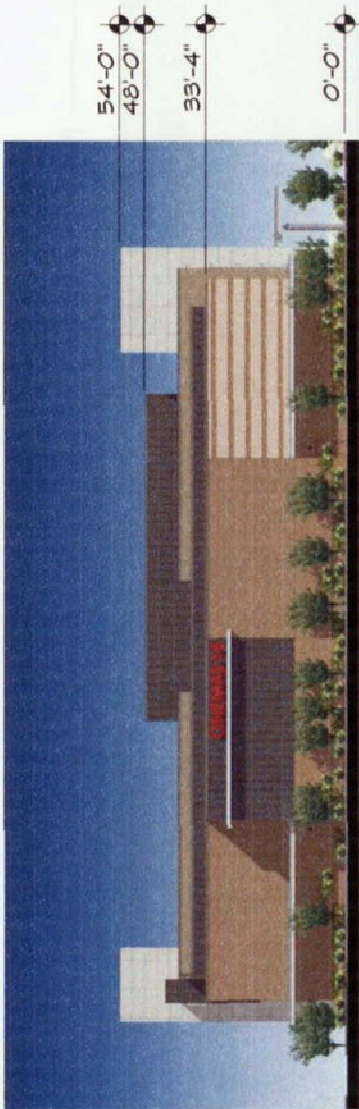


The Outlet Collection At Elk Grove



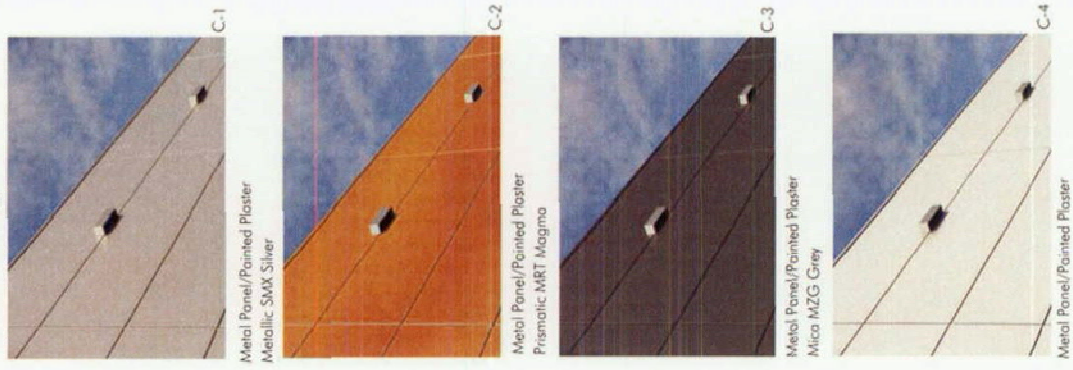


EAST EXTERIOR ELEVATION

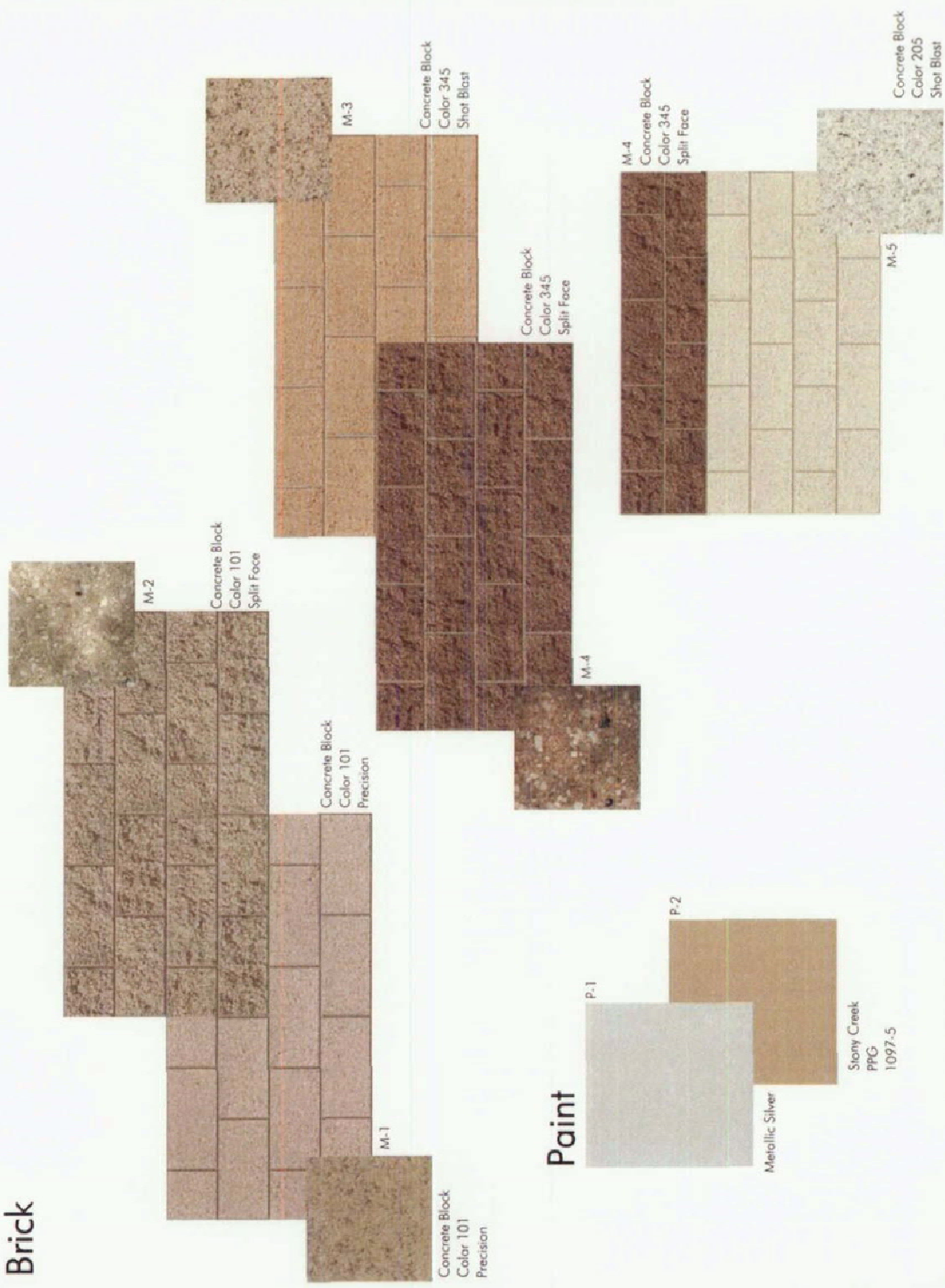


WEST EXTERIOR ELEVATION

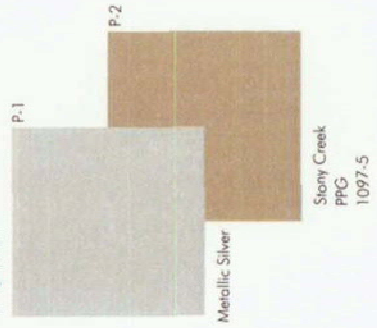
Cladding



Brick



Paint



**Exhibit C
The Outlet Collection at Elk Grove (EG-14-012)
Conditions of Approval**

<u>Conditions of Approval</u>		<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
On-Going				
1.	<p>The development approved by this action is for a Regional Mall District Development Plan & Review ("RM-DPR") (amended Development Plan Review) as described and illustrated in Exhibits B and C (herein after the "Project") and as modified or conditioned by these conditions of approval.</p> <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> <p>Subsequent action for buildings identified for "site plan approval only" on the Overall Site Plan shall be required prior to Building Permit issuance.</p> <p>This approval shall supersede that contained in City Council Resolutions 2007-157 and 2007-216 for file EG-05-878.</p>	On Going	Planning	
2.	<p>This action does not relieve the Applicant of the obligation to comply with all ordinances, statutes, regulations, and procedures.</p>	On Going	Planning	
3.	<p>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.</p>	On Going	Planning	
4.	<p>Except as otherwise specified or provided for in the RM-DPR or in these conditions, the Project shall conform to the development standards and design requirements adopted by the City of Elk Grove, specifically including but not limited to the following:</p> <ul style="list-style-type: none"> • Lent Ranch Special Planning Area (as amended) • The Elk Grove Zoning Code (Title 23 of the EGMC) • EGMC Chapter 19.12 (Tree Preservation and Protection) • EGMC Chapter 14.10 (Water Efficient Landscape Requirements) 	On Going	Planning Public Works	

<u>Conditions of Approval</u>		<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
5.	<p>The Applicant shall design and construct all improvements in accordance with the City of Elk Grove Improvement Standards, as further conditioned herein, and to the satisfaction of Public Works. All street improvements shall include vertical curb and gutter, except as approved by Public Works, in which case street improvements shall include rolled curb and gutter. Specific locations on median(s) that require emergency vehicle access will be evaluated during review and acceptance of the Improvement Plans.</p> <p>Public sewer, water, and other utility infrastructure shall be designed and constructed in accordance with the standards of the appropriate utility.</p>	On Going	Public Works SCWA SASD SMUD PG&E	
6.	The Applicant shall pay all plan check fees, impact fees, or other costs as required by the City, the Cosumnes Community Services District (CCSD), Sacramento Area Sewer District (SASD), Sacramento County Water Agency (SCWA), or other agencies or services providers as established by law.	On-Going	Planning Public Works CCSD SCWA SASD	
7.	<p>Approval of this project does not relieve the Applicant from the requirements of subsequent permits and approvals, including but not limited to the following:</p> <ul style="list-style-type: none"> • Grading Permit and Improvement Plan • Building Permit and Certificate of Occupancy • Requirements of the Sacramento Metropolitan Air Quality Management District • Fire permit 	On-Going	Planning Public Works Building CCSD SCWA SASD	
8.	Nothing in this approval shall limit the Applicant's ability to construct and operate event/seasonal sale parking on a temporary basis within the Phase 2 area prior to future approval and development of this area. Such improvements shall be to the satisfaction of Public Works and Planning.	On-Going	Public Works Planning	
Prior To or In Conjunction With Improvement and/or Grading Plan Submittal or Approval				
9.	The development approved by this action is subject to the Mitigation Monitoring and Reporting Program (MMRP) adopted for the Lent Ranch Special Planning Area. A deposit of \$5,000 for monitoring mitigation measures applicable to this development shall be paid to the City in order to assure MMRP compliance. If actual City monitoring costs exceed the initial estimate, a revised estimate and/or supplemental bill(s) will be submitted to the Applicant. If actual City monitoring costs are less than the initial estimate, the difference will be promptly refunded to the Applicant. If the Project be constructed in phases between multiple parties, additional deposit(s) shall be required to the satisfaction of the Planning Director.	Prior to issuance of any plans or permits associated with this Project, the Applicant shall submit the deposit to the City of Elk Grove.	Planning	

<u>Conditions of Approval</u>	<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
<p>10. The Planning Division shall be notified immediately if any prehistoric, archaeological, or paleontologic artifact is uncovered during construction. All construction must stop and an archaeologist that meets the Secretary of the Interior's Professional Qualifications Standards in prehistoric or historical archaeology shall be retained to evaluate the finds and recommend appropriate action.</p> <p>A note stating the above shall be placed on the Improvement Plans.</p>	Improvement Plan	Planning	
<p>11. All construction must stop if any human remains are uncovered, and the County Coroner must be notified according to Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the procedures outlined in CEQA Section 15064.5 (d) and (e) shall be followed.</p> <p>A note stating the above shall be placed on the Improvement Plans</p>	Improvement Plans	Planning	
<p>12. The Applicant shall prepare and submit a drainage study to the satisfaction of Public Works and in accordance with City of Elk Grove Storm Drainage Master Plan, Improvement Standards, General Plan, and any other applicable master drainage plans or studies.</p>	Improvement Plan Submittal or Prior to Issuance of Grading Permit(s), Whichever Occurs First	Public Works	
<p>13. The Applicant shall prepare and submit a Post-Construction Stormwater Quality Control Plan in accordance with the City of Elk Grove Improvement Standards and most recent version of the <i>Stormwater Quality Design Manual</i> for the Sacramento Region.</p>	Improvement Plan Submittal or Prior to Issuance of Grading Permit(s), Whichever Occurs First	Public Works	
<p>14. The Applicant shall obtain clearance letters from the applicable entities for any sign located within an easement, including a Public Utility Easement.</p>	Improvement Plans	Public Works	
<p>15. The Applicant shall submit landscape improvement plans (planting and irrigation) which incorporates the Zoning Code, SPA, Water Conserving Landscape Requirements, and Landscape Program as described later in these Conditions of Approval. Plans shall be submitted to Planning and Public Works for review and approval.</p>	Prior to Approval of On-site Improvement Plans	Public Works, Planning	
<p>16. 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 SASD. Sacramento County Improvement Standards apply to sewer construction. The Applicant may provide common grease/sewer traps.</p>	Prior to Approval of On-site Improvement Plans	SASD	

Conditions of Approval

	Conditions of Approval	Timing / Implementation	Enforcement / Monitoring	Verification (date and signature)
17.	The Applicant shall provide an approved sewer study to SASD prior to approval of submittal of improvement plans for plan check to SASD. 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 up-stream areas, and shall be done in accordance with the Districts' "Minimum Sewer Study Requirements". The Study shall be based on a "no-shed shift" standard without advance approval of the District.	Prior to Submittal of Improvement Plans	SASD	
18.	In order to obtain sewer service, construction of SASD 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	SASD	
19.	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	SASD	
20.	Sewer easements will be required. All sewer easements shall be dedicated to SASD in a form approved by the District Engineer. All SASD 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	SASD	
21.	SASD will provide maintenance only in public right-of-ways or in minimum 20-foot wide easements dedicated to SASD for the purpose of continuous access maintenance.	Prior to Approval of On-site Improvement Plans	SASD	
22.	The Applicant and successors in interest shall be responsible for repair and/or replacement of all non-asphalt and/or enhanced surface treatments of streets and drives within 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	SASD	
23.	SASD 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	SASD	

<u>Conditions of Approval</u>		<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
Prior To or In Conjunction with Building Permit Submittal or Issuance/Approval				
24.	<p>The Applicant shall prepare and submit for Planning Director approval a Pedestrian Amenities Program, which shall programmatically define the types, specifications, and general locations for pedestrian features within the Project. The Pedestrian Amenities Program shall specifically include, but is not limited to:</p> <ul style="list-style-type: none"> • Benches • Waste receptacles • Bike racks (the Applicant shall provide a minimum of 158 parking spaces for customers in well illuminated, highly visible locations, distributed throughout the site) • Pavement design and materials • Play structures • Art work (as applicable) • Features and layout of The Green 	<p>Submitted for review prior to 1st Building Permit submittal</p> <p>Approval required prior to 1st Building Permit Issuance</p>	<p>Planning</p>	
25.	<p>Prior to submittal of the Building Permit(s), the Applicant shall prepare and submit for Planning Director approval a final Sign Program, which shall programmatically define the design, dimensions, and other components of the various signage element of the Project, including, but not limited to, the following:</p> <ul style="list-style-type: none"> • Gateway/Entry signage along Promenade Parkway • Freeway-oriented signage • Vehicular directional signage • Pedestrian directional signage • Wall-mounted tenant signage • "Ad Panel" signage • Amenity signage (e.g., restrooms, food court) • Regulatory signage (e.g., stop sign, speed limits, no parking, ADA parking) 	<p>Submitted for review prior to 1st Building Permit submittal</p> <p>Approval required prior to 1st Building Permit Issuance</p>	<p>Planning</p>	
26.	<p>Prior to submittal of the Building Permit(s), the Applicant shall prepare and submit for Planning Director approval a final Landscape Program, which shall address the following components:</p> <ul style="list-style-type: none"> • Further define the preliminary landscape plan for the site, identifying specific locations, quantities, and sizes of proposed trees, shrubs, groundcover, and other plant material. • Incorporation of historical elements and landscaping reflective of the Elk Grove community as discussed by the Planning Commission on May 31, 2007 and the City Council on July 11, 2007. • Pedestrian corridors leading to/from the parking fields and public right-of-way, substantially consistent with the diagram illustrated in Exhibit C to the satisfaction of the Planning Director. 	<p>Submitted for review prior to 1st Building Permit submittal</p> <p>Approval required prior to 1st Building Permit Issuance</p>	<p>Planning</p>	

	<u>Conditions of Approval</u>	<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
27.	<p>Prior to submittal of the Building Permit(s), the Applicant shall prepare and submit for Planning Director approval a <u>final Lighting Program</u>, which shall address the following components:</p> <ul style="list-style-type: none"> • Photometric plan for the center, including all parking areas, loading docks, plazas, pedestrian spaces, and pedestrian paths. • Fixture specifications for: <ul style="list-style-type: none"> ○ Parking lot light fixtures (including fixture heads and pole height) ○ Pedestrian lighting along pathways and plazas (e.g., light bollards) ○ Building attached lighting (e.g., sconces, pendants, banding) • Coordination with parking lot landscaping. 	<p>Submitted for review prior to 1st Building Permit submittal</p> <p>Approval required prior to 1st Building Permit Issuance</p>	<p>Planning Police</p>	
28.	<p>Prior to submittal of the Building Permit(s), the Applicant shall prepare and submit for Planning Director approval a <u>Kiosk Program</u>, which shall address the following components:</p> <ul style="list-style-type: none"> • Programmatic design of the retail kiosk and cart structures/features used within the Project. • Approximate configuration/location of the kiosk and cart structures to ensure consistency and coordination with pedestrian improvements and landscaping. 	<p>Submitted for review prior to 1st Building Permit submittal</p> <p>Approval required prior to 1st Building Permit Issuance</p>	<p>Planning</p>	
29.	<p>Prior to issuance of each Building Permit for development outside the core development area, the Applicant shall demonstrate, to the satisfaction of the Planning Director, that sufficient parking and accompanying landscaping has been installed pursuant to the SPA to support the total onsite gross leasable area.</p>	<p>Building Permit</p>	<p>Planning</p>	
30.	<p>The Applicant shall increase the total width to 11 feet of any parking stalls that are at a 90° angle to one another.</p>	<p>Building Permit</p>	<p>Public Works</p>	
31.	<p>The Applicant shall install landscaping adjacent to Promenade Parkway along the project frontage to the satisfaction of Public Works.</p>	<p>Building Permit</p>	<p>Public Works</p>	
32.	<p>Prior to issuance of 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, 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.</p>	<p>Building Permit</p>	<p>Finance</p>	

<u>Conditions of Approval</u>		<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
33.	Prior to issuance of Building Permit, the project area shall annex into the Street Maintenance Assessment District No. 1 Zone 5 or a Street Maintenance Community Facilities District 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 http://www.elkgrovecity.org/finance/assessment-other-dist-info.asp .	Building Permit	Finance	
34.	Prior to issuance of Building Permit, the Applicant shall provide a site plan showing points of fire access during construction for construction related emergencies.	Building Permit	CCSD Fire	
35.	Prior to the issuance of Building Permit(s) or approval of Improvement Plan, whichever comes first, the property owner(s) shall (1) approve an annual Mello-Roos Community Facilities District special tax or (2) deposit a sum of money, as determined by the Cosumnes Community Services District, sufficient for the Cosumnes Community Services District to fund a portion of the cost of the District's ongoing fire and emergency services, maintenance, operation, and repair and replacement of fire station facilities and fire and emergency equipment. Any costs for the approval and creation of such annual special tax, annexation of the Property into an existing Mello-Roos Community Facilities District for the Cosumnes Community Services District, or administration of the sum of money deposited to fund the fire and emergency services, shall be paid from the annual special taxes of the Community Facilities District or the sum of money deposited with the Cosumnes Community Services District. In the event that the property owner(s) fails to approve an annual special tax or deposit a sum of money as provided for herein for such purposes for the Cosumnes Community Services District, no further building permits for the property shall be issued. The special tax or monies deposited shall not be required or applied to the square footage which already received building permits in 2007, which are determined to be 572,368 square feet. Any additional square footage past the 572,368 shall require the adoption of the special tax or payment of the above contemplated sum of money.	Building Permit	CCSD Fire	
36.	The Applicant shall provide an on-site office trailer and electric golf cart(s) and associated office equipment, if determined necessary by CCSD or the City, to provide an on-site inspector from the fire department and/or building department to expedite construction permitting and inspections.	Building Permit	CCSD Fire Building	
37.	Station #78, the Mall Station is located on the Sterling Meadows Project. If the City of Elk Grove does not approve the Sterling Meadows Final Map prior to building permit issuance for the Project, then the Applicant shall provide a suitable site for the new station, to be approved by the Cosumnes CSD Fire Department.	Building Permit	CCSD Fire	
<u>Prior to Certificate of Occupancy</u>				
38.	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 on-site 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	Public Works	

	<u>Conditions of Approval</u>	<u>Timing / Implementation</u>	<u>Enforcement / Monitoring</u>	<u>Verification (date and signature)</u>
39.	<p>Prior to issuance of a certificate of occupancy, the Applicant shall arrange for inspection of the building architecture, landscaping, pedestrian amenities, lighting, and other project components for consistency with the approved Project plans and programs (as defined in these conditions). A Certificate of Occupancy shall not be issued until the inspection is completed and all improvements are to the satisfaction of the Planning Director. This condition may be satisfied on a phased basis.</p>	Prior to Certificate of Occupancy	Planning	
40.	<p>Upon completion of the installation of the landscaping, 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.</p>	Prior to Certificate of Occupancy	Planning	

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**CERTIFICATION
ELK GROVE CITY COUNCIL RESOLUTION NO. 2014-238**

STATE OF CALIFORNIA)
COUNTY OF SACRAMENTO) **ss**
CITY OF ELK GROVE)

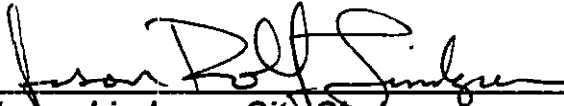
I, Jason Lindgren, City Clerk of the City of Elk Grove, California, do hereby certify that the foregoing resolution was duly introduced, approved, and adopted by the City Council of the City of Elk Grove at a regular meeting of said Council held on October 8, 2014 by the following vote:

AYES : COUNCILMEMBERS: Cooper, Detrick, Trigg

NOES: COUNCILMEMBERS: None

ABSTAIN : COUNCILMEMBERS: None

ABSENT: COUNCILMEMBERS: Davis, Hume



**Jason Lindgren, City Clerk
City of Elk Grove, California**